

State of Idaho

Office of the Secretary of State

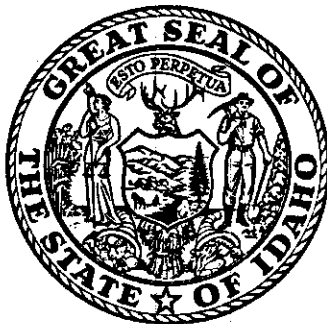
**CERTIFICATE OF AUTHORITY
OF
BILL BARRETT CORPORATION**

File Number C 180734

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: November 6, 2008



Ben Yursa

SECRETARY OF STATE

By *Christi*

FILED EFFECTIVE



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

08 NOV -6 PM 1:57

SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

Bill Barrett Corporation

2. The name which it shall use in Idaho is:
- Bill Barrett Corporation

3. It is incorporated under the laws of:
- Delaware

4. Its date of incorporation is:
- April 29, 2002

5. The address of its principal office is:

1099 18th Street, Suite 2300, Denver, Colorado 80202

6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is:
- 1401 Shoreline Drive, #2, Boise, ID 83702

and its registered agent in Idaho at that address is: Corporation Service Company

8. The names and respective business addresses of its directors and officers are:

Name	Title	Business Address
See attached.		

Dated: November 4, 2008Signature: Typed Name: Francis B. BarronCapacity: Senior Vice President-General Counsel*[The signer must be a director or an officer of the corporation.]*

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Released 05/2005

IDAHO SECRETARY OF STATE
 11/06/2008 05:00
 CK: NONE CT: 1157 BH: 1143440
 1 @ 100.00 = 100.00 AUTH PRO # 2
 1 @ 20.00 = 20.00 EXPEDITE C # 3

C180734

Bill Barrett Corporation
1099 18th Street, Suite 2300
Denver, CO 80202

Main No. 303-293-9100
Fax No. 303-291-0420

Company Officers

Fredrick J. Barrett
Chairman; and CEO
Direct: 303-312-8108
Home Address:
15761 W. 79th Place
Arvada, CO 80007
Home: 303-421-7780
Mobile: 303-887-5430
E-Mail: fbarrett@billbarrettcorp.com

Joseph N. Jagers
Chief Operating Officer; President;
and Asst. Secretary
Direct: 303-312-8105
Home Address:
34031 Meadow Mountain Road
Evergreen, CO 80439
Home: 303-674-6683
Mobile: 720-480-0570
Hm Fax:
E-Mail: jjagers@billbarrettcorp.com

Robert W. Howard
Chief Financial Officer; and
Treasurer
Direct: 303-312-8104
Home Address:
3158 W. 111th Place
Westminster, CO 80031
Home: 303-466-5512
Mobile: 303-884-3709
Hm Fax: 720-479-2832
E-Mail: rhoward@billbarrettcorp.com

Francis B. Barron
Senior VP - General Counsel; and
Corporate Secretary
Direct: 303-312-8515
Home Address:
2134 S. Jackson Street
Denver, CO 80210
Home: 303-756-6335
Mobile: 303-520-7411
Hm Fax: 303-504-6460
E-Mail: fbarron@billbarrettcorp.com

Terry R. Barrett
Sr. VP - Exploration, No. Division
Direct: 303-312-8110
Home Address:
10765 W. 35th Avenue
Wheatridge, CO 80033
Home: 303-423-9785
Mobile: 303-881-1011
E-Mail: tbarrett@billbarrettcorp.com

Kurt M. Reinecke
Sr. VP - Exploration, So. Division
Direct: 303-312-8113
Home Address:
13195 W. Auburn Place
Lakewood, CO 80228
Home: 303-989-7190
Mobile: 303-884-2483
Hm Fax: 303-989-7190
E-Mail: kreinecke@billbarrettcorp.com

Roy Roux
Senior VP - Geophysics
Direct: 303-312-8111
Home Address:
22558 Springflower Drive
Golden, CO 80401
Home: 303-526-9408
Mobile: 303-884-2245
E-Mail: rroux@billbarrettcorp.com

Hunt Walker
Senior VP - Land
Direct: 303-312-8102
Home Address:
2961 South Fillmore Way
Denver, CO 80210
Home: 303-782-9506
Mobile: 303-884-2982
E-Mail: hwalker@billbarrettcorp.com

R. Scot Woodall
Senior VP - Operations
Direct: 303-312-8181
Home Address:
1458 Pine View Place
Golden, CO 80401
Home: 720-746-1906
Mobile: 303-957-6329
E-Mail: swoodall@billbarrettcorp.com

