	Department of State.	
	CERTIFICATE OF AUTHORITY	
	OF	
	SABINE CORPORATION	
	I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that	
	duplicate originals of an Application of SABINE CORPORATION	
	for a Certificate of Authority to transact business in this State.	
	duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have	
	been received in this office and are found to conform to law.	
	been received in this office and are found to conform to law.	
	ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of	
	Authority to	
	Authonity to	
	to transact business in this State under the name	
	and attach hereto a duplicate original of the Application	
	for moh Costificato	
	Dated January 5, 1984	
	T SEA	
	10/ State Sat / Cenarensa	
	SECRETARY OF STATE	
\equiv	Corporation Clerk	
<u>.</u> III		

CAU 779

Pursuant to Section 30-1-12 Authority to transact business	o. 10, Idaho Code, the undersig in your State, and for that pu	gned Corporation he prose submits the fo	reby applies for a Certificate llowing statement:
			្រូនទេ២ សេង ទេ ភូមិភ្នំ
. *The name which it shall use	e in Idaho is		RPORATION .
. It is incorporated under the			· · · · · ·
. The date of its incorporation	nis November 17,	1976	and the period of its
. The address of its principa	rpetual al office in the state or cour Building, New Orl	ntry under the laws	of which it is incorporated is
			at in item 5
1200 Mercantile	Bank Building, I		s 75201 .
		300 North	6th Street
Boise, Idaho 837	0.1	10 15	d the name of its proposed
Boise, Idaho 837	01 that address is C '	, an T CORPORATION	d the name of its proposed
Boise, Idaho 837 registered agent in Idaho at . The purpose or purposes wh	01 that address is C '	T CORPORATION	d the name of its proposed N SYSTEM ness in Idaho are:
Boise, Idaho 837 registered agent in Idaho at The purpose or purposes wh Own or operat	01 that address is <u>C</u> nich it proposes to pursue in the oil, gas and many	, an T CORPORATION he transaction of busi	d the name of its proposed N SYSTEM ness in Idaho are: rties
Boise, Idaho 837 registered agent in Idaho at The purpose or purposes wh Own or operat. The names and respective ac Name	01 that address is <u>C</u> nich it proposes to pursue in the oil, gas and many	, an T CORPORATION he transaction of busi	d the name of its proposed N SYSTEM ness in Idaho are:
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Boise, Idaho 837 registered agent in Idaho at The purpose or purposes wh Own or operat. The names and respective ac Name See Attached D. The aggregate number of sl	01 that address is <u>C</u> tich it proposes to pursue in the e oil, gas and main ddresses of its directors and of Office hares which it has authority	to issue, itemized by	d the name of its proposed N SYSTEM ness in Idaho are: rties Address
Boise, Idaho 837 registered agent in Idaho at The purpose or purposes wh Own or operat. The names and respective ac Name See Attached D. The aggregate number of sl shares without par value, is: Number of Shares	01 that address is <u>C</u> tich it proposes to pursue in the e oil, gas and main ddresses of its directors and of Office hares which it has authority	to issue, itemized by	d the name of its proposed N SYSTEM ness in Idaho are: rties Address classes, par value of shares, and hare or Statement That Shares Without Par Value
registered agent in Idaho at The purpose or purposes wh Own or operat. The names and respective ac Name See Attached D. The aggregate number of sl shares without par value, is:	01 that address is <u>C</u> tich it proposes to pursue in the e oil, gas and main iddresses of its directors and of Office hares which it has authority Class	to issue, itemized by Par Value Per S Are	d the name of its proposed N SYSTEM ness in Idaho are: rties Address classes, par value of shares, and hare or Statement That Shares Without Par Value

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Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value			
14,870,476	Common	NPV			
	and shall comply with the	provisions of the Constitution and the laws of the			
State of Idaho.					
authenticated by the pro	per officer of the state or	rticles of incorporation and amendments thereto, duly country under the laws of which it is incorporated			
Dated December 23	3,	, <u>193</u>			
		SABINE CORPORATION			
	By	ul L flacks			
	Jack 1	Its Vice President			
	a,	L. Harlam N			
	and $\frac{\mathcal{O}(7)}{A. L.}$	Harkins, Jr.			
TRAN C		Its Secretary			
STATE OF TEXAS)) ss:				
COUNTY OF DALLAS)				
I, Debbie A. S	outhard	, a notary public, do hereby certify that or			
hisda	y of December	, 19, personally appeared before			
meJack L. Blac	chly	, who being by me first duly sworn, declared that he			
Vice Preside	ent of S	Sabine Corporation			
s the	01				
hat he signed the foregoing do tatements therein contained a		sident of the corporation and that the			
		A G TA			

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

BOARD OF DIRECTORS

Harold D. Carter Sabine Corporation 1200 Mercantile Bank Bldg. Dallas, Texas 75201

William R. Goff Sabine Corporation 1200 Mercantile Bank Bldg. Dallas, Texas 75201

James B. Goodson 1200 Mercantile Bank Bldg. Dallas, Texas 75201

Owen L. Hill 38629 Spanish Boot Road Carefree, Arizona 85377

James H. Kinley Kinley Oil & Gas Corporation 1234 Highland Terrace Olean, New York 14760

J. R. Latimer, Jr. 6060 N. Central Expressway Dallas, Texas 75206

OFFICERS

Ashley H. Priddy Chairman of the Board

- William R. Goff President and Chief Executive Officer
- Harold D. Carter Sr. Vice President - Exploration
- Andrew J. Shoup, Jr. Sr. Vice President - Production and Mining
- Albert L. Diano, Jr. Sr. Vice President - Finance and Administration and Treasurer
- Jack L. Blachly Vice President - General Counsel

Ashley H. Priddy Sabine Corporation 1200 Mercantile Bank Bldg. Dallas, Texas 75201

Robert T. Priddy 1200 Mercantile Bank Bldg. Dallas, Texas 75201

R. C. Rieder 1200 Mercantile Bank Bldg. Dallas, Texas 75201

Frank A. Schultz 730 Fidelity Union Tower Dallas, Texas 75201

A. J. Shoup, Jr. Sabine Corporation 1200 Mercantile Bank Bldg. Dallas, Texas 75201

Starkey A. Wilson Thanksgiving Tower, Ste 990 1601 Elm Street Dallas, Texas 75201

