166955

United States of America

The State of Michigan

Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 7th day of May, 1997.

Craig B. Newell

, Acting Director

Corporation, Securities and Land Development Bureau

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C&S 515 (Rev 8/93)

097A#2095 0212 ORG&FI $10.00

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

Date Received: FEB 1 1 1997

(FOR BUREAU USE ONLY)

097A#2096 0212 ORG&FI $2.50

FILED

FEB 11 1997

Administrator
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

EFFECTIVE DATE:

PH. 517-663-2525 Ref # 70893
Attn: Cheryl J. Bixby
MICHIGAN RUNNER SERVICE
P.O. Box 266
Eaton Rapids, MI. 48827-0266
Zip Code

◆ Document will be returned to the name and address you enter above ◆

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: CoEnergy Rockies, Inc.
2. The identification number assigned by the Bureau is: 181-597
3. The location of the registered office is:

500 Griswold Street (Street Address), Detroit (City), Michigan 48226 (ZIP Code)

4. Article 1 of the Articles of Incorporation is hereby amended to read as follows:

The name of the corporation shall be MCNIC Oil & Gas Properties, Inc.

12.9 Am cr 42907

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5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b). **DO NOT COMPLETE BOTH.**

a. ☐ *The foregoing amendment to the Articles of Incorporation was duly adopted on the* ______________ day of ________________________, 19________, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this __________ day of ______________________, 19 ______________.

(Signature)	(Signature)
(Type or Print Name)	(Type or Print Name)
(Signature)	(Signature)
(Type or Print Name)	(Type or Print Name)

b. ☒ The foregoing amendment to the Articles of Incorporation was duly adopted on the 5th day of February, 19 97. The amendment: (check one of the following)

☐ was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.

☐ was duly adopted by the written consent of all directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.

☐ was duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)

☒ was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.

Signed this 7th day of February, 19 97

By ______________________________
(Only Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

DANIEL L. SCHIEFER — VICE PRESIDENT & SECRETARY
(Type or Print Name) (Type or Print Title)

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C&S 550 (10/93)

~~097D#1749 0228 ORG&FI $250.00~~

MICHIGAN DEPARTMENT OF COMMERCE – CORPORATION AND SECURITIES BUREAU

Date Received		(FOR BUREAU USE ONLY)
FEB 27 1997		097D#1750 0228 ORG&FI $62.50

FILED

FEB 27 1997

Administrator
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

EFFECTIVE DATE: *February 28, 1997*

Name ATTN: CHERYL J. BIXBY ph(517)663-2525
MICHIGAN RUNNER SERVICE REF#41244

Address
P O BOX 266

City	State	ZIP Code
EATON RAPIDS	MICHIGAN	48827

Document will be returned to the name and address you enter above.

CERTIFICATE OF MERGER / CONSOLIDATION

For use by Domestic or Foreign Corporations

(Please read information and instructions on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), and/or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporations execute the following Certificate:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent corporation and its identification number is:

MGS Development Company ("MGS") 528-247

PetroVentures Exploration Company ("PEC") 168-644

(See Attachment A)

b. The name of the surviving (new) corporation and its identification number is:

MCNIC Oil & Gas Properties, Inc. ("MOGP") 181-597

c. For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
MGS	Common: 10*		
PEC	Common: 10*		
MOGP	Common: 10*		
SGSI	Common: 10*		
CCE	Common: 10*		

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

*As of February 21, 1997

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312.50 am ac 43831

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d. For each constituent nonstock corporation

(i) If it is organized on a membership basis, state (a) the name of the corporation, (b) a description of its members, and (c) the number, classification and voting rights of its members.

(ii) If it is organized on a directorship basis, state (a) the name of the corporation, (b) a description of the organization of its board, and (c) the number, classification and voting rights of its directors.

e. The terms and conditions of the proposed merger (consolidation), including the manner and basis of converting the shares of, or membership or other interests in, each constituent corporation into shares, bonds, or other securities of, or membership or other interest in, the surviving (consolidated) corporation, or into cash or other consideration, are as follows:

(See Attachment B)

f. If a consolidation, the Articles of Incorporation of the consolidated corporation are attached to this Certificate and are incorporated herein. If a merger, the amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

g. Other provisions with respect to the merger (consolidation) are as follows:
Other provisions are more fully described in Articles I, II, III and IV of the Agreement and Plan of Merger attached as Attachment B to this Certificate of Merger/Consolidation. The plan of merger will be furnished by the surviving corporation on request and without cost to any shareholder of any constituent corporation.

