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	state af Joaha	
	Department of State.	
	CERTIFICATE OF AUTHORITY	
	OF	
	CELERON OIL AND GAS COMPANY	
	I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of	
	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 CELERON OIL AND GAS COMPANY	
	to transact business in this State under the name CELERON OIL AND GAS COMPANY	
	and attach hereto a duplicate original of the Application	
	for such Certificate.	
	Dated January 24, 1983.	
	REAL OF PERSON HERE OF OF SECRETARY OF STATE Murum & Artiach Corporation Clerk	
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CAU 779

			d for that purpose submits the following statement:		
1.	The name of the corporation	on is <u>CELERON</u> C	Dil and Gas Company		
2.	*The name which it shall use in Idaho is CELERON 011 and Gas Company				
3.	It is incorporated under the	elaws of <u>State</u> of	of Louisiana		
4.	The date of its incorporation is June 17, 1954 and the period of its				
	duration is <u>ninety</u>	-nine years	·		
5.	The address of its principal office in the state or country under the laws of which it is incorporated				
	P. O. Box 52088,	Lafayette, LA 70	)505		
6.	The street address of its proposed registered office in Idaho is				
	300 North 6th Street, Boise, Idaho 83701, and the name of its propose				
			Corporation System		
	registered agent in Idaho at that address is <u>C T Corporation System</u> The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:				
7	The nurnose or nurnoses	which it proposes to a	pursue in the transaction of business in Idaho are:		
7.	The purpose or purposes	which it proposes to	pursue in the transaction of business in Idaho are: ion and natural gas transmission		
7.	The purpose or purposes	which it proposes to	pursue in the transaction of business in Idaho are:		
	The purpose or purposes Oil and gas explo	which it proposes to ration, producti	pursue in the transaction of business in Idaho are: ion and natural gas transmission		
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	The purpose or purposes Oil and gas explo The names and respective Name	which it proposes to ration, producti e addresses of its direc Office	pursue in the transaction of business in Idaho are: ion and natural gas transmission		
8.	The purpose or purposes Oil and gas explo The names and respective Name See attached Exhi	which it proposes to ration, producti e addresses of its direc Office bit "A" shares which it has au	pursue in the transaction of business in Idaho are: ion and natural gas transmission ctors and officers are: Address		
8.	The purpose or purposes Oil and gas explo The names and respective Name See attached Exhi The aggregate number of	which it proposes to ration, producti e addresses of its direc Office bit "A" shares which it has au	pursue in the transaction of business in Idaho are: ion and natural gas transmission		
8.	The purpose or purposes Oil and gas explo The names and respective Name See attached Exhi The aggregate number of and shares without par v	which it proposes to ration, producti e addresses of its direc Office bit "A" shares which it has au alue, is:	pursue in the transaction of business in Idaho are: ion and natural gas transmission ctors and officers are: Address athority to issue, itemized by classes, par value of share Par Value Per Share or Statement That Share		
8.	The purpose or purposes Oil and gas explo The names and respective Name See attached Exhi The aggregate number of and shares without par v Number of Shares	which it proposes to pration, production e addresses of its direct Office bit "A" shares which it has au alue, is: Class	pursue in the transaction of business in Idaho are: ion and natural gas transmission ctors and officers are: Address Address athority to issue, itemized by classes, par value of share Par Value Per Share or Statement That Share Are Without Par Value		

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value	
102,566	Common	50¢	

- 11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
- 12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated	January 19, 19 83.
	By <u>CELERON 0il and Gas Company</u> George D. Todd Its <u>Vice</u> -President - Land
	and <u>Rose M. Thibodaux</u> Its <u>Assistant</u> Secretary
STATE OF <u>LOUISIANA</u> PARISH COUNTY OF <u>LAFAYETTE</u>	) )ss: )
I, <u>Rickie Lewis Stut</u>	es , a notary public, do hereby certify that on
this day of	January , 19 83 , personally appeared before
meGeorge D. Todd	, who being by me first duly sworn, declared that he
	nd of <u>CELERON 011 and Gas Company</u>
that he signed the foregoing docur statements therein contained are	ment as <u>Vice President - Land</u> of the corporation and that the true. Kickichemin Tuter Notary Public

\*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.

### EXHIBIT "A"

CELERON OIL AND GAS COMPANY - OFFICERS AND DIRECTORS

Officers	(Name)	(Address)
President	Carl E. Jameson	Denver Corporate Center Tower 2, Suite 500 7800 E. Union Parkway Denver, CO 80237
Senior Vice Presidents	William H. Hollingsworth	1602 Pinhook Road Lafayette, LA 70508
	Robert R. Durkee, Jr.	1602 Pinhook Road Lafayette, LA 70508
Vice Presidents	George D. Todd	1602 Pinhook Road Lafayette, LA 70508
	Jim D. Simmons	1602 Pinhook Road Lafayette, LA 70508
	Charles F. Darling	Denver Corporate Center Tower 2, Suite 500 7800 E. Union Parkway Denver, CO 80237
	Bill Terry	130 E. Kaliste Saloom Road Lafayette, LA 70508
	Max Menard	130 E. Kaliste Saloom Road Lafayette, LA 70508
Treasurer	J. Norris Simon	1602 Pinhook Road Lafayette, LA 70508
Secretary	H. Richard Boultinghouse, Jr.	FNB Towers, 666 Jefferson Lafayette, LA 70501
Assistant Secretary	Rose M. Thibodaux	1602 Pinhook Road Lafayette, LA 70508
Directors		
	Gale L. Galloway	FNB Towers, 666 Jefferson Lafayette, LA 70501
	Carl S. Quinn	FNB Towers, 666 Jefferson Lafayette, LA 70501
	Matthew B. Gordy	5318 Rutherglenn Houston, TX 77096
	Carl E. Jameson	Denver Corporate Center Tower 2, Suite 500 7800 E. Union Parkway Denver, CO 80237

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SECRETARY OF STATE

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

the annexed transcript was prepared by and in this office from the record on file, of which purports to be a copy, and that it is full, true and correct.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,



Secretary of State

CERTIFICATE SS 102 T

FRANKLIN PRINTING CO. INC., N. O.

CHARTER OF BEUER LOUISEANA PRODUCTION CONFART, INC.

UNITED STATES OF ANNUAL CYATE OF LOUISIANA PARISE OF RAPINGS

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BE IT HINDER AND REALINES That on this 5th day of June, 1984, before no, <u>Julys C. Janue</u>, a Notary Public in and for the Junish of Repideo, State of Louisians, et] in the presence of the undersigned competent witnesses:

PERSONALLY CAME AND APPENAND the several persons whose names are hereinte unbearibed, who severally declared that, availing themselves of the provisions of Title 12, Section 1 to Section 71, of the Revised Statutes of the State of Louisians, they have covenanted and agreed, and do, by these presents, ocvenant, agree and bias themselves, as well as all other persons who may hereafter become associated with them, to form a corporation for the objects and purposes and under the articles and stipulations following, to-wit:

## ARTICLE I

The name of this corporation shall be "South Louizians Production Company, Inc.", and, under its said corporate same, it shall have power and authority to have and enjoy corporate existence and succession for the full term and period of simety-mine (98) years from and after the date hereof, and minihave, possess and enjoy all authority, rights, powers, privileges and immunities now or horeafter sutherised by law.

# ARTICLE 11

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The registered office of this corporation shall be al 303 Yest Vermilies Street, in the City of Lafsyette, Faulth of Lafsyette, State of Louisians. The full sames and post office addresses of the registered agents of the corporation, upon when legal process or other setions or demands, required or permitted to be made on the corporation, may be served, are:

> John R. Gangler 208 West Vermilion Street Lafayette, Louisiaan

> T. B. Modemacher 303 West Vermilies Street Lafayette, Letisians

#### ASTICLE III

The objects and purposes for which this corporation is established and the nature of the beginses to be carried on by it are hereby specified and declared to be:

(a) To engage in the business of exploring for and drilling wells in search of oil, gas and other minorals, and, in connection therewith, to purchase, acquire, lease and to otherwise contract for lands, minoral interests and other interests in lands for the purpose of carrying on the necessary investigation and exploratory work and for the purpose of drilling wells and carrying on mining operations in search of oil, gas and other minorals of all kinds;

(b) To engage in the business of parchasing, sequinise, leasing, holding, owning, selling and otherwise disposing of oil, gas and other minerals, ar well as mineral intervice and regulty interasts covering both mon-producing and produces.

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properties, and, in connection therewith, to purchase, loose, hold, own and otherwise acquire and to soll, have and bluore wise dispose of drilling rigs, drilling squipsert, storage facilities and other properties, squipsert and facilities are in carrying on the minoral operations and allied activities to be engaged in by this corporation;

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(c) To purchase, hold, www. well, exchange, fleige, hypothecate, and to otherwise acquire, dispuse of and ceal and slocks, notes, bonds, separities, debentares or other evidences of ladebtedness, and obligations of any persons or persons, firms or curporations;

(d) To purchase, lease or otherwise acquire and to hold own, sell or otherwise dispose of real estate and pursonal property of all kinds;

(e) To borrow money for its corporate purposes and to make, accept, enderse, execute and insue promissory notes, tills of exchange, bonds, debentures or other obligations from time to time for any purpose related to the basiness of this corporation, and, if deemed proper, to secure the payment of any such obligations by mortgage, plodge, deed of trust or other instrument of security;

(f) To do all things suitable and proper for the accomplishment of any of the purposes for which this corporation is formed, and to do every other act to thing inclusion to appurtement to or growing out of or connected with the business of this corporation; provided the same be not inconsistent with the laws under which this corporation is created.

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Mothing herein shall be descred to limit or desce it this corporation may right, power or privilege now or hereitime permitted to be conferred under the provisions of Title 70. Section 13, et seq., of the Revised Statutes of the Etate of Louisians, as mended, and all other laws relating to corporations of the character of this corporation, the foregoing provisions being descriptive of the objects and purposes of this corporation and not limitations on its rights and powers.

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## ARTICLE IV

The authorized apital stock of this europeaties evalube the sum of Five Hundred Twenty Five Thousand and No/100 (\$525,000.00) Dollars, comprised of One Hilliem Fifty Thorsann (1,050,000) shares of common stock having a par value of Fifty Cents (\$0.50) per share, all of which stock shall be of succlass and of equal rank in every respect - that is, each of such shares of common stock shall have and possesse the same reghts, titles and powers as all other shares of such stock. The amount of the paid-in capital with which this corporation will begin business is One Thousand Five-Hundred and No/100 (\$1,500.00) Dollars.