1200 Mercantile Bank Bldg. Dallas, Texas 75201

OFFICERS (CONTINUED)

A. L. Bragg Vice President - Land

- Granville Dutton Vice President - Engineering
- Lewis G. Fearing Vice President - Geology and Geophysics
- A. L. Harkins, Jr. Vice President - Administration and Secretary
- Claude L. Obar Vice President - Division Manager
- Peter R. Vig Vice President
- Paul G. Smittle Controller and Assistant Treasurer
- Bobbie J. Freeman Assistant Secretary
- Louis Morrison, III Assistant Secretary
- Hervey A. Priddy Assistant Treasurer

1200 Mercantile Bank Building Dallas, Texas 75201

- 1200 Mercantile Bank Building Dallas, Texas 75201
- 1200 Mercantile Bank Building Dallas, Texas 75201

James H. "Jim" Brown SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

STATES OF AND

the annexed and following is a True and Correct copy of the Charter Documents of $% \left({\left[{{{\rm{D}}_{\rm{c}}} \right]} \right)$

SABINE CORPORATION,

A Louisiana corporation domiciled at New Orleans,

As shown by comparison with documents filed and recorded in this Office.







ARTICLES OF INCORPORATION OF SABINE CORPORATION

This corporation is formed pursuant to Chapter 1 of Title 12 of the Louisiana Revised Statutes which is known as the Business Corporation Law.

ARTICLE ONE

The name of the corporation (hereinafter called the "Corporation") is SABINE CORPORATION.

ARTICLE TWO

The Corporation's purpose is to engage in the exploration for and production of oil, gas and other minerals and to engage in any other lawful activities for which corporations may be formed under the Louisiana Business Corporation Law.

ARTICLE THREE

The aggregate number of shares which the Corporation shall have the authority to issue is twelve million (12,000,000). All of such shares shall be without par value, shall be of the same class and shall be designated as "Common Stock". ARTICLE FOUR

A director absent from a meeting of the Board of

Directors or any committee thereof may be represented by any other director or shareholder, who may cast the absent

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director's vote according to the written instructions, general or special, of such absent director.

ARTICLE FIVE

The right of a shareholder of the Corporation to dissent as provided by Section 12:131A of the Louisiana Business Corporation Act shall not be denied by reason of the listing of the Corporation's Common Stock on a national securities exchange.

ARTICLE SIX

Cash, property or share dividends, shares issuable to shareholders in connection with a reclassification of stock, and the redemption price of redeemed shares, which are not claimed by the shareholders entitled thereto within one year after the dividend or redemption price became payable or the shares became issuable, despite reasonable efforts by the Corporation to pay the dividend or redemption price or deliver the certificates for the shares to such shareholders within such time, shall, at the expiration of such time, revert in full ownership to the Corporation and the Corporation's obligation to pay such dividend or redemption price or issue such shares, as the case may be, shall thereupon cease; provided that the Board of Directors of this Corporation may, at any time, for any reason satisfactory to it, but need not, authorize (a) payment of

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the amount of any cash or property dividend or redemption price or (b) issuance of any shares, ownership of which has reverted to the Corporation pursuant to this Article, to the entity who or which would be entitled therato had such reversion not occurred.

ARTICLE SEVEN

The name and address of the Incorporator is as follows:

Joseph A. Watters 2875 Bank of New Orleans Building 1010 Common Street New Orleans, Louisiana 70112

Executed at New Orleans, Louisiana, on November 17,

1976.

WITNESSES:

Sheuf & Hopkins Lall Yater Jones Jones Carton



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STATE OF LOUISIANA PARISH OF ORLEANS

On November 17, 1976, before me personally appeared JOSEPH A. WATTERS, known to me to be the person described in and who executed the foregoing instrument and who acknowledged that he executed the same as his free act and deed.

H: Collan ()

Newary Public - Orleans Parish, Louisiana



INITIAL REPORT OF BABINE CORPORATION

1. The location and post office address of the registered office of Sabine Corporation is 2875 Bank of New Orleans Building, 1010 Common Street, New Orleans, Louisiana 70112.

2. The registered agent of Sabine Corporation is:

Joseph A. Watters 2875 Bank of New Orleans Building 1010 Common Street New Orleans, Louisians 70112

3. The first directors of Sabina Corporation are:

A. H. Priddy 1200 Mercantile National Bank Building Dallas, Texas 75201

R. W. Howell, Jr. 1290 Nercentile National Bank Building Dallas, Texas 75201

W. R. Goff 1200 Marcantile National Bank Building Dallas, Taxas 75201

J. Lee Youngblood First National Bank Building Dallas, Texas 75202

Executed at New Orleans, Louisians, on November 17,

1976.

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ARTICLES OF ANENOMINT TO THE ARTICLES OF INCOMPORATION OF SABINE CORPORATION

[4]

Pursuant to the provisions of Section 31 of the Louisiana Business Corporation Law, the shareholders of the Corporation adopted the following Articles of Amendment.

ARTICLE ONE: The following amendment to the Articles of Incorporation of Sabine Corporation was adopted by the consent of the sole shareholder of the Corporation on December 27, 1976:

(A) The Articles of Incorporation of the Corporation be amended by adding themato a new Article MIGHT which shall read in its entirety as Sullance

"MERTCHA RECEIPT

"1. The provisions of this Article shall apply to any of the following commentions (Dereinafter referred to as 'Business Complementant'):

- (a) any margur of convelidentian of the Corporation with or into any enter experation, person of star and a finite in the beneficial const, district or indirectly, of 30% or more of the only of the securities of the Corporation; of
- (b) any sale or lease or annhange or other disposition (in one transaction or a series of related transactions) of all or substantially all of the assets of the Corporation to any other corporation, person or other entity which is the beneficial owner, directly or indirectly, of 30% or more of the outstanding voting securities of the Corporation; or
- (c) any sale or lease or exchange or other disposition (in one transaction or a series of related transactions) to the Corporation or any subsidiary of the Corporation of any assets (except assets having an aggregate fair market value of less than \$10,000,000)

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in exchange for voting securities (or securities convertible into or exchangeable for voting securities, or options, warrants or rights to purchase voting securities or securities convertible into or exchangeable for voting securities) of the Corporation or any subsidiary of the Corporation by any other competation, person or entity which is the benefic al owner, directly or indirectly, of 30% or more of the outstanding voting securities of the Corporation; or

(1) any reclassification of securities, recapitalization of other transaction designed to decrease the masher of holders of the Corporation's waine securities remaining after any other environtion, person or other entity has acquired the or more of the outstanding voting securities of the Corporation,

unless the Board of Directors of the Corporation shall have authorized such Desiration Combination prior to the time that any such experience, person or other entity became the beneficial owner, disectly or indirectly, of 30% or more of the extransion working securities of the Corporation. A supportation, person or other entity which is the beneficial owner, directly or indirectly, of 30% or more of the Corporation's substanding voting securities (taken together as a single class) is herein referred to as the "sequiring Butity."