2. (Complete for any foreign corporation only)
This merger (consolidation) is permitted by the laws of the state of ______________________
the jurisdiction under which ______________________ (name of foreign corporation)
is organized and the plan of merger (consolidation) was adopted and approved by such corporation pursuant to and in accordance with the laws of that jurisdiction.

3. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after receipt of this document in this office):
The merger (consolidation) shall be effective on the 28th day of February, 19 97.

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4. (Complete applicable section for each constituent corporation)

a. (For domestic profit corporations only)

The plan of merger was approved by the unanimous consent of the incorporators of

______________________________, which has not commenced business, has not issued any shares, and has not elected a Board of Directors. (Incorporators must sign on this page of the Certificate.)

b. (For profit corporations involved in a merger only)

The plan of merger was approved by the Board of Directors of ______________________________, the surviving corporation, without the approval of the shareholders of that corporation in accordance with Section 701 of the Act.

c. (For profit corporations only)

The plan of merger was adopted by the Board of Directors of the following constituent corporations:
MGS Development Company, PetroVentures Exploration Company, MCNIC Oil & Gas Properties, Inc., Southwest Gas Supply, Inc. and CoEnergy Central Exploration, Inc.

and was approved by the shareholders of those corporations in accordance with Section 703a.

d. (For nonprofit corporations only)

The plan of merger or consolidation was adopted by the Board of Directors

(i) (Complete if organized upon a stock or membership basis)

of ______________________________ and was approved by the shareholders or members of that corporation in accordance with Sections 701 and 703(1) and (2), or pursuant to Section 407 by written consent and written notice, if required.

(ii) (Complete if organized upon a directorship basis)

of ______________________________ in accordance with Section 703(3).

Sign this area for item 4(a).

Signed this ________ day of ______________, 19____.

Sign this area for items 4(b), 4(c), or 4(d).

Signed this 25th day of February, 19 97.

MGS Development Company
(Name of Corporation)

By [signature]
(Only signature of: President, Vice-President, Chairperson or Vice-Chairperson)

Daniel L. Schiffer, Vice President and Secretary
(Type or Print Name and Title)

Signed this 25th day of February, 19 97.

PetroVentures Exploration Company
(Name of Corporation)

By [signature]
(Only signature of: President, Vice-President, Chairperson or Vice-Chairperson)

Daniel L. Schiffer, Vice President and Secretary
(Type or Print Name and Title)

(See Attachment A)

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ATTACHMENT A

CERTIFICATE OF MERGER/CONSOLIDATION CONTINUED

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each Constituent Corporation and its Corporation identification number is:

MCNIC Oil & Gas Properties, Inc. ("MOGP")	181-597
Southwest Gas Supply, Inc. ("SGSI")	543-638
CoEnergy Central Exploration, Inc. ("CCE")	242-240

b. The terms and conditions of the proposed merger (consolidation), including the manner and basis of converting the shares of, or membership or other interests in, each constituent corporation into shares, bonds, or other securities of, or membership or other interest in, the surviving (consolidated) corporation, or into cash or other consideration, are as follows:

Each of the outstanding shares of MGS Development Company, PetroVentures Exploration Company, Southwest Gas Supply, Inc. and CoEnergy Central Exploration, Inc. shall be converted into the same number of shares of MCNIC Oil & Gas Properties, Inc. stock outstanding immediately prior to the Merger, which shall thereupon be issued and outstanding, fully paid and nonassessable shares of MCNIC Oil & Gas Properties, Inc. The shares of MCNIC Oil & Gas Properties, Inc. stock issued and outstanding immediately prior to the Merger shall not be converted or otherwise affected by the Merger.

Sign this area for items 4(b), 4(c), or 4(d).

Signed this 24th day of February, 1997.

MCNIC Oil & Gas Properties, Inc.

By: ______________________
Daniel L. Schiffer
Vice President and Secretary

Signed this 24th day of February, 1997.

Southwest Gas Supply, Inc.

By: ______________________
Daniel L. Schiffer
Vice President and Secretary

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Signed this 25th day of February, 1997.

CoEnergy Central Exploration, Inc.