#### ARTICLE Y

Byon the vote of a majority of the total number of chares of stock then issued and outstanding, or upon such large vote as may be required by law, this agreement may be antrope from time to time so as to permit this corporative to orable of anthorize one or more other classes of state such such as a effort designations, rights, privileges, roting second capital of and

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proceedings preseribed by statute), and mubject to math receivetions, limitations and gualifications with respect to were and otherwise as may be determined by said wate, which way he has sake or different from the preferences, designations, supply, privileges, voting powers, restrictions, limitations and qualidications with respect to voting or otherwise, of the clinate of stock of this corporation them authorized. Any such alwoon ment may authorise any shares of any class them extherines, but suissued, to be issued as shares of such new class or classes.

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he holder or any stock of this corporation shall be entitled as of right to perchase or subscribe for any part of any unissued stock of this corporation, or of any additional stock of any class, to be issued by reason of any increase of the authorized capital stock or of the number of shares of this corporation, or of boads, partificates of indebtedness, debartares, or other securities convertible into stock, of this corporation: but any such unissued stock or any such additional authorized issue of new stock or of securities souvertible into stock may be insued and disposed of by the Board of Directors to such terms as the Board of Mirectors may, at its discretion, determine, without offering to the stockholders then of record, or any class of stockholders, cay thereof 'm the same term or on any terms.

### ARTICLE VI

All of the corporate powers of this corporation whall by vested in, and the business and affairs of the corporation whall be managed by, a Board of Directors of suc lases three these there. (3) natural persons. The number, classification, considirectors

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terms of office, manner of electics, comparation, take an place of mosting, and the powers and setter of the Power Sade may, subject to the provisions of applicable laws, be growned on by the by-laws of this corporation.

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> Batil changed by the by-laws of the corporation, the number of directors shall be three (2), and the names and addresses of the directors to more for the first year or Herry their successors are elected and qualified are as follows:

NABY:	
Y. E. Coughlin	<b>2038</b> Albert Street Alexandric, Louisisna
T. M. Kawer	3333 Hill Strest Alexandria, Louisiana
Y. D. Ledonacher	115 Oak Street Lafeyette, Louisiann

Any director absent from any mosting of the Board of Directors may by represented by any other director or shareholder, who may cast the vote of the absert director according to the written instructions, general or special, of said absert director.

The Board of Directors may make and alter by-laws of the comparation, subject to the power of the shareholders to change or repeal the by-laws as made; provided that so suck shange or repeal by the shareholders of by-laws made or smended by the Noard of Directors shall affect any action taken purpusto the by-laws prior to such change or repeat by the B'altabell

A director of this surportion shall be the distance by his office from dealing or contra three with the companying the wither as vandor, purchaper, or officiency of the companying the

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Vico-Prosidest Vice-President Bearstary and Treasurer

## ARTICLE VII

a names and post office addresses of the incorpo-Sold are as follows:

<u>kors</u> :	ADDRESSIO :
Y. H. Coughlin	3638 Albert Etreet Alemandria, Louisiana
T. H. Hauer	2233 Bill Street Alexandria, Losiniasa

W. D. Rodemacher 115 Oak Street Lafayette, Louizinna

Each of the above-maned incorporators has subscribed for one thousand (1,000) shares of the capital stock of this co-poration, being common stock of the par value of Fifty Cents · (\$0.50) per share.

TEUS DOK3, EXECUTED AND SIGNED, IN QUADEUFLICATE CEIGIKALS, IN THE CITY OF ALEXANDRIA, PARISH OF RAPIDEE, STATE OF LOUISIANA, OF THE DAY, MONTH AND THAT FIRST ABOVE WRITTEN, IN THE PRESENCE OF THE UNDERSIGNED COMPETENT VITALEBRE, VER HAVE REARBITS BLONED THERE NAMES, TOGETHER WITH THE INCORPORATORS AND ME, NOTART, AFTER DUE MARTING OF THIS INSTRUMENT IN ITS ENTIRETY.

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# STATE OF LOWISIANA

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# PARIES OF LAPAYETTE

1, the undersigned Deputy Clerk of Court and Lassing Deputy Recerder of Burtgages of the Parisk of Lafsyetts, functe of Louisiana, hereby certify that one of multiple originals of the above and foregoing charter of Bouth Louisians Production Company, Inc. was filed for record in this office on the 14 day of June, 1850, at 1, 10 o'clock, 2. M., and was duly recorded in Charter Body 1, at folio 1, 19002 Entry to 304 14 2 of the feedrals of this Circle.

IN TRATINORY WEREBOY, WITABBS BY Official hand and signature and the peak of this office on this fd only of Jone, A. D., 1954.

ANTERNA MALIER, LOUISIANA

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CARLENCE AND ADDRESS AND ADDRESS AND ADDRESS ADDRESS ADDRESS ADDRESS ADDRESS ADDRESS ADDRESS ADDRESS ADDRESS AD 14.5 200 . Andress states n s s s Strings . . . . bes best fatality of seculating added the food The second of a star solution for star and the second star and the second solution and the second star second solution and the second star second solution the second star second se 124. 5 TRUE **C**01  $\Gamma_{1}\Gamma_{1}$ vit of Ê ANALSTUCK, RUISA . 1999年1月1日 - 1999年(1991年) 1997年 - 1997年 - 1998年 - 1991年 1997年 - 1997年 - 1991年 1997年 - 1997年 - 1991年 - 1997年 - 1977年 - 197758 - 19775 AL. LECK OF COUP Cafe**yette**len Ced TM Caf PH 154

NTICE OF REGISTERED OFFICE AND REGISTERED AGENTS OF BODYE LOUISIANA PRODUCTION COMPANY, INC.

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ROTICE IS EMERGY GIVEN that the registered office of South Louisiana Production Company, Inc. is No. 303 Vest Termilion Street, Lafapotte, Louisiana, and the post office address of its registered office is 303 Vest Vermilion Street, Lafapotte, Louisiana.

The names and addresses of the registered agents of South Louisiana Production Company, Inc. are:

C.

(1) J. R. Gaugier, whose address is 1015 Lee Street, Lefayette, Louisiana; and

(3) W. D. Bedemacher, whose address is lif Oak Street, Lafayette, Louisiana they having been designated as the two satural persons of full age to act as the registered agents of this corporation.

- IN TRETINORY "REASON, withens our official hands and mignatures on this \_\_\_\_\_\_ dey of June, 1984.

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A som Secretary

a I.

The undersigned, F. H. Coughlin, Previous (2000) (2000) (2000) Converse, of South Louisians Production Company, 2000, 100, 2000 Certify that South Louisiana Production Company, 2000, 100, 2000 (2000) Charter, authorized to issue the million and the the second of the second of the marks of common stock, having a par value of 80 ap (2000) Class per chart, all of which stock shall be of one class and af equil class its every respect; and that the said corporation is not authorized to issue any stock having no par value.

The undersigned do hereby certify that as of the lot an of August, 1954, three thousand (3,000) shares of said common stock have been subscribed and paid for, and that the said shares of stock have been distributes and paid for in the following manner, to-will:

> F. H. Coughlin - 1,000 shares - puld for in caphy T. M. Hauer - 1,000 shares - paid for in cash; W. D. Rodemacher - 1,000 shares - paid for in cash.

IN TESTIMONY WHEREOF, the undersigned have affiled their serves and signatures hereto in their official capacities on this <u>HAUL</u> of August, ... D., 1954.

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Type Business Ageats. 1 1 1 1 E Stock: \$ ation Tax: 5.... of Pages..... . Filed and Recorded\_\_\_ 39.00 5. Link. ..... SOUTH LOUISIANA PRODUCTION COMPANY, INC. 37 Pineland Development Corporation domiciled at New Iberia, Li, is merged into: Lafayette, La. December 2, 1964 Number MERGER õ 112 ンのう ţ Reel to be Microfilmed: 37 Documents 53 Pages Section 16 Correspondence ļ ļ 13 & L 17622 6**11**1-1 ing states in 

MERGER AGREEMENT MERGING PINELAND DEVELOPMENT CORPORATION INTO SOUTH LOUISIANA PRODUCTION COMPANY, INC.

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Carlos 4

UNITED STATES OF AMERICA STATE OF LOUISIANA PARISH OF RAPIDES

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THIS MERGER AGREEMENT, made by and between: (1) PINELAND DEVELOPMENT CORPORATION, a

Louisiana corporation; and

(2) SOUTH LOUISIANA PRODUCTION COMPANY, INC., also a Louisiana corporation -

WITNESSETH, That:

WHEREAS, Pineland Development Corporation (hereinafter sometimes referred to as "PINELAND"), is a Louisiana corporation, maintaining its legal domicile in the City of New Iberia, Parish of Iberia. State of Louisiana, organized under Articles of Incorporation dated June 20, 1957, recorded in Charter Book 4, at folio 564. under Entry No. 1061 of the records of Iberia Parish. Louisiana, and also recorded in Book 238 of the Record of Charters on file in the office of the Secretary of State of the State of Louisiana; and

WHEREAS, South Louisiana Production Company. Inc. (Lereinafter Sometimes referred to as "SLAPCO"), is a Louisiana corporatica, maintaining its legal domicile in the City of Lafayette. Parish of Lafayette. State of Louisies organized under Articles of Incorporation detections recorded in Charter Book 7, at folio 28, under Entry No. 304342 of the records of Lafayette Parish. Louisiana, and also recorded in Book 226 of the Record of Charters on this in the office of the Secretary of State of the State of Louisiana; and

WHEREAS, Pineland is, by is charter authorized to issue two hundred and fifty thousand (250,000) shares of common stock having a par value of \$1.00 per share. and Pineland has issued, and there are now outstanding. fifteen hundred (1500) shares of said capital (common) stock having a par value of \$1.00 per share; and

WHEREAS, Slapco is by its charter, authorized to issue one million and fifty thousand (1.050,000) shares of common stock having a par value of fifty (50¢) cents per share, and Slapco has issued, and there are now outstanding, one hundred and two thousand, five hundred and sixty-six (102,566) shares of said capital (common) stock having a par value of 50¢ per share; and

WHEREAS, Pineland and Slapco. each being a corporation organized under the laws of the State of Louisiana were formed for the purpose of carrying on the same or similar business; and

WHEREAS, the respective Boards of Directors of Pineland and Slapco deem it advisable, to the end that greater efficiency and economy of management may be accomplished, and because of other advantages and benefits flowing therefrom, to merge Pineland into Slapce under and pursuant to the pertinent provisions of Compter 2 of Title 12 of the Louisiana Revised Statutes of 1950 a amended:

NOW, THEREFORE, Pineland and Slapco, 15 consideration of the premises and of the terms and provisions herein set forth, and of other good and valuable considerations have mutually agreed, and do hereby mutually agree as tollows.