"2. No Business Combination may be effected unless all of the following conditions, to the extent applicable, are fulfilled:

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(a) The per share cash or fair market value of other consideration to be remained by holders of common stock of the Corporation in such Business Combination must beer the same or a greater percentage relationship to the market price of the Corporation's common stock immediately prior to the announcement of the Business Combination, as the highest per share price (including brokerage commissions, dealer manager and soliciting dealers fees) which the Acquiring Entity has theretofore paid for any of the shares of the Corporation's common stock already owned by it, bears to the market price of the common stock of the Corporation immediately prior to the time when the Acquiring Entity first purchased shares of the Corporation's common stock.

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The per share cash or fair market value of other consideration to be received by holders of common stock of the Corporation in such Business Combination must be not lass than the highest per share price (including brok-erage commissions and soliciting dealers fees) paid by the Auguiring Matiky in acquir-ing any of its boldings of the Corporation's common stock, and not leas than the product of the earnings per share of common stock of the Corporation for the four full consecutive fiscal quarters immediately presenting the record date for commissions the shareholders entitle' to vote at the maintee Combination, multipl. . by the Matinia of the Auguiring the price/ vanishes Matinia on second date of the commission of the Auguiring Entity as constant to manufacture and reported in the financial another. (Ь)

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- (c) The Acquiring Entity shall not have acquired any voting convertise. Almostly or indirectly, from the Composition disperties did not combination to which this Article did not apply or in a Design of the Article and which this Article did which and which sectories. all of the H
- After the time the hequiring Entity because the beneficial sound, directly or indirectly, of the orthogothy of the outstanding voting mount time of the Corporation, the Acquiring Entity shall not have (i) received the beset is alreadly or indirectly, of any loans, advance, extensions of Eredit, guar-antees, Distance, extensions of Eredit, guar-or tax beset is superided, directly or indi-rectly, by the discovation, or (ii) made or caused to be made any major change in the Corporation's Distingues or equity cepital structure without the unanimous approval of the directors of the Corporation them in office. After the time (d) office.
- (c) A proxy statement complying with the require-ments of the Securities Machange Act of 1934, or any similar or superseding federal statute, as at the time in effect (whether or not the provisions of such act or statute shall be applicable to the Corporation) shall be mailed to shareholders of the Corporation for

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the purpose of soliciting shareholder approval of the Ensiness Combination and shall contain at the front thermof, in a preminent place, any recommendations as to the advisability (or indivisability) of the Ensiness Combination which any of the directors may choose to state and an estimion of a reputable investment hanking films stating that the terms of the Business Combination are fair from the point of view of both the Corporation and the shireholders of the Corporation other than an Acquiring Entity.

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"3. No Business Combination shall be effected unless it is approved at a mosting of the Corporation's shareholders called for the presence in person or by your of the contained of not lows than 80% of the voting momential of the company of mosting shall be required to conditions a contained of mosting power The affirmative more of the contained mosting, present. In person or the contained beneficially, excluding all contains a contained beneficially, directly or indirectly, be the containing Entity, shall be required for approval of any such Business Combination.

"4. For the parameter of this Article, any corporation, parameter within sill as dansed to be the beneficial cumer of any verting securities of the Corporation:

- (a) which it owns directly, whether or not of record, or
- (b) which it has the right to acquire pursuant to any agrounds or arrangement or understanding or upon exceptes of governion rights, exchange rights, variants or options or otherwise, or
- (c) which are beneficially owned, directly or indirectly (including shares denned to be owned through application of clause (b) shows), by any 'affiliate' or 'associate' as those terms are defined i Rule 12b-2 of the denoral Pales and Regulations under the Securities Exchange Act of 1934 as in effect on Rowenber 1, 1976, or
- (d) which are beneficially owned, directly or indirectly (including shares deemed owned through application of clause (b) above), by any other corporation, person or entity with

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which it or any of its 'affiliates' or 'associates' has any agreement or antertanding for the purpose of acquiring, holding, voting or disposing of voting secur-ities of the Corporation.

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"For the purposes only of determining whether a corporation, person or other entity owns beneficially, directly or indirectly, 304 or more of the outstanding voting securities of the Corporation, the constanding voting securities of the Corporation will be deemed to include any voting scontities that may be insemble pursuant to any approximate, areangement or understanding or upon exercise of conversion rights, emchange rights, warrants, optices or conversion rights, emchange rights, the second to be beneficially owned by and corporation, person or other entity parsonnt to the increping provisions of this paragraph 4.

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is article shall not (1) does not taken owner-taken owne "5. The provident of the apply to a built for the change any works for provident ship of Cort cation, the Correction of Saletion, be Correction of Saletion, be Correction of the Instially sale of the And to a wielly owned 1.1 20 (11) with to a does not subsidiery

"6. The affirmative vote required by this Article will be in addition as the vote of the bolders of any class or series of the for Corporation otherwise required by 200, at the Articles of Incorporation, or the resolution providing for the issuence of a class or series of stock which has been adopted by the Board of Directors, of any approximat between the Corporation and any national securities exchange.

"7. No emendment, alteration, change or repeal of any provision of this Article may be effected unless it is approved at a meeting of the Corporation's share-holders called for that purpose. The presence in person or by prosty of the Milders of not less than 80% of the voting emerities of the Corporation shall be required to constitute a querum at any such meeting. Notwithstanding any other provision of the Articles of Incorporation, there shall be required to emend, alter,

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change or repeal, directly or indirectly, any provision of this Article the affirmative vote of the holders of 66-2/36 of the voting power procent, in person or by proxy, at each meeting, emclading all voting securities owned beneficially, directly or indirectly, by any Acquiring Entity.

