



# State of DELAWARE

## Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Ownership  
filed in this office on January 8, 1990



*Michael Harkins*  
\_\_\_\_\_  
Michael Harkins, Secretary of State

BY: *J. Robinson*  
\_\_\_\_\_

DATE: March 20, 1990

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**SANTA FE ENERGY COMPANY**

**INTO**

**SANTA FE NATURAL RESOURCES, INC.**  
**(pursuant to Section 253 of the General Corporation**  
**Law of the State of Delaware)**

Santa Fe Natural Resources, Inc., a Delaware corporation (the "Corporation"), does hereby certify:

- FIRST:** That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.
- SECOND:** That the Corporation owns all of the outstanding shares of each class of the capital stock of Santa Fe Energy Company, a Texas corporation.
- THIRD:** That the Corporation, by the following resolutions of its Board of Directors duly adopted by unanimous written consent on December 29 1989, determined to and does merge into itself Santa Fe Energy Company on the conditions set forth in such resolutions:

**WHEREAS,** Santa Fe Natural Resources, Inc. (the "Corporation") is the legal and beneficial owner of 100 percent of the outstanding common stock, par value \$100 per share (the "Common Stock"), of Santa Fe Energy Company, a Texas corporation (the "Subsidiary");

**WHEREAS,** said Common Stock is the only issued and outstanding class of stock of the Subsidiary; and

**WHEREAS,** the Corporation desires to merge into itself the Subsidiary.

**NOW THEREFORE BE IT RESOLVED,** that the Subsidiary merge into the Corporation, and assume all of the Subsidiary's liabilities and obligations;

**RESOLVED FURTHER,** that the certificate of incorporation of the Corporation shall be the certificate of incorporation of the surviving corporation;

**RESOLVED FURTHER,** that the President or any Vice President and the Secretary or any Assistant Secretary of this Corporation be and they hereby are directed to make, execute and

acknowledge a certificate of ownership and merger and articles of merger to evidence the merger of the Subsidiary into the Corporation and to file the certificate of ownership and merger in the office of the Secretary of State of Delaware and the articles of merger in the office of the Secretary of State of Texas and a certified copy of the certificate of ownership and merger in the Office of the Recorder of Deeds of the appropriate county in Delaware and to take such further actions as may be necessary to effect the purpose and intent of the foregoing resolutions; and

RESOLVED FURTHER, that the President or any Vice President and the Secretary or any Assistant Secretary of this Corporation be and each of them acting alone hereby are authorized and directed to take such further actions and file such additional documents or instruments, as may in their sole discretion be deemed necessary or reasonable in order to carry out the purposes and intent of the foregoing resolutions.

IN WITNESS WHEREOF, said Santa Fe Natural Resources, Inc. has caused its corporate seal to be affixed and this certificate to be signed by duly authorized officers, this 29th day of December 1989.

SANTA FE NATURAL RESOURCES, INC.

By: *Orval M. Adam*  
Name: Orval M. Adam  
Title: Vice President and Treasurer

ATTEST:

By: *E. C. Pierce*  
Name: E. C. Pierce  
Title: Corp. Secretary  
[SEAL]

OFFICIAL RECORDS  
RECORDED AT THE REQUEST OF  
BOOK 209 PAGE 564  
*Santa Fe Energy*  
90 APR 26 P3:09  
*Receivables, Inc.*  
EUREKA COUNTY, NEVADA  
M.N. REBALEATI, RECORDER  
FILE NO. FEE \$ 7.00

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