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1.

Pineland shall be and hereby is (subject however, to the adoption hereof by the stockholders of Pineland and Slapco) merged into Slapco in accordance with the pertinent provisions of Chapter 1 of Title 12 of the Louisianu Revised Statutes of 1950, as amended. The terms and conditions of such merger and the mode of carrying the same into effect shall be as set forth in this Merger Agreement.

2.

Slapco shall survive the merger, and the separate existence of Pineland shall cease. The name of the surviving corporation shall be South Louisiana Production Company, Inc. The shares of capital stock of Slapco outstanding at the time this Merger Agreement becomes effective shall be and continue to be duly issued, fully-paid, and nonassessable and outstanding shares of its capital stock. without the necessity of any exchange of outstanding stock certificates.

З.

The Articles of Incorporation and the Bislaws

of the Murviving corporation shall be the present Artilles of Incorporation and By-Laws of Slapco, until changed or amended as provided therein. The directors and officers of Slapco in office at the effective drie of merger shall continue to hold office as directors and officers of the surviving corporation until their successors be elected or appointed according to the Articles of Incorporation and By-Laws of Slapco.

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4. All of the property of whatsoever kind or description of Pineland, and all debts due on whatever account to it, including, but without limitation, claims and choses in action of all kinds, shall be taken and deemed to be transferred to and vested in Slapco as the surviving corporation, without further act or deed, and Slapco, as the surviving corporation, shall process all of the rights,

Surviving-corporation, shall possess all of the rights, privileges and franchises possessed either by it or Pineland.

5.

The transfer of the property of Pineland to Slapeo effected by this merger shall be in complete cancellation and redemption of all of the common stock of Pineland, which shall be surrendered for cancellation and cancelled. and, as an additional consideration for the transfer to Slapco of all of the properties and assets of Pineland Slapco assess and obligates itself to pay all of the outstanding debts suc charges of Pineland, whether known or unknown, and whetter is not shown on Pineland's financial statement or balance show



This Agreement shall be submitted to the stockholders of Pineland and of Slapco. respectively. at meetings thereof dul, called and specially and separatery held in accordance with law. If at such meetings the headers of the outstanding shares of each corporation entitled to vote shall vote for the adoption of this Agreement. then that fact shall be certified on this Agreement by the Secretary of each meeting, and the Agreement, so accepted and certified. Shall be signed by the President on Vice-President and by the Secretary or Assistant Secretary of each of said corporations and acknowledged by the President or Vice-President of each of said corporations. Thereupon, this Merger Agreement, so accepted. certified and acknowledged, shall be delivered to the Secretary of State of the State of Louisiana, and copies thereof. certified by said Secretary of State, shall be filed for record in the office of the Recorder of Mortgages of Rapides Parish. Louisiana, and in the offices of the Recorders of Mortgague of Iberia Parish and Lafayette Parish, Louisiana, and shall also be recorded in the conveyance records of each parish in " the State of Louisiana in which either Pineland or Slapce has immovable property, title to which is transferred as a result of the merger. The merger of Pineland into Slapco shall be effective upon the filing of copies of this Agreement in the office of the Recorder of Mortgages of Rapides Parish. Louisiana, and in the offices of the Recorders of Mortgages of Iberia Parish and Lafayette Parish, Louisiana, as here before provided.

IN TESTIMONY WHEREOF, the suggestions

comprising all of the directors of each of said corporations. have hereunto set incir hands as of the \_3\_\_\_\_ day of 1 \_\_, A.D., 1964. November

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Rodemacher W. D.

DIRECTORS OF PINELAND DEVELOP-MENT CORPORATION

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T. Jones

DIRECTORS OF SOUTH LOUISIANA PRODUCTION COMPANY, INC

The foregoing Agreement for the merger of Fineland Development Corporation and South Louisiana Production Company, Inc., having been made by the Directors of said corporations and having been duly adopted by the stockholders of the respective corporations in accordance with law, as reflected by the foregoing certificates, we have hereunto set our hands and affixed the seal of each of said corporations on this <u>3</u> day of <u>November</u>, 1964.

WITNESSES:

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WITNESSES William & Juliof 4. 11. • • • • • •

F. H. COUGHLIN, PRESIDENT OF PINELAND DEVELOPMENT CURPORATION

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T. P. STREET, SECRETARY OF PINELAND DEVELOPMENT COFFDEATION

4 E W. D. RODEMACHER, VICE-

PRISIDENT OF SOUTH LOUISIANA PRODUCTION COMPANY, INC.

ATTEST :

FAUL R. TAYLOR, ASSISTANCE SECRETARY OF SOUTH LOUISINGS PRODUCTION COMPANY, 1900 STATE OF LOUISIANA PARISH OF RAPIDES

BE IT KNOWN AND REMEMBERED That before me, the undersigned Notary Public, duly commissioned and qualified in and for the Parish and State aforesaid, and in the presence of the undersigned competent witnesses, personally came and appeared F. H. COUGHLIN, President of Pineland Development Corporation, a Louisiana corporation maintaining its legal domicile in the City of New Iberia, Iberia Parish, Louisiana, and declared and acknowledged that, in his official capacity as President of Pineland Development Corporation, he executed the foregoing Merger Agreement dated the <u>3</u> day of <u>November</u>, 1964, on behalf of Fineland Development Corporation, for all of the purposes therein set forth.

THUS DONE, EXECUTED AND SIGNED AT <u>ALEXANDRIA</u>, IN THE STATE OF LOUISIANA, ON THIS <u>3</u> DAY OF <u>HOVEMBER</u>, 1964, IN THE PRESENCE OF THE UNDERSIGNED COMPETENT WITNESSES AND ME, NOTARY PUBLIC, AFTER DUE READING OF THE FOREGOING MERGER AGREEMENT AND THIS ACT OF ACKNOWLEDGMENT.

WITNESSES:

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H. COUGHLIN, TPREST PINELAND DEVELOPMENT CORPORATION

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Sin NOTARY PUBLIC

STATE OF LOUISIANA PARISH OF LAFAYETTE

BE IT KNOWN AND REMEMBERED That before meet the undersigned Notary Public, duly commissioned and quarified in and for the Parish and State aforesaid, and in the presence of the undersigned competent witnesses, personally came and appeared W. D. RODEMACHER, Vice-President of South Louisiana Production Company, Inc., a Louisiana corporation maintaining its legal domicile in the City of Lafayette, Lafayette Parish, Louisiana, and declared and acknowledged that, in his official capacity as Vice-President of South Louisiana Froduction Company, Inc., he executed the foregoing Merger Agreement dated the <u>3</u> day of <u>November</u>, 1964, on behalf of South Louisiana Production Company, Inc., for all of the purposes therein set forth.

THUS DONE, EXECUTED AND SIGNED AT <u>ALEXANDRIA</u> IN THE STATE OF LOUISIANA, ON THIS <u>3</u> DAY OF <u>NOVEMBER</u> A. D., 1964, IN THE PRESENCE OF THE UNDERSIGNET COMPETENT WITNESSES AND ME, NOTARY PUBLIC, AFTER DUE READING OF THE FOREGOING MERGER AGREEMENT AND THIS ACT OF ACKNOWLEDGMENT.

WITNESSES: William & F. bot Core Whittington

W. D. RODEMACHER, VICE-PRESIDENT, SOUTH LOUISIANA PRODUCTION COMPANY, INC.

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LIST OF PROPERTIES AND INTERESTS HELD AND OWNED OF RECORD BY PINELAND DEVELOPMENT CORPORATION, & LOUISIANA CORPORATION, BEING MERGED INTO SOUTH LOUISIANA PRODUCTION COMPANY, INC. UNDER MERGER AGREEMENT DATED NOVEMBER 3

#### PROPERTIES SITUATED IN THE PARISH OF DESOTO, STATE OF LOUISIANA:

(1)

A certain tract of land, together with all buildings and improvements thereon, rights, ways, privileges, appurtenancer and servitudes thereunto belonging cr appertaining, situated in the Parish of DeSoto, State of Louisiana, and more particularly described as follows. to-wit:

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South Half of Northeast quarter and Northeast guarter of Southeast quarter, Section 22, Township 12 North, Range 12 West, DeSoto Parish, Louisiana, being 120 acres, more or less.

LESS a 1/16th royalty interest reserved and retained by Willie K. Williams and others under Pineland Development Corporation's act of acquisition.

Being the same property acquired by Pineland Development Corporation from Willie K. Williams and others under an act of sale dated January 12, 1961 and various other dates, recorded on January 18, 1961, under Entry No. 283636 of the conveyance records of DeSoto Parish, Louisiana.

(2)

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Two certain tracts of land, together with all buildings and improvements thereon and all rights, ways, privileges, appurtenances and servitudes thereto belonging or appertaining, situated in the Parish of DeSoto, State of Louisiana, and more particularly described as follows, to-wit:

1. South Half of Northeast guarter of Northeast quarter and Northeast quarter of Northeast Quarter of Northeast quarter, Section 15, and Northwest guarter of Northwest guarter, Section 14, and a strip across the North end of Lots 4 and 5, Section 14, with a depth sufficient to embrace 12 acres, all in Township 11 North, Rande 11 West DeSoto Parish, Louisiana, containing of actres mate or less.

2. East Half of the Southeast questry of the West quarter, Section 12, Townshire 11 house West, DeSote Parish, Review et, 115 AGE Review

#### following tractar

1. Beginning at the Southeast Council of the Work Caquarter of the Southwest guarter, Section 22; 1.4 ship 11 North, Range 11 West, run Morth / Charles, West 4.20 chains, Bouth 7 chains, East 4.20 chains to beginning.

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2. Begin at a point 4,20 chains West of the Budthese corner of the Southeast guarter of the Southwest quarter, Section 22, Township 11 North, Hange 1, West, run North 3.5 chains, West & Chains, South 3.5 chains, East 6 chains to point of Deginning.

Containing in All 15 acres, more or less.

.ubject to the reservation of a 1/16th royalty interest retained and reserved by James L. Robertson as carried in the act of sale dated January 12, 1961.

Being the same property acquired by Fineland Development Corporation from James L. Robertson under an act of sale dated January 12, 1961, recorded in Conveyance Book 245 under Entry No. 283567 of the records of DeSoto Fariah, Louisiana.