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ARTICLE THO: The foregoing amendment was adopted by the unanimous written consent of the sole shareholder of the Corporation dated December 23, 1976.

Dated: December 27, 1976.

el1, Jr., Vice Pr

and L. Blachly.

THE STATE OF TEXAS I I COUNTY OF DALLAS

I, J. Richard White, a Mokary Public in and for said County and State, do harmer certify that on this 27th day of December, 1976, personally measured before ms R.W. Howell, Jr., who declared he is a vice remident of Sabine Corporation, Jr., who declared he is a vice remident of Sabine Corporation, declared that the statements therein set forth and declared that the statements therein contained are true.

IN WITHERS WHEREOF, I have hereunto set my hand and seal the day and year before written.

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Notary Nublic in and for Dallas County, Texas d a

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My Commission Expires: 3-2-7-78

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JOINT AGREEMENT AN. PLAN OF MERGER

JOINT AGREEMENT AND PLAN OF MERGER, made this 24⁻⁴ day of November, 1976, by and between SABINE ROYALTY CORPORATION, a Texas corporation (hereinafter sometimes called "Sabine-Texas"), and SABINE CORPORATION, a Louisiana corporation (hereinafter sometimes called "Sabine-Louisiana") (the two corporate parties hereto being sometimes collectively referred to as the "Constituent Corporations");

WITNESSETH:

WHEREAS, the Boards of Directors of Sabine-Louisiana and Sabine-Texas have adopted resolutions declaring advisable the proposed marger (referred to herein as the "Marger") of Sabine-Texas into Sabine-Louisiana upon the terms and conditions hereinafter set forth and the Boards of Directors of Sabine-Texas and Sabine-Louisiana have by resolution adopted and approved this Joint Agreement and Plan of Merger (hereinafter referred to as the "Agreement") and both such Boards of Directors have directed that this Agreement be submitted to the shareholders of Sabine-Texas at a meeting called for the purpose of taking the same under consideration, and to the sole shareholder of Sabine-Louisiana for its written consent, all in accordance with the applicable statutes of the States of Texas and Louisiana;

NOW, THEREPORE, the Constituent Corporations do hereby agree to merge on the terms and conditions herein provided, as follows:

ARTICLE I

GENERAL

1.01 The parties to this Agreement agr. to effect the Merger herein provided for, subject to the terms and conditions herein set forth.

1.02 Upon the Effective Time, as defined in Section 1.08 hereof, Sabine-Texas shall be merged into Sabina-Louisiana, which latter company shall be the surviving corporation, governed by the laws of the State of Louisiana, the name of which shall be Sabine Corporation (hereinafter sometimes called "Surviving Corporation").

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1.03 Upon the Effective Time, the Articles of Incorporation of Sabine-Louisiana in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation, until further amended.

1.04 The Bylaws of Sabine-Louisiana shall be and remain the Bylaws of the Surviving Corporation, until amended or repealed.

1.05 Upon the Effective Time, the separate existence of Sabine-Texas shall cases and Sabine-Texas shall be merged into the Surviving Corporation. The Surviving Corporation shall, from and after the Effective Time, possess all the rights, immunities, grivileges, powers and franchises of whatsoever nature and besubject to all the restrictions, obligations, dis.Jilitas and duties of each of the Constituent Corporations, and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and alued, and all debts due to either of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in actions or belonging to each of the Constituent Corporations, and every devise or bequest which either of the Constituent Corporations would have been capable of taking and all and every other interest shall be vested in the Surviving Corporations would have been capable of taking and all and every other interest shall be vested in the Surviving Corporations would have been capable of taking and all and every other interest shall be vested in the Surviving Corporations would have been capable of taking and all and every other interest shall be vested in the Surviving Corporations would have been capable of taking and all and every other interest shall be vested in the Surviving Corporation as they were of the several and respective Constituent Corporations, and shall not revert or be is any way impaired by reason of such Merger. All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and the respective Constituent Corporations may be deemed to continue in axistence in order to preserve the same, and all debts, obligations, liabilities and duties of the Constituent Corporation shall thenceforth attach to the surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contrac

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Constituent Corporations shall be taken on the books of the Surviving Corporation at the amounts at which they, respectfully, shall then be carried on the books of the Constituent Corporations, subject to such adjustments, or elimination of intercompany items, as may be appropriate in giving effect to the Merger. All corporate acts, plans, policies, approvals, and authorizations of Sabine-Texas, its shareholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Time shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to Sabine-Texas.

1.06 Each of the Constituent Corporations hereby agrees that at any time, or from time to time, as and when requested by the Surviving Corporation, or by its successors and assigns, it will execute and deliver, or cause to be executed and delivered in its name by its last acting officers, or by the corresponding efficers of the Surviving Corporation, all such conveyances. assignments, transfers, deeds, or other instruments, and will take or cause to be taken such further or other action and give such assurances as the Surviving Corporation, its successors or assigns may deem necessary or desirable in order to evidence the transfer, vesting of any property, right, privilege or franchise or to vest or perfect in or confirm to the Surviving Corporation, its successors and assigns, title to and possession of all the property, rights, privileges, powers, immunities, franchises and interests referred to in this Article I and otherwise to carry out the intent and purposes hereof.

1.07 Each of the Constituent Corporations shall take, or cause to be taken, all action, or do, or cause to be done, all things necessary, proper or advisable under the laws of the States of Texas and Louisiana to consummate and make effective the Merger, subject, however, to the adoption or approval of the Merger by appropriate vote or consent of the shareholders of each of the Constituent Corporations in accordance with the requirements of the applicable provisions of the laws of the States of Texas and Louisiana.

1.08 Subject to the terms and conditions herein provided, as soon as practicable after the adoption of this Agreement by the shareholders of Sabine-Texas and Sabine-Louisiana, Articles of Merger shall be filed pursuant to

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Article 5.07 of the Texas Business Corporation Act with the Secretary of State of the State of Texas, and this Agreement certified by the Secretary or Assistant Secretary of Sabine-Louisiana under the seal of that corporation shall be filed pursuant to Section 112G of the Louisiana Business Corporation Act with the Secretary of State of Louisiana. This Agreement shall become effective at the close of business on the day (herein called the "Effective Time") on which both of such filings have been completed.

