

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

~~WILLIAMS GAS PROCESSING COMPANY~~

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ~~WILLIAMS GAS PROCESSING COMPANY~~ 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.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to ~~WILLIAMS GAS PROCESSING COMPANY~~ to transact business in this State under the name ~~WILLIAMS GAS PROCESSING COMPANY~~ and attach hereto a duplicate original of the Application for such Certificate.

Dated July 25, 1991



Pete T. Cenarrusa
SECRETARY OF STATE

Elizabeth M. Zakala
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

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1. The name of the corporation is WILLIAMS GAS PROCESSING COMPANY
2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware
4. The date of its incorporation is June 5, 1991 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Company 1209 Orange Street, Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different from that in item 5. 295 Chipeta Way, Salt Lake City, Utah 84108-1281

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act.

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

Name	Office	Address
PLEASE SEE ATTACHED		

(continued on reverse)

Name	Office	Address

- 10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
- 11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: July 18, 1991

WILLIAMS GAS PROCESSING COMPANY
 (Corporation Name)

By J. Douglas Whisenant
 J. Douglas Whisenant ~~is~~ President / Vice President (please specify)
 and David M. Higbee
 David M. Higbee ~~is~~ Secretary / Assistant Secretary (please specify)

STATE OF Oklahoma)
) ss:
 COUNTY OF Tulsa)

I, Becky A. Jordan, a notary public, do hereby certify that on this 18th day of July, 19 91, personally appeared before me J. Douglas Whisenant, who being by me first duly sworn, declared that (s)he is the Vice President of WILLIAMS GAS PROCESSING COMPANY

that (s)he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

Becky A. Jordan
 Notary Public my Comm. expires 11-18-91

WILLIAMS GAS PROCESSING COMPANY
(List of Directors)

<u>Name</u>	<u>Business Address</u>
Herm F. Assmus	295 Chipeta Way Salt Lake City, UT 84108
Keith E. Bailey	One Williams Center Suite 4900 Tulsa, OK 74172
Vernon T. Jones	One Williams Center Suite 4900 Tulsa, OK 74172
Lloyd A. Hightower	295 Chipeta Way Salt Lake City, UT 84108
Robert W. Keener	295 Chipeta Way Salt Lake City, UT 84108
Kenneth J. Stracke	295 Chipeta Way Salt Lake City, UT 84108
Cuba Wadlington, Jr.	295 Chipeta Way Salt Lake City, UT 84108
Joseph H. Williams	One Williams Center Suite 4900 Tulsa, OK 74172

WILLIAMS GAS PROCESSING COMPANY
(List of Officers)

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Vernon T. Jones	Chairman of the Board	One Williams Center Suite 4900 Tulsa, OK 74172
Robert W. Keener	President	295 Chipeta Way Salt Lake City, UT 84108
Lloyd A. Hightower	Senior Vice President & General Manager	295 Chipeta Way Salt Lake City, UT 84108
Jerry F. Gollnick	Vice President, Assistant Secretary & Assistant Treasurer	295 Chipeta Way Salt Lake City, UT 84108
Edward C. England	Vice President, Assistant Secretary & Assistant Treasurer	295 Chipeta Way Salt Lake City, UT 84108
J. Douglas Whisenant	Vice President, Assistant Secretary & Assistant Treasurer	295 Chipeta Way Salt Lake City, UT 84108
Curtis C. Kennedy	Controller	295 Chipeta Way Salt Lake City, UT 84108
Wayne B. Allred	Treasurer	295 Chipeta Way Salt Lake City, UT 84108
Stephen K. Schroeder	Secretary	295 Chipeta Way Salt Lake City, UT 84108
Ronald E. Houston	Assistant Treasurer	295 Chipeta Way Salt Lake City, UT 84108
Craig R. Rich	Assistant Secretary	295 Chipeta Way Salt Lake City, UT 84108
Karrie L. Hummel	Assistant Secretary	295 Chipeta Way Salt Lake City, UT 84108
David M. Higbee	Assistant Secretary	One Williams Center Suite 3600 Tulsa, OK 74172

State of Delaware



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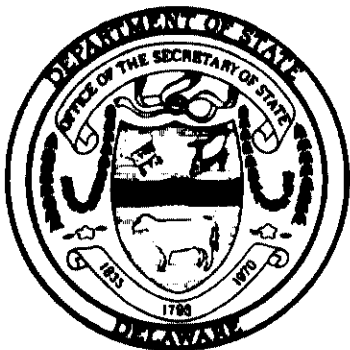
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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY WILLIAMS GAS PROCESSING COMPANY 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 DATE SHOWN BELOW.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

* * * * *



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Michael Harkins

Michael Harkins, Secretary of State

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AUTHENTICATION:

DATE:

06/24/1991