(3)

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A certain tract of land together with all buildings and improvements thereon, rights, ways, privileges, appurtenances and servitudes thereto belowing of appertaining, situated in the Perish of DeSoro, State of Louisiana, and more particularly described as follows, to-wit:

Northeast Quarter of Southeast Quarter of Southwest Quarter (NEW of SEA of SWA) of Section Twenty-Six (26), Township Twelve (12) North, Range Twelve (12) West, containing ten (10) acres, more or less.

Subject to the limited reservation of oil, ges and other minerals as carried in the act of sale dated January 25, 1961, reference being made to the said mineral reservation as recited in said deed to the same extent as though written herein in full.

being the same property acquired by Passand Development Corporation from Fillian L. Poul en, Jr. under an art of sale dated laboration in the second se Lecarded in Conveyance book (A) - the second states and the records of the records of the second states and th A. J. & L. J. . O.

Two certain tracts of land, together with Fulbuildings and improvements thereon and sub-signer, ways, privileges, appurtenances and servicided thereto belonging or appertaining, situated in Parish of DeSoto, State of Louisiana, and more particularly described as follows, to-works

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- The Southeast Quarter of the Northwest Quirter (SE's of NW's) of Section Twenty-three (L\_), Township Twelve (12) North, Range Twelve (12) West, DeSoto Parish, Louisiana, containing forty (40) acres, more or less.
- 2. The South (S) Sixteen and two-thirds (16 7/3) acres of the South Two-thirds (S 2/3) of the Southwest Quarter of the Northwest Cuarter (SW% of N6%) and the North Two-thirds (N 2/3) of the Northwest Quarter of the Southwest Quarter (NW% of SW%) of Section Seventeen (17), Township Twolve (12) North. Range Twelve (12) West, being sixteen and twothird (16 2/3) acres, DeSoto Parish, Louisiane. Said sixteen and two-third (16 2/3) acres hereby conveyed, being the South sixteen and two-third (S 16 2/3) acres of the North two-thirds (N 2/3) of the Northwest Quarter of the Southwest Quarter (NW% of SW%) of said Section 17, Township 12 North, Range 12 West.

Subject to the reservation of timber rights and the mineral royalty reservation as carried in the act of sale dated March 17, 1961, hereinafter referred to, reference being made to said reservations as carried in said deed for a full recital thereof.

Being the same property acquired by Pineland Development Corporation from Riemer Calhoun under an act of sale dated March 17, 1961, recorded on March 17, 1961 under Entry No. 284792 of the records of DeSote Parish, Louisiana.

(5)

Certain tracts of land together with all buildings and improvements thereon and all rights, ways, privileges, appurtenances and servitudes thereto belonging or appertaining, situated in the Parish of DeSoto, State of Louisiana, and being more particular. described as follows, to-wit:

The Southwest Quarter of Northwest Quarter (SWh of Northwest Quarter of Southwest Quarter (NWh of NWh of NWh of SWh of Switheast Quarter (NWh of SWh of SWh of Section Eight (8); East Half of Southeast Quarter Quarter (Eh of SEN) of Section Seven (7), and twent. (2)) in a strip five (5) chains where across the half of the Southeast Quarter (4), where (4), where

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of Section Seven (7); all located in Township Twelve (12) North, Range Twelve (12) West, containing 180 acres, more or less, DeSoto Lation, Louisiana. Said twenty acre (20) strip rive (5) chains wide across the East (E) side of the Rest Half of the Southeast Quarter (N5 of SES) of said Section Seven (7) being more particularly described as follows, to-vit:

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Beginning at the Northeast (NE) corner of the West Half of the Southeast Quarter (Wg of SE%) of Section Seven (7), Township Twelve (12) North, Range Twelve (12) Were, and thence run West (W) 5 chains, thence run South (S) 40 chains, thence run East (E) 5 chains, thence run North (N) 40 chains to the point of beginning, containing twenty (20) acres, more or less.

Being the same property acquired by Fineland Development Corporation from Eugene Leonard Binning, Sr. under an act of sale dated March 27, 1961, recorded on March 27, 1961 under Entry No. 284969 of the records of DeSoto Palish, Louisiana

(6)

A certain tract of land, together with all buildings and improvements thereon, tights, ways, privileges, appurtenances and servitudes thereto belonging or appertaining, situated in the Parish of DeSoto, State of Louisiana, and more particularly described as follows, to-wit:

 The Northwest Quarter of the Southwest Quarter (NWg of SWg) of Section Three (3), Township Eleven
 North, Range Eleven (11) West, DeSoto Parish, Louisiana, containing forty (40) acres, more or less.

(2) All of the usufruct, legal and otherwise, in and to said Northwest Quarter of Southwest Quarter
(NWh of SWh) of said Section Three (3), Township Eleven (11) North, Range Eleven (11) West, DeSoto Farish, Louisiana, owned and held by the said Jones Stokley Berry.

Subject to the reservation of a 1/16th royalty interest as carried in the act of sale dated May 1, 1961, under which Pineland Development Corporation acquired the above described property from Jones stokley Berry and others.

Being the same property accuired by fires. Siles, bent Corporation from Jones Stosley Berry and Co under an act of sale dated May 1, 1990 shows other dates, recorded on May 1 - 1991 so 200048 of the records of DeSoto Farrer, Los S

 $\mathbf{x}_{i}$ international data and the second second second (7) All of the undivided interests formerly owner by John Elliott Roach, Jr. in the Northeast Quarter of the Southeast Quarter, Section 2, Township 11 North, Range 12 West, together with all buildings and improvements thereon, which undivided interest was warranted to be at least a 1/3 interest. Subject to the reservation of a 1/48th royalty interest as carried in the act of sale dated July 11, 1961, as hereinafter referred to. Being the same property acquired by Fineland Develo ment Corporation from John Elliott Loach, Jr. ande. an act of sale dated July 11, 1961, recorded in Conveyance Book <u>246</u>, under Entry No. <u>287453</u> of the records of DeSoto Parish, Louisiana.  $(\varepsilon)$ All of the undivided right, title and interest formerly owned by Mrs. Ethel Guy Roach, being an undivided one-third (1/3) interest, in and to a certain tract of land, together with all buildings and improvements thereon and all rights, ways, privileges, appurtenances and servitudes thereto belonging or appertaining, situated in the Parish DeSoto, State or Louisiana, and being more particular. described as follows, to-wit: . Kure The Northeast Quarter (NEW) of the Southeast Quarter (SEA) of Section Two (2), Township Eleven (11) North, Range Twelve (12) West, containing forty (40) acres, more or less. Subject to the reservation of a 1/16th royalty interest as carried in the act of sale dated July 13, 1961, hereinafter referred to. Being the same property acquired by Fincland Development Corporation from Mrs. Ethel Guy Roach under an act of sale dated July 13, 1961, recorded on July 18, 1961 under Entry No. 287452 of the records of DeSoto Parish, Louisiana. ge in . Certain tracts of land, together with all buildings (9) and improvements thereon and all rights, ways, privileges, appurtenances and servitudes thereto belonging or appertaining, situated in the Varian of DeSoto, State of Louisiana, and being pore particularly described as follows, to-wat: 1. The West half of the Southwest quarter. SWY) of Section Eight (0), Township Eleven e... Rance Eleven (11) West, contairing of structure core or lees.

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 The North Half of the Northwest Quarter (N<sup>1</sup> of NW1) of Section Twenty-two (22), Towness; Eleven (11) North, Range Eleven (11) West; containing eighty (80) acres, more or less

Anis de Mary

3. The Northeast Clarter (NE4) of the Portheast Quarter (NE4) of Section Twenty-one (D1), Company Eleven (11) North, Range Eleven (11) Phase Containing forty (40) acres, where or least

4. The North Half  $(N_2)$  of the Northwest lighter  $(NW_2)$  of Section Two (2), Township Eleven (11) North, Range Twelve (12) West, containing eleven (80) acres, more or less.

5. The Northwest Quarter (NWs) of the Southeast Quarter (SE4) of Section Two (2), Township Elerer (11) North, Range Twelve (12) West, containing forty (40) acres, more or less. (Note: 1.6 acre of this tract is subject to a service lease for a fire tower dated May 15, 1944, recorded in Book 183, page 267, records of DeScto Parish, Louisiank, granted by J. W. Parsons to the Department of Conservation of the State of Louisiana, for a term of 25 years with the right of renewal. Said 1.6 apre tract being described as follows: Beginning at a point 5 chains North of the Southeast corner of the Northeast Quarter of the Southwest Quarter, Section 2, Township 11 North, Range 12 West, run North 4 chains, East 4 chains, South 4 chains, West 4 chains to point of beginning.)

6. An undivided two-minths (2/9) interest in and to the Northeast Quarter (NE%) of the Southeast Quarter (SE%) of Section Two (2), Township Eleven (11) North, Range Twelve (12) West, being eight and eight-minths (8-8/9) acres, more or less.

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7. The Northwest Quarter (NW4) of Section Fifteen (15), Township Twelve (12) North, Range Twelve (12) West, containing one hundred and sixty (160) acres, more or less.

Said hereinabove described lands containing in the aggregate Four Hundred Eighty-Eight and the (488-8/9) acres, more or less.

Subject to the reservation of timber richts is carried in the act of sale dated July 10, 200, as hereinafter referred to.

Being the same property objectives by an Development Corposation time Frank with the under an act of sale dates duty by the on Jary 18, 1901, ander dates to the second confeyable records of the forth the second

(10) A certain tract of land, together with all publicula and improvements thereon and all rights, ways, privileges, appurtenances and servitudes thereto. balonging or appertaining, situated in the Parish of DeSoto, State of Louisiana, and Deing sure particularly described as follows, to-wit: The Northwest Quarter (NWy) of the Northeast Quarter (NB4) of Section Twenty-one (21), Township Eleven (11) North, Range Eleven (11) West, containing forty (40) acres, more or less. Subject to the reservation of timber rights as carried in the act of sale dated July 18, 1961. as hereinafter referred to. Being the same property acquired by Pineland Development Corporation from Frank W. Matthews under an act of sale dated July 18, 1961, recorded in Conveyance Book 246, under Entry No. 287454 of the records of DeSoto Parish,

Louisiana.

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(11) Those certain tracts of land, together with all buildings and improvements thereon, rights, ways, privileges, appurtenances and servitudes thereto belonging or appertaining, situated in the Parish of DeSoto, State of Louisiana, and more particularly described as follows, to-wit:

> (a) The South fifty (50) acres of the West half of the Southeast Quarter (Why of SEN), of Section, Nine (9), Township Twelve (12) North, Range Twelve (12) West, containing 50 acres, more or less.