1.09 Subject to the effectiveness of the Merger, Sabine-Louisiana agrees that it may be served with process in the State of Texas in any proceedings for enforcement of any obligation of Sabine-Texas and any obligation of Sabine-Texas arising from the Merger, including any suit or other proceeding to enforce the rights of any shareholder as determined in appraisal proceedings pursuant to the applicable provisions of Article 5.12 of the Texas Business Corporation Act, and shall irrevocably appoint the Secretary of State of Texas as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of any such process shall be mailed by the Secretary of State of Texas is Sabine Corporation, 1200 Mercantile Bank Building, Dallas, Texas 75201.

1.10 Sabine-Louisiana egrees that it will promptly pay to the shareholders of Sabine Texas who dissent to the Merger and effect their rights of appraisal in accordance with the provisions of Article 5.12 of the Texas Business Corporation Act, the amount, if any, to which such shareholders shall be entitled under the provisions of the Texas Business Corporation Act with respect to the rights of dissenting shareholders.

ARTICLE II

CAPITAL STOCK OF THE SURVIVING CORPORATION

2.01 The manner of converting the shares of each of the Constituent Corporations into shares of the Surviving Corporation shall be as hereinafter set forth in this Article II.

2.02 Each share of the Common Stock of Sabine-Louisiana issued and outstanding immediately prior to the Effective Time shall be cancelled as of the Effective Time.

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2.03 Each share of Common Stock of Sabine-Texas issued and outstanding immediately prior to the Effective Time, and each such share held by Sabine-Texas as Traasury Stock immediately prior to the Effective Time, shall thereupon, automatically and without any further act on the part of the holders thereof, be converted at the Effective Time into and become one share of Common Stock of the Surviving Corporation. Each certificate of Sabine-Texas evidencing ownership of any such shares shall, from and after the Effective Time, evidence ownership of the same number of shares of Common Stock of the Surviving Corporation. Holders of certificates representing shares of Common Stock of Sabine-Texas will not be required to surrender such certificates in exchange for certificates for shares of Common Stock of the Surviving Corporation. Whenever certificates which previously represented shares of Common Stock of Sabine-Texas are surrendered for transfer, the Surviving Corporation shall cause to be issued certificates representing an equal number of shares of Common Stock of the Surviving Corporation, and at any time upon surrender by any holder of certificates which previously represented shares of Common Stock of Sabine-Texas, the Surviving Corporation will cause to be issued therefor certificates for an equal number of shares of Common Stock of the Surviving Corporation.

2.04 Each Stock Option Plan and each outstanding option to purchase shares of its Common Stock heretofore granted by Sabine-Texas shall be a sumed at the Effective Time, automatically and without further act, and shall be continued by the Surviving Corporation.

ARTICI" III

EMPLOYMENT A RANGEMENTS

3.01 The employees of Sabine-Texas shall, at the Effective Time, become the employees of the Surviving Corporation and shall continue to be entitled to benefits substantially equivalent to those which they enjoyed as employees of Sabine-Texas.

3.02 The directors and officers of Sabine-Texas in office at the Effective Time shall be and constitute the directors and officers of the Surviving Corporation each holding the same office and/or directorship in the Surviving Corporation as he held in Sabine-Texas for the terms elected and/or until their respective successors shall be elected or

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appointed and qualified. If at the Effective Time, a vacanc shall exist in the Board of Directors or in any officership, such vacancy may be filled in the manner provided in the a vacancy Surviving Corporation. Bylaws of

ARTICLE IV

TERMINATION AND AMENDMENT

4.01 Anything herein to the contrary notwithstanding, 4.01 Anything herein to the contrary notwithstanding, this Agreement may be terminated by written notice of termi-nation at any time before completion of the respective filings with the Secretary of State of the State of Texas and the Secretary of State of the State of Louisians refer-red to in Section 1.08 hereof (whether before or after approval hereof by the shareholders of the Constituent Corporations) by appropriate resolution of the Board of Directors of Sabine-Texas for any reason deemed appropriate by said Board of Directors.

4.02 Anything herein to the contrary notwithstanding, to the extent permitted by law, this Agreement may be amended, supplemented or interpreted at any time and in any respect by action taken by the Boards of Directors of both Constit-uent Corporations, and in the case of an interpretation the actions of such Board of Directors shall be binding; in the event that the shareholders of Sabine-Texas approve any amendment to the Articles of Incorporation of Sabine-Texas prior to the Effective Time, this Agreement may be amended to the extent necessary to effect the intent and purposes of any such amendment, including changing the number of shares of the Surviving Corporation into which shares of Sabine-Texas are converted. Texas are converted.

ARTICLE V

MISCELLANEOUS

5.01 Descriptive headings are for convenience only and shall not control or affect the meaning or construction of any provisions of this Agreement.

5.02 This Agreement may be executed in any number of counterparts or may be, where the same are not required, certified or otherwise delivered without the testimonium clause and signatures; each such counterpart hereof shall be

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deen to be an original instrument, but all such counterparts together shall constitute but one agreement.

Texas) SABINE ROYALTY CORPORATION PL By President

(Corporate Seal)

Attest:

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A Majority of the Board of Directors of SABINE ROYALTY CORPORATION

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[Corporate Seal]

Attest:

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A Majority of the Board of Directors of SABINE COMPORATION

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SECRETARY'S CERTIFICATE OF BABINE BOYALTY CORPORATION

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I, LOUIS MORRISON, III, Asjistant Secretary of Sabine Royalty Corporation, a corporation organized and existing under the laws of the State of Texas, hereby certify, as such Assistant Secretary, that the foregoing Joint Agreement and Plan of Merger, after having been first duly executed on behalf of said corporation and Sabine Corporation, was duly submitted to the shareholders of Sabine Royalty Corporation and approved by the vote of the holders of at least 66-2/38 of the outstanding Common Stock, without par value, of Sabine Royalty Corporation on the agent day of <u>Merger</u>, 1976, and that as a result bareof the Joint Agreement and Plan of Merger has been duly adopted as the act of the shareholders of said Sabine Royalty Corporation and the duly adopted agreement of said corporation.

WITNESS MY HAND this 22nd day of Levender, 1976.