Lynn Boone Henry
VP - Planning and Reserves
Direct: 303-312-8132
Home Address:
4266 N. Hwy 67, P.O. Box 364
Sedalia, CO 80135
Home: 303-663-8215
Mobile: 303-349-6996
E-Mail: lhenny@billbarrettcorp.com

Duane Zavadii
VP - Gov't and Regulatory Affairs
Direct: 303-312-8128
Home Address:
6400 Meadowood Lane
Sedalia, CO 80135
Home: 303-660-1145
Mobile: 303-638-1265
E-Mail: dzavadii@billbarrettcorp.com

Kevin M. Finnegan
VP - Information Systems
Direct: 303-312-8125
Home Address:
2 Coyote Lane
Littleton, CO 80127
Home: 303-979-8515
Mobile: 303-808-9566
E-Mail: kfinnegan@billbarrettcorp.com

David R. Macosko
VP - Accounting
Direct: 303-312-8137
Home Address:
56 Blue Heron Drive
Thornton, CO 80241
Home: 303-452-3328
Mobile: 720-284-9530
E-Mail: dmacosko@billbarrettcorp.com

Bill Barrett Corporation
1099 18th Street, Suite 2300
Denver, CO 80202

Main No. 303-293-9100
Fax No. 303-291-0420

BOARD OF DIRECTORS

Fredrick J. Barrett
(Class I Director until 2011)
BBC - Chairman; and CEO
Direct: 303-312-8108
Home Address:
15761 W. 79th Place
Arvada, CO 80007
Home: 303-421-7780
Mobile: 303-887-5430
E-Mail: fbarrett@billbarrettcorp.com

Joseph N. Jagers
(Class III Director until 2010)
**Chief Operating Officer; President;
and Asst. Secretary**
Direct: 303-312-8105
Home Address:
34031 Meadow Mountain Road
Evergreen, CO 80439
Home: 303-674-6683
Mobile: 720-480-0570
Hm Fax:
E-Mail: jjagers@billbarrettcorp.com

Philippe S.E. Schreiber
(Class III Director until 2010)
Home Address: (for FedEx ONLY)
26 Sheep Pond Road
Nantucket, MA 02554
Mailing Address:
P.O. Box 3087
Nantucket, MA 02584
Home: 508-325-0092
Mobile: 508-680-6305
Hm Fax: 508-325-5157
E-Mail: psesesq@aol.com
(no Sat. Fedex delivery on Nantucket)

Jim W. Mogg
(Class I Director until 2011)
Home Address:
25952 Fern Gulch Road
Evergreen, CO 80439
Mailing Address:
P.O. Box 2380
Evergreen, CO 80437
Home: 303-674-6263
Fax:
Mobile: 704-905-8940
Other Home Address:
909 North Hunt
Hydro, OK 73048
Home: 405-663-2112
E-Mail: jwmogg@aol.com

James M. Fitzgibbons
(Class II Director until 2009)
Home Address:
40 Norfolk Road
Chestnut Hill, MA 02467
Home: 617-734-2864
Hm Fax: 617-734-0047
Mobile: 617-678-0990
E-Mail: jmfitz56@comcast.net
Summer phone:
July - Sept 508-993-5937

Jeffrey A. Harris
(Class II Director until 2009)
Warburg Pincus LLC
Managing Director
466 Lexington Avenue, 11th Floor
New York, NY 10017-3147
Office: 212-878-0638
Fax: 212-878-6139
Mobile: 917-439-1639
E-Mail: jharris@warburgpincus.com
Home Address:
7 Oak Lane
Scarsdale, NY 10583
Home: 914-723-4458

Randy Stein
(Class II Director until 2009)
Home Address:
5440 E. Mineral Circle
Littleton, CO 80122
Home: 303-694-3304
Fax: 303-694-3304
Mobile: 303-717-6265
E-Mail: rstein623@aol.com

Michael E. Wiley
(Class I Director until 2011)
Home Address:
10930 Kemwood Drive
Houston, TX 77024
Home: 713-464-5047
Fax: 866-833-4221
Mobile: 832-545-8560
E-Mail: michael.wiley@gmail.com

Randy A. Foutch
(Class III Director until 2010)
Office Address:
15 W. 6th Street, Suite 1800
Tulsa, OK 74119
Office: 918-513-4570
Fax: 918-513-4571
Mobile: 918-625-9580
Home Address:
1820 E. 32nd Street
Tulsa, OK 74105
Home: 918-743-0994
Home Fax: 918-743-6759
E-Mail: randy@laredopetro.com

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BILL BARRETT CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF NOVEMBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BILL BARRETT CORPORATION" WAS INCORPORATED ON THE TWENTY-NINTH DAY OF APRIL, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



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You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6951629

DATE: 11-06-08