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The Southeast Quarter of the Southwest Quarter (Ъ) (SE's of SW's) and the Southwest Quarter of the Southeast Quarter (SW4 of SE4) of Section Twenty-one (21), Township Twelve (12) North, Range Twelve (12) West, containing 80 acres, more or less.

(c) The Northwest Quarter of the Northeast Quarter (NW% of NE%) and the West one Quarter of the North-east Quarter of the Northeast Quarter (Wh of NE% ); NE%) of Section Twenty-two, Township Twelve (12) North, Range Twelve (12) West, containing 50 acres. more or less.

Being the same property acquired by Fineland Levels; ment Corporation from Mrs. Kitty B. Follow an William M. Pollock, Jr. under an act of sale ist January 25, 1961, recorded on derivewarite to all at page 394, under Entry Sc. 2017; of the record of DeScto Parish, Louisiana.

STAR 10.00 NOTEL In making reference to the various reservations of mineral and royalty interests and other interests, as reserved in some of the sales listed above, there is no intention on the pert of South Louisiana Production Company, Inc., as transferee, or Pineland Development Corporation, as transferor, to suspend, interrupt or otherwise affect the accrued or accruing prescription of any such rights. 2.92 37 4.5 k 8

### CERTIFICATE OF SECRETARY OF PINELAND DEVELOPMENT CORPORATION

I, T. P. STREET, Secretary of Pineland Development Corporation, a Louisiana corporation, do hereby certify thet in accordance with the provisions of Chapter 1 of Title 12 of the Louisiana Revised Statutes of 1950, as asended:

(1) The foregoing Merger Agreement for merger of Pineland Development Corporation and South Louisiana Production Company, Inc., was authorized by unanimous vote of the Board of Directors of said Pineland Development Corporation at a meeting of said Board duly convened and held on <u>November</u>  $\frac{2}{1000}$ , 1964, and is signed by all of the Directors of said corporation.

(2) That said Agreement was thereafter duly submitted to the stockholders of Pineland Development Corporation at a meeting thereof duly called and specially and separately held on the <u>2</u> day of <u>November</u>, 1964.

(3) That said Agreement was considered by the stockholders at said meeting and a vote of the stockholders was taken for the adoption or rejection of said Agreement, and that the stockholders of Pineland Development Corporation voted unanimously in favor of the adoption of said Agreement.
(4) That the undersigned acted as Secretary of the

aforementioned stockholders' meeting.

IN TESTIMONY WHEREOF, witness my official hand and signature and the seal of this corporation at <u>Alexandria</u>

### CERTIFICATE OF ASSISTANT SECRETARY OF SOUTH LOUISIANA PRODUCTION COMPANY, INC.

I, PAUL R. TAYLOR, Assistant Secretary of South Louisiana Production Company, Inc., a Louisiana corporation do hereby certify that in accordance with the provisions of Chapter 1 of Title 12 of the Louisiana Revised Statutes of 1950, as amended:

(1) The foregoing Merger Agreement for renger of Pineland Development Corporation and South Louisiana Production Company, Inc. was authorized by unanimous vote of the Board of Directors of South Louisiana Production Company, Inc. et a meeting of said Board duly convened and held on <u>November</u> <u>2</u>, 1964, and is signed by all of the Directors of said corporation.

(2) That said Agreement was thereafter only submitted to the stockholders of South Louisiana Production. Company, Inc. at a meeting thereof duly called and specially and separately held on the <u>2</u> day of <u>November</u>, 1904.

(3) That said Agreement was considered by the stockholders at said meeting and a vote of the stockholders was taken for the adoption or rejection of said Agreement. and that the stockholders of South Louisiana Production Company, Inc. voted unanimously in favor of the adoption of said Agreement.

(4) That the undersigned acted as Secretary of the aforementioned stockholders' aceting.

IN TESTIMONY WHEREOF, WITHAN DE STANDY
8-52 Louisiana , on this  $\frac{2}{2}$ \_\_ day of In the State of mber , A. D., 1964. T. P. STREET, SECRETARY, PINELAND DEVELOPMENT CORPORATION . and an an State of States Same and a 2 £. ÷ 1.0 

signature and the seal of this corporation at , in the State of Louisiana Alexandria 2 day of November . 1964. on this PAUL R. TAYLOR, ASSISTANT SECURIARY, BOUTH LOUISIANA PRODUCTION COMPANY INC.

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KINUTES OF A MEETING OF THE BOARD OF DIFECTORE OF PINELAND DEVELOPMENT CORPORATION HELD ON NOVEMBER 2, 1964.

Pursuant to a call issued by the Prewident, cmeeting of the Board of Directors of Pineland Development Corporation was duly convened and held at its offices on the <u>2</u> day of <u>November</u>, 1964, at <u>10</u> o'clock, <u>A</u>. M., at which meeting the following named Directors, constituting all of the Directors of Pineland Development Corporation, were present, to-wit:

I. H. Coughlin, President;

Ward T. Jones, Vice-President;

W. D. Rodenacher, Vice-President.

Also present was T. P. Street, Secretary of Fineland Development Corporation.

The meeting was called to order by P. H. Coughlin, Iresident, who stated that this meeting had been a couldly called and was being held specially and separately for the purpose of considering and acting upon the proposed merger of this corporation, Pineland Development Corporation, with South Louisiana Production Company, Inc., under a Merger Agreement in which South Louisiana Production Company, Inc. would be the surviving corporation.

All of the Directors present at this meeting declared for the record that they had previously waived and did now waive, fully and completely, all defices, delays and formalities in gennection with the calling,

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convening and holding of this special mosting, and consented to the holding of this meeting forthwith for the purpose of considering and acting upon, specially and separately, the proposed merger of Pineland Development Corporation into South Louisiana Production Company. Inc.

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On motion duly seconded and unanimously carried, T. P. Street was elected Secretary for this special posting.

Whereupon, P. H. Coughlin, President, rubmitted to the meeting an agreement which had been drafted, under which Pineland Development Corporation would be merged into South Louisiana Production Company, Inc., which agreement is captioned "Margar Agreement Marging Fineland Dovelopment Corporation into South Louisiana Production Company, Inc.". After a discussion of the proposed merger, the reasons therefor and the results flowing therefrom,  $W_{i}$  D, Rodemacher introduced the following resolution and moved

. its adoption:

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"RESOLVED BY THE BOARD OF DIRECTORS OF FINELAND DEVELOPMENT CORPORATION that Fineland Development Corporation enter into a Merger Agreement with South Louisiana Production Company, Inc., under which Merger Agreement Pineland Development Corporation would be merged into South Louisiana Production Company, Inc., that is, as a result of this proposed Merger Agreement, South Louisiana Production Company, Inc. would be the corporation surviving the merger and the separate corporate existence of Pineland Development Corporation would terminate.

"RESOLVED FURTHER that the proposed merger of Fineland Development Corporation into Couth Louisiana Production Company, Inc. be accomplished by entry into and execution of the agreement submitted to this Board captioned therger Agreement Merging Pineland Development Corporation into South Louisiana Production Company, Inc.

"RESOLVED FURTHER that the President or a Vic President of this corporation and the Secretary or an Assistant Secretary of this corporation be and they are hereby authorized, empowered and directed to act for Pineland Development Corporation in entering into. executing and delivering the said Marger Agreement and in executing and delivering all other instruments and doing all things which may be necessary or required in consummating said marger and in accomplishing the purposes of this resolution, the said officers being hereby vested with full and general authority in the premises, and all documents heretofore signed and all acts heretofore done by any of said officers, consistent with the authority granted by this resolution, are hereby approved, ratified and confirmed in every respect."

The motion for the adoption of the foregoing resolution was duly seconded and, being put to a vote, was unanimously carried.

There being no further business to cont before this meeting, on motion duly seconded and unanimously carried, the meeting was declared adjourned.

SECRETARY

PRESIDE

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The undersigned, being all of the memories of the Board of Directors of Pineland Development Corporation, hereby declare that they have heretofore approved and do now retify and confirm all of the action taken at the meeting of the Board of Directors of Pineland Development Corporation held on the \_\_\_\_ day of \_\_\_\_\_ November \_\_\_\_\_ 1964, as reflected by the formgoing minutes of said meeting.

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DATED AND SIGNED THIS 2 DAY OF BUVENELS 1964.

F. H. ia di WARD T. JOKES

ma Ted W. D. RODENACHER

DIRECTORS OF PINELARD DEVELOP-MENT CORPORATION

STATE OF LOUISIANA PARISH OF RAPIDES

I HEREBY CERTIFY that the foregoing is & true and correct copy of the minutes of a meeting of the Board of Directors of Pineland Development Corporation held on the <u>2</u> day of <u>November</u>, 1964, at which meeting all the 2 day of November, 1964, at which meeting all of the members of the Board of Directors of Pineland Development Corporation were present and voted on the action taken at said meeting.

IN TESTIMONY WHEREOF, witness my official hand and signature and the seal of this corporation on this 4 day of <u>November</u>, 1964.

<u>DUU</u> T. F. ETREET, EECKFLIGH, 

PINELAND DEVELOPMENT CONTO

MINUTES OF A MERTING OF THE BOARD OF DIRECTORS OF BOUTH LOUISIANA PRODUCTION COMPARY, INC., HELE OF NOVEMBER 2, 1964.

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Fursuant to a call issued by the President, a meeting of the Board of Directors of South Louisians Production Company, Inc. was duly convened and held at its offices on the  $\frac{2}{2}$  day of <u>November</u>, 1964, at <u>16</u> ofclock, <u>A</u>. M., at which meeting the following named Directors, constituting all of the Directors of South Louisiana Production Company, Inc., were present, to-wit:

P. H. Coughlin, President;
Ward T. Jones, Vice-President;
W. D. Rodemacher, Vice-President;
T. P. Street.

Also present was Paul R. Taylor, Assistant Secretary of South Louisiana Production Company, Inc.

The meeting was called to order by F. H. Coughlin, Fresident, who stated that this meeting had been specially called and was being held specially and separately for the purpose of considering and acting upon the proposed merger of Pineland Development Corporation with this corporation under a Merger Agreement in which this corporation, South Louisiana Production Company, Inc., would be the surviving corporation.

All of the Directors present at this meeting declared for the record that they had previously waived and did now waive, fully and completely, all notices, delays and formalities in connection with the colling,

convening and holding of this special meeting, and consented to the holding of this meeting forthwith for the purpose of considering and acting upon, specially and separately, the proposed merger of Pineland Development Corporation into South Louisians Production Company, Inc.

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On motion duly seconded and unanimously carried, Paul R. Taylor was elected Secretary for this special meeting.