DOIS NORRISON, III, Assistant Secretary

SECRETARY'S CERTIFICATE OF SABINE CORPORATION

I, JACK L. BLACHLY, Assistant Secretary of Sabine Corporation, a corporation organized and existing under the laws of the State of Louisiana, hereby certify, as such Assistant Secretary, that the foregoing Joint Agreement and Plan of Merger, after having been first duly executed on behalf of said corporation and Sabine Royalty Corporation by a majority of the Board of Directors of each such company, was duly submitted to the sole shareholder of Sabine Corporation and approved by the unanimous consent of said shareholder as provided in Article 76A of the Louisiana Business Corporation Law on the 21-4 day of **Consent**, 1976, and that as a result thereof the Joint Agreement and Plan of Merger has been duly approved by the shareholders of Sabine Corporation and is the duly adopted agreement of said corporation.

WITNESS MY HAND this 21 - day of Accorden, 1976.

Ch L. BLACHLY. Meistant Secretary

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SECOND EXECUTION

Yrs foregoing Agreement and Plan of Merger having been duly approved by the Boards of Directors of Sabine Royalty Corporation and Sabine Corporation, having been duly executed by a majority of the Boards of Directors of said corporations and having been duly adopted by the shareholders of Sabine Royalty Corporation and Sabine Corporation, each of said constituent corporations has caused the foregoing Joint Agreement and Plan of Nerger, as the respective deed and agreement of each of said corporations, to be executed in its corporate name by its officers thereunto duly authorized and its corporate seal to be affixed thereto as of the Land day of Agreement, 1976.

SABINE NOYALTY CORPORATION (TEXAS)

[Corporate Seal]

Attest:

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7 The fame R.

·INE CORPORATION (LouisIana) President

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[Corporate Seal]

'Attest:

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THE STATE OF TEXAS I COUNTY OF DALLAS

BEFORE ME, the undersigned, a Notary Public in and for Dallas County, Taxas on this day personally appears (Ashley M. Priddy, President of Sabine Royalty Corporation, a Taxas corporation, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said Sabine Royalty Corporation, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 30th day of December, 1976.

Notary Public in and for Dallas County, Texas

My Commission Repir.s:

March 29, 1978

THE STATE OF TEXAS X I COUNTY OF DALLAS I

BEFORE ME, the undersigned, a Notary Public in and for Dallas County, Texast in this day personally appeared Ashley H. Priddy, President ibine Corporation, a Louisiana corporation, known to me to it the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said Sabine Corporation, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 30th day of December, 1976.

Notary Public in and for ٤ Dallas County, Texas

11

My Commission Expires: March 29, 1978

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AMENIDARI

This Amandment to the Joint Agreement and Plan of Merger ("Joint Agreement") made the 24th day of November, 19°6 by and between Sabine Royalty Corporation (Sabine -Texas) and Sabine Corporation (Sabine - Louisiana) is made this <u>22</u> day of December, 1976;

WITNESSETE:

WHEREAS, the shareholders of Sabine - Texas adopted an amendment to the Articles of Incorporation of Sabine - Texas which among other matters will, upon the filing of Articles of Amendment with the Secretary of State of Texas, change - Texas the name of Sabine - Texas to Sabine Corporation and change each issued share of Common Stock of Sabine - Texas into two shares; and

WHEREAS, the Joint Agreement, as approved and adopted by the shareholders of Sabine - Texas and Sahine - Louisiana, contemplated the approval of an amandment to the Articles of Incorporation of Sabine -Texas prior to the filing of the Joint Agreement with the Secretary of State of Texas and the Secretary of State of Louisiana and provided for the amandment of the Joint Agreement by the Boards of Directors of Sabine -Texas and Sabine - Louisians to the extent measurement to effect the intent and purposes of such amandment to the Articles of Incorporation of Sabine - Texas.

NOW, "MEREFORE, the Constituent Corporations do hereby agree that the Joint Agreement shall be amended as follows:

- Upon the filing of Articles of Amendment to the 1. Articles of Incorporation by Sabine - Texas, the name "Sabine Royalty Corporation" shall be amended at each place it appears in the Joint Agreement and this Amendment to read "Sabine Corporation."
- Article 2.03 of the Joint Agreement shall be amended to add thereto the following: 2.

The Surviving Corporation assumes the obliga-on of Sabine - Texas to deliver to each sharetion of Sabine holder entitled thereto a certificate of the Surviving Corporation evidencing the number of additional shares of Common Stock to which such holder is entitled by virtue of the change and conversion of each issued share of Common Stock of

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Sabine - Texas into two shares which change and conversion was effected by an amendment to the Articles of Incorporation of Sabine - Texas occurring prior to the Effective Time.

 Except as herein provided, the Joint Agreement is not otherwise amended.

SABINE ROYACTY CORPORATION (Texas) B

[Corporate Seal]

ATTEST:

Harlenie crotary (R Y

Dechases

A Majority of the Bc ind of Directors of SABINE ROYALTL CORPORATION

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(Louiselana) SABINE CORDA By resid

(Corporate Seal)

ATTEST:

Harth. Secretary $\overline{\langle}$ 6 7

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A Majority of the Board of Directors of SABINE CORPORATION

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THE STATE OF TEXAS I

COUNTY OF DALLAS

BEFORE ME, the undersigned, a Notary Public in and for Dallas County, Texas on this day personally appeared Ashley H. Priddy, President of Sabine Royalty Corporation, a Texas corporation, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said Sabine Royalty Corporation, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this sich day of December, 1976.

Ly Public in and Tor Dallas County, Texas

My Commission Expires:

March 29, 1978

THE STATE OF TEXAS I

Ï

COUNTY OF DALLAS

BEFORE ME, the undersigned, a Notary Public in and for Dallas County, Texas on this day personally appeared Ashley H. Priddy, President of Sabine Corporation, a Louisiana corporation, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said Sabine Corporation, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 30th day of December, 1976.

Busery Public in and for Dallas County, Texas

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My Commission Expires:

March 29, 1978

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(in duplicate if office in some parties in triplicate if afflite abarged to different grade)

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CERTIFICATE OF LOCATION OF RECEIPTICE

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DESIGNATION OF TREESEND AGENTS

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BARRIE CONFORMERINE

in order to change its registered agains and the booting of its registered office hereby certifies, in compliance with \$3.8. 12:304, La. Rev. State., 1930:

(1) The location and past office pldress of the registered office of this

corporation is 1300 Hibernie Building, New Oxform, Louisians 70112,

(2) The full name and post office address of its registered agent, upon whom legal process or other notices or demands, required or permitted to be made on the

corporation, may be served, is: T CORPORATION SYSTEM, 1300 Hibernia Building. New Orleans, Louisians 70112.