Whereupon, F. H. Coughlin, Fresident, submitted to the meating an agreement which had been drafted, under which Pineland Development Corporation would be merged into South Louisiana Production Company, Inc., which agreement is captioned "Merger Agreement Merging Pineland Development Corporation into South Louisiana Production Company, Inc.".

After a discussion of the proposed margar, the reasons therefor and the results flowing therefrom, Ward T. Jones introduced the following resolution and moved its

adoption:

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"RESOLVED BY THE BOARD OF DIRECTORS OF SOUTH LOUISIANA PRODUCTION COMPARY, INC. that South Louisians Production Company, Inc. enter into a Merger Agreement with Pineland Development Corporation, under which Merger Agreement Pineland Development Corporation would be merged into South Louisiana Production Company, Inc., that is, as a result of this proposed Merger Agreement, South Louisians Production Company, Inc. would be the corporation surviving the margar and the separate corporate eixstence of Pineland Development Corporation would terminate.

"RESOLVED FURTHER that the proposed merger of Fineland Development Corporation into South Louisians Production Company, Inc. be accomplished by entry into and execution of the agreement submitted to this Board captioned "Heiger Agreement Merging Fineland Development Corporation into South Louisiana Production Company, Inc."

"REGIAND FURTHER that the President or a Vice-President of this corporation and the Secretary or an Assistant Secretary of this corporation be and they are hereby authorized, empowered and directed to act for South Louisians Production Company, Inc. in entering into, executing and delivering the said Merger Agreement and in executing and delivering cill other instruments and doing all things which may be necessary or lequired in consummating said merger and in accomplishing the purposes of this resolution, the said officers being hereby weeted with full and general authority in the premises, and all documents heretofore signed and all acts heretofore done by any of said officers, consistent with the authority granted by this resolution, are noreby approved, ratified and confirmed in every respect."

The motion for the adoption of the foregoing resolution was duly seconded and, being put to a vote, was unanimously carried.

There being no further business to come before this meeting, on motion duly seconded and unanimously carried, the meeting was declared adjourned.

Lane R. Jaylor SECRETARY

PRESIDENT

and all services

The undersigned, being all of the members of the Board of Directors of South Louisians Production Company, Inc., hereby declare that they have heretofors approved and do now ratify and confirm all of the action taken at the meeting of the Board of Directors of South Louisiana Production Company, Inc. held on the  $\frac{2}{2}$  day of <u>November</u>, 1964, as reflected by the foregoing minutes of said meeting.

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DATED AND SIGNED THIS \_ DAY OF NOVEMBER \_\_\_\_\_\_ 1964.

WARD T. JONES C'TTE CHIT

DIRECTORS OF SOUTH LOUISIANA PRODUCTION COMPANY, INC.

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STATE OF LOUISIANA

PARISH OF \_\_\_\_\_RAPIDES

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I HEREBY CERTIFY that the foregoing is a true and correct copy of the minutes of a meeting of the Board of Directors of South Louisiana Production Company, Inc. held on the <u>2</u> day of <u>November</u>, 1964, at which meeting all of the members of the Board of Directors of South Louisiana Production Company, Inc. were present and voted on the action taken at said meeting.

IN TESTIMONY WHEREOF, witness ry sites along signature and the seal of this conjection of the of <u>November</u>, 1964. MENUTING OF A MINETZING OF THE STOCKHOLDERS OF FIRELAND DEVELOPMENT CORPORATION HELD ON NOVEMBER 1966.

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Pursuant to a call issued by the President, a meeting of the stockholders of Fineland Development Corporation was duly convened and held at its offices on the  $\frac{2}{2}$  day of <u>November</u>, 1964, at  $\frac{2}{2}$ o'clock, <u>P</u>. M., at which meeting all of the stockholders of Fineland Development Corporation were present, namely:

> F. H. Coughlin 2038 Albert Street Alexandria, Louisianz - owner of 500 sharez

> Ward T. Jones 2538 Georys's Lane Alexandria, Louisiana - owner of 500 shares

W. D. Rodenacher 5906 Cherokae Lane Alexandria, Louisiana - owner of 500 shares

Also present at this meeting was T. P.

Street, Secretary of Pineland Development Corporation.

The meeting was called to order by the President, F. H. Coughlin, who stated that this meeting had been specially called and was being held specially and separately by the stockholders of Pineland Development Corporation for the purpose of considering and acting upon the proposed marger of Pineland Development Corporation with South Louisiana Production Company, Inc., and it was pointed out that under the proposed Merger Agreement, South Louisiana Production Company, Inc. would be the surviving corporation,

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Statutes are stated

The Secretary read out the list of the outstanding stock of Fineland Development Corporation and disclosed that the total outstanding stock of this corporation was 1500 shares, which were held by the three stochnolders present at this meeting. Accordingly, all of the stockholders of the corporation were shown to be present.

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All of the stockholders present at this meeting declared for the record that they had previously waived and did now waive, fully and completely, all notices, delays and formalities in connection with the calling, convening and holding of this special meeting, and consented to the holding of this stockholders' meeting forthwith for the purpose of considering and acting upon, specially and separately, the proposed merger of Pineland Development Corporation into South Louisians Production Company, Inc.

Whereupon, the proposed Merger Agreement captioned "Merger Agreement Merging Fineland Development Corporation into South Louisiana Production Company, Inc." was submitted to the stockholders by the President, and, after a discussion of the terms and provisions of the proposed marcar, Nard T. Jones introduced the following resolution and moves its adoption:

"RESOLVED BY THE STOCKHOLDERS OF PINELAND DEVELOP-MENT CORPORATION that Fineland Development Corporation ents. into a Margar Agreement with South Louisiana Production Company, Inc., under which Merger Agreement Pineland Deves ment Corporation would be marged into Couth couldiants Production Company, Inc., that is, as a result of this preposed Marger Agreement, South Louisiana Production 397, **6** Inc. would be the corporation surviving the second and the

separate corporate existence of Fineland Development Corporation would terminate.

"RESOLVED FURCHER that the proposed merger of Pineland Development Corputation into South Louisiana Production Company. Inc. be accomplished by entry into and execution of the agreement submitted to the stockholders of this corporation captioned 'Merger Agreement Merging Fineland Development Corporation into South Louisiana Production Company. Inc."

"REBOLVED FURTHER that the President or a Vice-President of this corporation and the Secretary or an Assistant-Secretary of this corporation be and they are hereby authorized, empowered and directed to act for Pineland Development Corporation in entering inte, executing and delivering the said Merger Agreement and in executing and delivering all other instruments and doing all things which may be necessary or required in consummating said merger and in accomplishing the purposes of this resolution, the said officers being Hereby vested with full and general authority in the premises, and all documents heretofore signed and all acts heretofore done by any of said officers, consistent with the authority granted by this resolution, are hereby approved, ratified and confirmed in every respect."

The motion for the adoption of the foregoing resolution was duly seconded and, being put to a vote, was unanimously carried.

There being no further busivess to come before this stockholders' meeting, on motion duly seconded and

unanimously carried, the meeting was declared adjourned.

SECRETARY

PRESIDENT

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The undersigned, being all of the stockholders of Pineland Development Corporation, hereby declare that they have heretofore approved and do now ratify and confirm all of the action taken at the meeting of the stockholders of Pineland Development Corporation held on the <u>2</u> day of <u>November</u> 1964, as reflected by the foregoing minutes of said stockholders' meeting.

DATED AND SIGNED THIS \_\_\_\_ DAY OF \_\_\_\_\_\_

-14.5 197 F. H. COUGHLIN MARD T. JORCE 2 x Racher

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W. D. RODEMACHER

CONSTITUTING ALL OF THE STOCK-HOLDERS OF PINELAND DEVELOPMENT CORPORATION

#### \*\*\*\*\*\*\*\*\*

STATE OF LOUISIANA PARISH OF RAPIDES

I HEREBY CERTIFY that the foregoing is a true and correct copy of the minutes of a meeting of the stockholder. of Pineland Development Corporation held on the <u>stock-</u> of <u>November</u>, 1964, at which meeting all of the stockholders of Pineland Development Corporation were present and voted on the action taken at said meeting.

IN TESTIMONY WHEREOF, witness my official hand an adjustment and the seal of this corporation on the seal of this corporation on the seal of the seal

T. C. S. Str., Second Pinebard Levelst en Componenties

MINUTES OF A MEETING OF THE STOCKHOLDERS OF SOUTH LOUISIAN PRODUCTION COMPANY, INC. HELD ON NOVEMBER \_\_\_\_\_\_ 1564.

Pursuant to a call issued by the President, a meeting of the stockholders of South Louisians Production Company, Inc. was duly convened and held at is offices on the <u>2</u> day of <u>November</u> 1964, at <u>2</u> o'clock, <u>P</u>. N., at which meeting all of the stockholders of South Louisiana Production Company, Inc. ware present, namely;

F. H. Coughling

W. D. Rodenacher;

Ward T. Jones, and

T. P. Street

- Fepresenting Central Louisiana Risctric Company, Inc. as owner of 102,566 shares of the capital stock, being all of the capital stock of South Louisiana Production Company, Inc.

Sector Contraction and the Sector

Also present was Paul R. Taylor, Assistant Secretary of South Louisiana Production Company, Inc.

On motion duly seconded and unanimously carried, Paul R. Taylor was elected Secretary of this special meeting.

The meeting was called to order by F. H. Coughlin, President, who stated that this meeting had been specially called and was being held specially and separately for the purpose of considering and acting upon the proposed marger of Pineland Development Corporation with this corporation under a Margar Agreement in which this corporation, South Louisiana Production Company, Inc., would be the survivine corporation.

# On motion duly seconded and unanimously

carried, the following resolution was adopted:

"REBOLAND BY THE STOCKHOLDERS OF SOUTH LOUISIANA PRODUCTION COMPANY, INC. that south Louisiana Production Company, Inc. anter into a Marger Agreement with Pineland Development Corporation, under which Marger Agreement Wineland Development Corporation would be marged into South Louisians Production Company, Inc., that is, as a result of this proposed marger, South Louisians Production Company. Inc. would be the corporation surviving the marger and the separate corporate existence of Pineland Development Corporation would terminate.

"RESOLVED FURTHER that the proposed marger of Pineland Development Corporation into South Louisiana Production Company, Inc. be accomplished by entry into and execution of the agreement submitted to the stockholderr captioned 'Marger Agreement Marging Pineland Development Corporation into South Louisiana Production Company, Inc.'

"RESOLVED FURTHER that the President or a Vice-President of this corporation and the Secretary or an Assistant-Secretary of this corporation be and they are hareby authorized, empowered and directed to act for South Lodisiana Production Company, Inc. in entering into, executing and delivering the said Merger Agreement and in executing and delivering all other instruments and doing all things which may be necessary or required in consummating said merger and in accomplishing the purposes of this resolution, the said officers being hereby vested with full and general authority in the premises, and all documents heretofore signed and all acts heretofore done by any of said officers, consistent with the authority granted by this resolution, are hereby approved, ratified and confirmed in every respect."

There being no further business to come before this stockholders' meeting, on motion duly seconded and unanimously carried, the meeting was declared adjourned.

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The undersigned, representing Central Louisians Flortric Company, Inc. as summer of 102,366 shares of the sepital stock of South Louisians Production Company, Inc., being all of the outstanding stock of said company, harsby declare that they have heretofore approved and do now ratify and confirm all of the action taken at the stockholders' meeting of South Louisians Production Company, Inc., held on the  $\frac{2}{2}$  day of <u>November</u> 1964, as reflected by the foregoing minutes of said meeting.

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DATED AND SIGNED THIS \_\_\_\_ DAY OF \_\_\_\_\_\_\_ NOVEMBER \_\_\_\_\_\_\_

Ň au F. H. Coughlin Ward T. Jones 1 Yim Dr cher 36 7.

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REPRESENTING CENTRAL LOUISIANA ELECTRIC COMPANY, IDC. AS OWNER OF ALL OF THE OUTSTANDING STOCK OF SOUTH LOUISIANA PRODUCTION COMPANY, INC.

THE PLAN TRANSPORT

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STATE OF LOUISIANA PARISE OF RAPIDES

in de Serve I HEREFY CERTIFY that the foregoing is a true and correct copy of the minutes of the stockholdars' meeting of South Louisiana Production Company, Inc. held on the <u>2</u> day of <u>November</u>, 1964, at which meating all of the outstanding stock of South Louisiana Production Company, Inc. was represented.

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IN TESTIMONY WHEREOF, witness my official hand and signature and the seal of this corporation on this \_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_ 1964.

#### CERTIFIED COPY OF RESOLUTIONS OF BOARD OF DIRECTORS OF CENTRAL LOUISIANA ELECTRIC COMPANY, INC.

1, PAUL R. TAYLOR, Assistant Secretary of Central Louishood Electric Company, Inc., a Louisiana corporation, do hereby certify that the following is a true and correct copy of resolutions as adopted by the Board of Directors of Central Louisiana Electric Company, Inc., at a meeting duly convened and held in Pineville, Louisiana, on October 20, 1964:

RESOLVED, that in connection with the proposed merger of Pineland Development Corporation is to South Louisiana Production Company, Inc., F. H. Coughlin, W. D. Rodemacher, Ward T. Cones and/or T. P. Street are hereby named, appointed and designated as the persons to represent and designated as the persons to represent Central Louisiana Electric Company, Inc., and to take all action and vote all of the stock owned by this Corporation in South Louisiana Production Company, Inc., which stock consists of 102,566 shares of capital (common) stock of South Louisiana Production Company, Inc., and the said four named parties are hereby authorized to sign all documents and do all things on behal: of this Corporation and in representing this Corpo-ration at any and all stockholders' meetings which may be held to consider and act upon the proposed merger of Pineland Development Corporation into South Louisiana Production Company, Inc., and all acts heretofore done by said parties consistent with the authority granted by this resolution are hereby approved, ratified and confirmed.

And I do hereby further certify that the foregoing resolution. has not been amended, revoked or repealed up to the date of this certification.

WITNESS my hand and the seal of this Corporation this day of November, 1964.

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	4.	Vice President Secretary		
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# CERTIFICATE OF CHANGE OF REGISTERED AGENTS OF SOUTH LOUISIANA PRODUCTION COMPANY, INC. UPON WHON LEGAL PROCESS MAY BE SERVED

# STATE OF LOUISIANA

## PARISH OF RAPIDES

I, EDWARD M. DOYLE, Secretary of South Louisiana Production Company, Inc., a Louisiana corporation, hereby certify that by resolution adopted at a meeting of the Board of Directors of South Louisiana Production Company, Inc., duly convened and held on the 2nd day of May, 1973, a certified copy of which resolution is hereto annexed, the following named natural persons, both residents of the Parish of Rapides, State of Louisiana, each having the post office address set opposite his name, were appointed registered agents of this corporation, upon either of whom legal process or other notices or demands, required or permitted to be made on this corporation, may be served, to-wit:

Gerald E. Aymond

Edward M. Doyle

- 415 Main Street Pineville, Louisiana

- 415 Main Street Pineville, Louisiana

IN TESTIMONY WHEREOF, witness my signature and the seal of the Corporation, at Pineville, Louisiana, this 18th day of July, 1973.

SOUTH LOUISIANA PRODUCTION COMPANY, INC.

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# CERTIFIED COPY OF RESOLUTION OF BOARD OF DIRECTORS OF SOUTH LOUISIANA PRODUCTION COMPANY, INC.

I, EDWARD M. DOYLE, Secretary of South Louisiana Production Company, Inc., a Louisiana corporation, do hereby certify that the following is a true and correct copy of a resolution adopted by the Board of Directors of South Louisiana Production Company, Inc. at a meeting duly convened and held in Pineville, Louisiana, on May 2, 1973.

RESOLVED, that, pursuant to the provisions of Louisiana R.S. 12:104C, Gerald E. Aymond, whose address is 415 Main Street, City of Pineville, Parish of Bapides, State of Louisiana, and Edward N. Doyle, whose post office address is 415 Main Street, City of Pineville, Parish of Bapides, State of Louisiana, residents of the Parish of Bapides, State of Louisiana, be and they hereby are appointed registered agents of the Corporation, upon either of whom legal process or other notices or demands, required or permitted to be made on this Corporation, may be served, and that all prior appointments of other registered agents for such purposes are hereby revoked; and

RESOLVED, that Edward M. Doyle, Secretary of this Corporation; be and he is hereby authorized and directed to make, execute and file with the Secretary of State of the State of Louisiana and with the Clerk of Court of the Parish of Rapides, State of Louisiana, the notices and certificates required to be filed by the provisions of R.S. 12:104C; and

RESOLVED, that the effective date of the appointment of registered agents of the Corporation for the service of process shall be the date of the filing of the notices, certificates and a certified copy of these resolutions in the office of the Secretary of State of the State of Louisiana.

I do hereby certify that the said resolution has not been amended, revoked or repealed up to the date of this certification. WITNESS MY HAND, and the seal of this Corporation this 18th

day of July, 1973, at Pineville, Louisiana.

CERTIFICATE OF CHANGE OF REGISTERED AGENTS OF SOUTH LOUISIANA PRODUCTION COMPANY, INC. UPON WHON LEGAL PROCESS MAY BE SERVED

STATE OF LOUISIANA PARISH OF RAPIDES

I, EDWARD M. DOYLE, Secretary of South Louisiana Production Company, Inc., a Louisiana corporation, hereby certify that by resolutions adopted at a meeting of the Board of Directors of South Louisiana Production Company, Inc., duly convened and held on the 12th day of September, 1974, a certified copy of which resolutions is hereto annexed, the following named natural persons, both residents of the Parish of Rapides, State of Louisiana, each having the post office address set opposite his name, were appointed registered agents of this corporation, upon either of whom legal process or other notices or demands, required or permitted to be made on this corporation, may be served, to-wit:

Gale L. Galloway

- 415 Main Street Pineville, Louisiana

Edward M. Doyle

- 415 Main Street Pineville, Louisiana

IN TESTIMONY WHEREOF, witness my signature and the seal of 9 day of Corporation, at Pineville, Louisiana, this /

tember, 1974.

SOUTE LOUISIANA PRODUCTION COMPANY, INC.

#### CERTIFIED COPY OF RESOLUTIONS OF BOARD OF DIRECTORS OF SOUTH LOUISIANA PRODUCTION COMPANY, INC.

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I, EDWARD M. DOYLE, Secretary of South Louisiana Production Company, Inc., a Louisiana corporation, do hereby certify that the following is a true and correct copy of resolutions adopted by the Board of Directors of South Louisiana Production Company, Inc., at a meeting duly convened and held in Pineville, Louisiana, on Setpember 12, 1974.

RESOLVED, that, pursuant to the provisions of Louisiana R.S. 12:104C, Gale L. Galloway, whose post office address is 415 Main Street, City of Pineville, Parish of Rapides, State of Louisiana, and Edward M. Doyle, whose post office address is 415 Main Street, City of Pineville, Parish of Rapides, State of Louisiana, residents of the Parish of Rapides, State of Louisiana, be and they hereby are appointed registered agents of the Corporation, upon either of whom legal process or other notices or demands, required or permitted to be made on this Corporation, may be served, and that all prior appointments of other registered agents for such purposes are hereby revoked; and

RESOLVED, that Edward M. Doyle, Secretary of this Corporation, be and he is hereby authorized and directed to make, execute and file with the Secretary of State of the State of Louisiana and with the Clerk of Court of the Parish of Rapides, State of Louisiana, the notices and certificates required to be filed by the provisions of R.S. 12:104C; and

RESOLVED, that the effective date of the appointment of registered agents of the Corporation for the service of process shall be the date of the filing of the notices, certificates and a certified copy of these resolutions in the office of the Secretary of State of the State of Louisiana.

I do hereby certify that the said resolutions have not been amended, revoked or repealed up to the date of this certification. WITNESS MY HAND, and the seal of this Corporation this 1944 Mr., 1974, at Pineville, Louisiana

NOTICE OF CHANGE OF THE LOCATION AND POST OFFICE ADDRESS OF THE REGISTERED OFFICE OF SOUTH LOUISIANA PRODUCTION COMPANY, INC.

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Notice is hereby given that the location and post office address of the registered office of South Louisiana Production Company, Inc., a Louisiana corporation, have been changed from rooms numbered 10 and 11 in the building bearing Municipal Number 415 Main Street, City of Pineville, Parish of Rapides, State of Louisiana, to 9th Floor, Guaranty Bank & Trust Company Building, 934 Third Street, City of Alexandria, Parish of Rapides, State of Louisiana; and

Further, that Gale L. Galloway and Edward M. Doyle, residents of the Parish of Rapides, State of Louisiana, both of post office address Ninth Floor, Guaranty Bank & Trust Company Building, 934 Third Street, City of Alexandria, Parish of Rapides, State of Louisiana, have been appointed registered agents of this Corporation, upon either of whom legal process or other notices or demands, required or permitted to be made on this Corporation, may be served, and that all prior appointments of other registered agents for such purposes are hereby revoked.