IN TESTMONY WHEREOF

day of January Hill

(Thele), Million, Carlos Anno (Carlos Carlos Carlos

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a quorum of said board being present, on motion the following resolution was duly passed:

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on **November 19** 19 76

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WITNESS my hand this ______ day of _______ 19_77

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF SABINE CORPORATION

we, the undersigned, being the Vice President and Veristant Secretary, respectively, of Sabine Corporation, a constant corporation, hereby declare that, acting pursuant to resolution of the shareholders of Sabine Corporation at the annual meeting held on May 4, 1978, at which 4,068,399 shares of the butstanding voting stock were represented in person or by growy which said amendment was adopted by a vote of 3,955,816 or 97.23%) in favor and 112,583 (or 2.77%) in opposition, do by these presents amend Article THREE of the Articles of Incornorship in its entirety to read as follows:

ARTICLE THREE

1. The aggregate number of shares of all classes of stock which the Corporation shall have the authority to issue is fifteen million (15,000,000), of which twelve million (12,000,000) shares shall be designated as Common Stock and shall be without par value and three million (3,000,000) shares shall be designated as Preferred Stock and shall be without par value. The designations, voting powers, preferences and relative participating, optional or other special rights, and the qualifications, limitations or restrictions of the above classes of stock of the Corporation, and the authority with respect thereto expressly vested in the Board of Directors of the Corporation, shall br as set forth in this Article THREE.

2. Except as otherwise required by law or these Articles, the holders of shares of Preferred Stock and of all series thereof who are entitled to vote shall vote together with the holder of Common Stock and not separately by class. 3. Shares of Preferred Stock may be issued from time to time in one or more series, the shares of each series to have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and the qualifications, limitations or restrictichs thereof, as shall be stated and expressed herein or ... an amendment or amendments hereto providing for the issue of such series as adopted by the Board of Directors of the Corporation. The Board of Directors of the Corporation is hereby expressly authorised, subject to the limitations provided by law, to amend these Articles to establish and designate series of Preferred Stock, to fix the number of shares constituting each series, and to fix the designations and the voting powers, preferences and relative participating, optional or other special rights, and the shares of each series and the variations in the relative powers, rights, preferences and limitations as between or among series, and to increase and to decrease the number of shares constituting each series. The authority of the Board of Directors with respect to any series shall include, but shall not be limited to, the authority to fix and determine the following:

- (a) The designation of such series.
- (b) The number of shares initially constituting such series.
- (c) The increase and the decrease, to a number not less than the number of the outstanding shares of such series, of the number of shares constituting such series as theretofore fixed.
- (d) The rate or rates and the times at which dividends on the shares of such series shall be paid, and whether or not such dividends shall be cumulative, and, if such dividends shall be cumulative, the date or dates from and after which they shall accumulate.
- (e) Whether or not the shares of such series shall be redeemable, and, if such shares shall be redeemable, the terms and conditions of such redemption, including, out not limited to, the manner of selecting

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shares of such series for redemption, if less than all shares are to be redeemed, the date or dates upon or after which such shares shall be redeemable and the amount per share which shall be payable upon such redemption, which amount may vary under different conditions and at different redemption dates.

- (f) The amount payable on the shares of such series in the event of the voluntary or involuntary liquidation, dissolution or winding up of the Corporation. A liquidation, dissolution or winding up of the Corporation, as such terms are used in this subparagraph (f), shall not be 'leemed to be occasioned by or to include any consolidation or merger of the Corporation with or into any other corporation or corporations or a sale, lease or conveyance of all or a part of the assets of the Corporation.
- (g) Whether or not the shares of such series shall have voting rights and the terms and conditions thereof, including, but not limited to, the right of the holders of such shares to vote as a separate class either alone or with the holders of shares of one or more other series of Preferred Stock and the right to have one vote per share or less (but not more) than one vote per share.
- (h) Whether or not a sinking fund or purchase fund shall be provided for the redemption or purchase of the shares of such series, and, if such a sinking fund or purchase fund shall be provided, the terms and conditions thereof.
- (i) Whether or not the shares of such series shall have conversion privileges, and, if such shares shall have conversion privileges (whether into shares of stock of any other class or classes, or into shares of any other series of the same class), the terms and conditions of conversion, including but not limited to, the rate and

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price of conversion and any provision for the adjustment of the conversion rate or the conversion price.

- (j) Whether or not any limitations or restrictions shall be effective, while any shares of Preferred Stock are outstanding, upon the payment of dividends, making of other distributions, acquisition by the Corporation of any of the shares of outstanding Cummon Stock or Preferred Stock, issuance of additional shares of Common Stock or Preferred Stock, or upon the creation of indebtedness of the Corporation.
- (k) Any other powers, preferences and relative, participating, optional, or other special rights, or qualifications, limitations or restrictions thereof, as shall not be inconsistent with the provisions of this Article THREE or the limitations provided by law.

IN WITNESS WHEREOF, we have affixed our signatures hereto on the Withday of May, 1978.

WITNESSES:) İ $j_{0,i,\lambda,i}$ 1 7 . . .

x 1: L. HARKINS, JI Vice President

Assistant Secretary

- 4 -

STATE OF TEXAS COUNTY OF DALLAS

BEFORE ME, the undersigned authority, personally came and appeared A. L. HARKINS, JR. and JACK L. BLACHLY, to me known to be the persons who signed the foregoing instrument and who, after being by me duly sworn, acknowledged and declared in the presence of the two witnesses whose names are subscribed in said instrument, that they signed said instrument in their capacities as Vice President and Assistant Secretary of Sabine Corporation as the free act and deed of said corporation and for the purpose mentioned therein.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal in the presence of said appearers and the aforesaid witnesses on this forday of Nay, 1978.