In Testimony Whereof, Witness my signature and the seal of the Corporation at Alexandria, Louisiana, this 2000 day of April, 1975.

COMMANY, INC. SOUTH DOUISIANA PRODUCT

(Seal)

#### CERTIFIED COPY OF RESOLUTIONS OF BOARD OF DIRECTORS OF SOUTH LOUISIANA PRODUCTION COMPANY, INC.

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I, EDWARD M. DOYLE, Secretary of South Louisiana Production Company, Inc., a Louisiana corporation, do hereby certify that the following is a true and correct copy of resolutions adopted by the Board of Directors of South Louisiana Production Company, Inc., at a meeting duly convened and held March 27, 1975, at the Airport Marina Hotel, Dallas-Fort Worth Regional Airport, Texas:

RESOLVED, that the location of the domicile, registered office, and the post office address of South Louisiana Production Company, Inc. be and the same are hereby changed from rooms numbered 10 and 11 in the building bearing Municipal Number 415 Main Street, City of Pineville, Parish of Rapides, State of Louisiana, to Ninth Floor, Guaranty Bank & Trust Company Building, 934 Third Street, City of Alexandria, Parish of Rapides, State of Louisiana; and further RESOLVED, that Gale L. Galloway and Ed\* rd M. Doyle, residents of the Parish of Rapides, State of Louisiana, both of post office address Ninth Floor, Guaranty Bank & Trust Company Building, 934 Third Street, City of Alexandria, Parish of Rapides, State of Louisiana, be and they hereby are appointed registered agents of this Corporation, upon either of whom legal process or other notices or demands, required or permitted to be made on this Corporation, may be served, and that all prior appointments of other registered agents for such purposes are hereby revoked; and further

RESOLVED, that Edward M. Doyle, Secretary of this Corporation, be and he is hereby authorized and directed to make, execute and file with the Secretary of State of the State of Louisiana, and with the Clerk of Court of the Parish of Rapides, State of Louisiana, the notices and certificates required to be filed under the law; and further **RESOLVED**, that the effective date of the change of the location of the registered office and post office address of this Corporation and the appointment of registered agents of this Corporation for the service of process shall be the date of the filing of the notices, certificates, and a certified copy of these resolutions in the office of the Secretary of State of the State of Louisiana.

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I do hereby certify that the said resolutions have not been amended, revoked or repealed up to the date of this certification. WITNESS MY HAND and the seal of this Corporation this 2014 day of \_\_\_\_\_\_, 1975, at Alexandria, Louisiana.

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NOTICE OF CHANGE OF LOCATION AND POST OFFICE ADDRESS AND APPOINTMENT OF REGISTERED AGENTS OF SOUTH LOUISIANA PRODUCTION COMPANY, INC.

Notice is hereby given that the location and post office address of the registered office of South Louisiana Production Company, Inc., a Louisiana corporation, have been changed from Ninth Floor, Guaranty Bank & Trust Company Building, 934 Third Street, City of Alexandria, Parish of Rapides, State of Louisiana, to Third Floor, Tara Place, 1602 Pinhook Road, City of Lafayette, Parish of Lafayette, State of Louisiana; and

Further, that William H. Hollingsworth and John R. Dupre', residents of the Parish of Lafayette, State of Louisiana, both of post office address Third Floor, Tara Place, 1602 Pinhook Road, City of Lafayette, Parish of Lafayette, State of Louisiana, have been appointed registered agents of this Corporation, upon either of whom legal process or other notices or demands, required or permitted to be made on this Corporation, may be served, and that all prior appointments of other registered agents for such purposes are hereby revoked.

In Testimony Whereof, Witness my signature and the seal of the Corporation at Alexandria, Louisiana, this 30th day of June, 1980.

South Louisians Production Company, Inc.

# CERTIFIED COPY OF RESOLUTIONS OF BOARD OF DIRECTORS OF SOUTH LOUISIANA PRODUCTION COMPANY, INC.

I, EDWARD M. DOYLE, Secretary of South Louisiana Production Company, Inc., a Louisiana corporation, do hereby certify that the following is a true and correct copy of resolutions adopted by the Board of Directors of South Louisiana Production Company, Inc. at a meeting duly convened and held June 18, 1980, at 1602 Pinhook Road, Lafayette, Louisiana:

RESOLVED, that the location of the domicile, registered office, and the post office address of South Louisiana Production Company, Inc., be and the same are hereby changed from Ninth Floor, Guaranty Bank & Trust Company Building, 934 Third Street, City of Alexandria, Parish of Rapides, State of Louisiana, to Third Floor, Tara Place, 1602 Pinhook Road, City of Lafayette, Parish of Lafayette, State of Louisiana; and further

RESOLVED, that William H. Hollingsworth and John R. Dupre', residents of the Parish of Lafayette, State of Louisiana, both of post office address Third Floor, Tara Place, 1602 Pinhook Road, City of Lafayette, Parish of Lafayette, State of Louisiana, be and hereby are appointed registered agents of this Corporation, upon either of whom legal process or other notice or demands, required or permitted to be made on this Corporation, may be served, and that all prior appointments of other registered agents for such purposes are hereby revoked; and further

RESOLVED, that Edward M. Doyle, Secretary of this Corporation, be and he is hereby authorized and directed to make, execute and file with the Secretary of State of Louisiana, and with the appropriate Recorders of Mortgages, the notices and certificates required to be filed under the law; and further

RESOLVED, that the effective date of the change of the location of the registered office and post office address of this Corporation and the appointment of registered agents of this Corporation for the service of process shall be the date of the filing of the notices, certificates, and a certified copy of these resolutions in the office of the Secretary of State of the State of Louisiana.  $\frac{\hat{r}}{2}$ 

I do hereby certify that the said resolutions have not been amended, revoked or repealed up to the date of this certification. WITNESS MY HAND and the seal of the Corporation this 30th day of June, 1980, at Alexandria, Louisiana.

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20 Edward M. Secretary

UNITED STATES OF AMERICAAMENDMENT TOSTATE OF LOUISIANAARTICLES OF INCORPORATIONPARISH OF LAFAYETTEOF SOUTH LOUISIANACITY OF LAFAYETTEPRODUCTION COMPANY, INC.

BE IT KNOWN AND REMEMBERED, That on this 25th day of June in the year of our Lord One Thousand Nine Hundred and Eighty-Two, before me, Chambliss Mizelle, a Notary Public, duly commissioned and qualified in and for the Parish of Lafayette, State of Louisiana, therein residing, and in the presence of the undersigned two competent witnesses, personally came and appeared Jim D. Simmons and H. Richard Boultinghouse, Jr., Vice President and Secretary, respectively, of South Louisiana Production Company, Inc., a corporation organized and existing under the laws of the State of Louisiana, with its registered office at 1602 Pinhook Road in the City of Lafayette, Lafayette Parish, Louisiana, both being above the full age of majority, who declared unto me, Notary, in the presence of the undersigned competent witnesses, residing in the State, Parish and City aforesaid, that by unanimous consent of the sole shareholder of South Louisiana Production Company, Inc., dated June 25, 1982, Article I of the Articles of Incorporation of the Corporation was amended to read as follows:

## ARTICLE I

The name of the corporation is CELERON Oil and Gas Company.

Said appearers further declared that by such resolution adopted by such shareholder, they were authorized and directed to appear before a Notary Public and two witnesses and execute an authentic act setting forth the foregoing amendment, all of which will more fully appear by reference to a certified copy of such resolution attached hereto and made a part hereof; and said appearers did further declare that this authentic act is executed by them for that purpose, so that Article I of the Articles of Incorporation of South Louisiana Production Company, Inc. shall stand as amended in the particulars and to the extent herein recited, effective as of July 1, 1982.

THUS DONE AND PASSED, in multiple originals, on the day, month and year herein first above written, in the presence of Catherine L. Burleigh and Elaine Hurst, competent witnesses of lawful age and domiciled in the State and Parish.aforesaid, who hereunto sign their names with the said appearers and me, Notary, after due reading of the whole.

WITNESSES:

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# CERTIFIED COPY OF RESOLUTIONS OF SHAREHOLDER OF SOUTH LOUISIANA PRODUCTION COMPANY, INC.

I, H. Richard Boultinghouse, Jr., Secretary of South Louisiana Production Company, Inc., a Louisiana corporation (the "Corporation"), do hereby certify that the following is a true and correct copy of resolutions adopted by unanimous consent of the sole shareholder of the Corporation on June <u>25</u>, 1982:

RESOLVED, That Article I of the Articles of Incorporation of the Corporation be and hereby is amended so that following such amendment it shall read in full as follows:

#### ARTICLE I

The name of the corporation is CELERON Oil and Gas

Company.

AND FURTHER RESOLVED, That the President and or any Vice President of the Corporation, and the Secretary of the Corporation, or any assistant secretary of the Corporation, be and each of them hereby is authorized, empowered and directed, for and on behalf of the Corporation, to execute as an authentic act of the Corporation, an Amendment to the Articles of Incorporation of the Corporation in accordance with these resolutions and the law, and to do any and all such other acts and things necessary and proper to bring about and carry into effect the Amendment to the Articles of Incorporation of the Corporation set forth in the foregoing resolution.

And I do hereby further certify that the foregoing resolution has not been amended, revoked or repealed up to the date of this certification.

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WITNESS MY HAND, and the seal of this Corporation, this <u>25th</u> day of June 1982, at Lafayette, Louisiana.

HRichard Boultinghouse J •

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## SOUTH LOUISIANA PRODUCTION COMPANY, INC.

#### Unanimous Consent of Shareholder

The undersigned, being the sole shareholder of South Louisiana Production Company, Inc. hereby adopts the following resolution without holding a meeting:

RESOLVED, that Article I of the Articles of Incorporation of the Corporation be and hereby is amended so that following such amendment it shall read in full as follows:

#### ARTICLE I

The name of the corporation is CELERON Oil and Gas Company.

AND FURTHER RESOLVED, that the President and or any Vice President of the Corporation, and the Secretary of the Corporation, or any assistant secretary of the Corporation, be and each of them hereby is authorized, empowered and directed, for and on behalf of the Corporation, to execute as an authentic act of the Corporation, an Amendment to the Articles of Incorporation of the Corporation in accordance with these resolutions and the law, and to do any and all such other acts and things necessary and proper to bring about and carry into effect the Amendment to the Articles of Incorporation of the Corporation set forth in the foregoing resolution.

EXECUTED this 25th day of June, 1982.

CENTRAL LOUISIANA ENERGY CORPORATION

chard Boultinghouse, J.