WITNESSES: Ľ. THE REPORT V BLACHLY Stacks -1 Jullie

MOTARY PUBLIC

My commission expires: Actaly, 21/919

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF SABINE CORPORATION

We, the undersigned, being the Vice President and Assistant Secretary, respectively, of Satine Corporation, a Louisians corporation, hereby declare that, acting pursuant to resolution of the shareholders of Sabine Corporation at the annual meeting held on May 8, 1980, at which 4,275,905 shares of the outstanding voting stock were represented in person or by proxy, which said amendment as edupted by a vote of 4,205,046 (or 98.36) in favor, 46,308 (or 1.16) in opposition and 24,551 (or 0.66) abstaining, do by these presents amend Article THREE of the Articles of Incorporation in its entirety to read as follows:

ARTICLE SHARE

The appropriate f shares of all classes 1. page 8 11 have the authority 10,000,000) of which have shall be designated of stock which th Ŷ to issue is thirty thirty-five milli volue and three matul as Preferred as Common Sbt ÷ × million (3,030,000) stock and shall be w • designations, Ŧ the qualifications, the qualifications, we classes of stock voting powers, prefe 1.000 liet et ș th . 8 limitations or restricti in with respect thereto of the Corporation, and the with expressly vested in the Board of ation, shall be as set forth in t is Article THREE.

2. Except as otherwise required by law or these Articles, the holders of shares of Freferred Stock and of all series thereof who are estitled to vote shall vote together with the holders of Common Stock and not separately by class.

3. Shares of Proferred Stack may be issued from time to time in one or more series, the shares of each series to have such weiles proves, full or limited, or no voting powers, and much series from a proferences and relative participation. Similar the special rights, and the qualification. Electricity of sections tions thereof, as small by proves and supressed herein

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ents herete providing for adopted by the Board of . The Board of Directors or in an anendment or amendment the issue of such surface as add Directors of the Comporation. of the Corporation is) authorized, ¥ • naly d by law, to amond signate series of subject to the limitations provided by law, to smend these Articles to establish and designate series of Preferred Stock, to fix the number of shares constituting each series, and to fix the designations and the voting powers, preferences and substitue pertaineting, optional or other special rights, and the qualifications, limita-tions or restrictions of the shares of each series and the variations in the relative powers, rights, preferences and limitations as between or many series, and to increase and to decrease the summer of shares constituting each series. The authority of the Ways of Millecters with respect to any series shall include, but shall not be limited to, the authority to fix and determine the fol-lowings subject to the limitation these Articles to establi a provid lowinga

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or into any other corporation or corporations or a sale, lease or conveyance of all or a part of the assets of the Corporation.

- Whether or not the shares of such series shall have voting rights and the terms and conditions thereof, including, but not limited to, the right of the holders of such shares to vote as a separate class either alone or with the holders of shares of one or more other series of Preferred Stock and the right to have one vote per share or less (but 2021 more) than one vote per share. (g)
- (h) Whether or not a sinking fund or purchase fund shall be provided for the redemption or purchase of the shares of such series, and, if such a sinking fund or purchase fund shall be provided, the terms and conditions thereof.
- Mether or not the shares of such series shall have conversion privileges, and, if such shares shall have conversion privileges (whether into shares of stock of any other class or classes, or into shares of any other esties of the same class), the terms and gooditions of conversion, including but not limited to, the rate and price of conversion and any provision for the adjustment of the conversion rate of the conversion price. (1) Whether or not the sh
- (j) Whether er mut any limitations or restrictions shall be effective, while any shares of Preferred Stock are conversion, upon the payment of dividends, making of the distributions, acquisition by the Corporation of any of the disret of outstanding Common Minut of Preferred Winck, increase of additional dimens of Common Stock or Preferred Stock, or upon the exection of indebtedness of the Corporation.
- Any other powers, preferences and relative, parti-cipating, optional, or other special rights, or qualifications, limitations or restrictions thereof, as shall not be inconsistent with the provisions of this Article THOME or the limitations provided by (k) Law,

IN WITHESS WHEREOF, we have affined our signatures believo on

WITHESSES: Calore ly, Vies Provident 3 ş ķ.,

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the geh day of May, 1980.

5 A.

STATE OF TEXAS COUNTY OF DALLAS

BEFORE NE, the undersigned authority, personally came and appeared JACK L. BLACHLY and DAVID A. FULLER, to me known to be the persons who signed the foregoing instrument and who, after being by me duly sworn, acknowledged and declared in the presence of the two witnesses whose names are subscribed in said instrument, that they signed said instrument in their capacities as VICE PRESIDENT and ASSISTANT SECRETARY of Sabine Corporation as the free ast and deed of said corporation and for the purpose mentioned therein.

IN WITNESS WHENHOF, I have bereunto affined my hand and seal in the presence of said appearers and the aforesaid witnesses on this 9th day of May, 1980.

WITNESSES :

More J. Jose " Jeff Lidlace

Hours Frallo

Ry Commission Empires: 10-21-80

RETURN TO:					
JAMES H JIM BROWN					
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SABINE CORPORATION

1200 Millioantile Bank Bidg Dallas, Texas 75201 (214) 741 1501

OFFIC	ERS	DIRECTORS		
Ashley H. Priddy	Chairman of the Board & Chief Executive Officer	Harold D. Carter William R. Goff		
James 8. Goodson	Vice Chairman of the Board			
William R. Goff	President & Chief Operating	James B. Goodson		
	Officer	Owen L. H111		
Herold D. Carter	Sentor Vice President	James H. Kinley		
Andrew J. Shoup, ur.	Senior Vice President	J. Robert Latimer, Jr.		
Jack L. Blachly	Vice President - General Counsel	Ashley H. Priddv		
Albert L. Diano, Jr.	Vice President - Finance & Treasurer	Robert T. Priddy		
Lewis G. Fearing	Vice President	R. C. Rieder		
-		Frank A. Schultz		
A. L. Harkins, Jr.	Vice President - Administration & Secretary	Andrew J. SHoup, Jr.		
Granville Dutton	Vice President	Starkey A. Wilson		
Claude L. Obar	Vice President			
A. L. Bragg	Vice President			
Paul G. Smittle	Controller & Assistant Treasu or			
Hervey A. Priddy	Assistant Treasurer			
Bchbie J. Freeman	Assistant Secretary			
Louis Morrison, III	Assistant Secretary			

The address for all of the above is the following:

1200 Mercantile Bank Bldg. Dallas, Texas 75201