By: ______________________
Daniel L. Schiffer
Vice President and Secretary

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ATTACHMENT B

AGREEMENT AND PLAN OF MERGER
BETWEEN
MGS DEVELOPMENT COMPANY,
PETROVENTURES EXPLORATION COMPANY,
SOUTHWEST GAS SUPPLY, INC.,
COENERGY CENTRAL EXPLORATION, INC. AND
MCNIC OIL & GAS PROPERTIES, INC.

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is made and entered into as of February 25, 1997 between MGS Development Company, a Michigan Corporation ("MGS"), PetroVentures Exploration Company, a Michigan Corporation ("PEC"), MCNIC Oil & Gas Properties, Inc., a Michigan Corporation ("MOGP"), Southwest Gas Supply, Inc., a Michigan Corporation ("SGSI") and CoEnergy Central Exploration, Inc. ("CCE"). MOGP is herein sometimes referred to as the "Surviving Corporation".

WHEREAS, the authorized capital stock of MGS consists of 50,000 shares of Common Stock, $.01 par value and, as of the date hereof, 10 shares of Common Stock are issued and outstanding and are owned by MCNIC Oil & Gas Company, and

WHEREAS, the authorized capital stock of PEC consists of 50,000 shares of Common Stock, $.01 par value and, as of the date hereof, 10 shares of Common Stock are issued and outstanding and are owned by MCNIC Oil & Gas Company, and

WHEREAS, the authorized capital stock of MOGP consists of 50,000 shares of Common Stock, $.01 par value and, as of the date hereof, 10 shares of Common Stock are issued and outstanding and are owned by MCNIC Oil & Gas Company, and

WHEREAS, the authorized capital stock of SGSI consists of 50,000 shares of Common Stock, $.01 par value and, as of the date hereof, 10 shares of Common Stock are issued and outstanding and are owned by MCNIC Oil & Gas Company, and

WHEREAS, the authorized capital stock of CCE consists of 50,000 shares of Common Stock $.01 par value and, as of the date hereof, 10 shares of Common Stock are issued and outstanding and are owned by MCNIC Oil & Gas Company, and

WHEREAS, there are insignificant business reasons to continue the existence of these four separate affiliated corporate entities, and

WHEREAS, the Boards of Directors of the respective parties hereto deem it advisable to merge MGS, PEC, SGSI and CCE into MOGP in accordance with the Michigan Business Corporation Act, and this Agreement;

NOW THEREFORE, in consideration of the mutual covenants and agreements contained herein, the parties covenant and agree as follows:

ARTICLE I

The Merger

1.1 **Merger of MGS, PEC, SGSI and CCE into MOGP**. Subject to and in accordance with this Agreement, MGS, PEC, SGSI and CCE shall merge into MOGP. The Merger shall become effective on February 28, 1997 in accordance with the Michigan Business Corporation Act (the "Effective Date of Merger"). At the Effective Date of Merger the separate corporate existence of MGS, PEC, SGSI and CCE shall cease and MOGP shall be the surviving corporation. The corporate existence of MOGP, with all its rights, privileges, powers and franchises and subject to all its debts, liabilities and duties (except to the extent otherwise provided herein), shall continue unaffected and unimpaired by the Merger, and MOGP shall thereupon, without other transfer or assignment succeed to all the rights, privileges, powers and franchises and be subject to all the debts, liabilities and duties of MGS, PEC, SGSI and CCE, all in accordance with the Michigan Business Corporation Act.

ARTICLE II

Name, Articles of Incorporation, By-Laws, and Directors and Officers of Surviving Corporation

2.1 **Name.** The name of the Surviving Corporation shall be MCNIC Oil & Gas Properties, Inc.

2.2 **Articles of Incorporation.** From and after the Effective Date of Merger, the Articles of Incorporation of MOGP, as amended by this Agreement, shall be the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with law.

2.3 **By-Laws.** From and after the Effective Date of Merger, the By-Laws of MOGP, as in effect immediately prior to the Effective Date of Merger, shall be the By-Laws of the Surviving Corporation until duly amended in accordance with law.

2.4 **Directors and Officers.** The directors of the Surviving Corporation shall be as follows:

Alfred R. Glancy III
William K. McCrackin
Rai P.K. Bhargava

The officers of the Surviving Corporation shall be as follows:

Chairman and President	Rai P.K. Bhargava
Vice President	Matthew J. Diedzic
Vice President and Secretary	Daniel L. Schiffer
Treasurer	Sebastian Coppola

ARTICLE III
Conversion of Stock

3.1 **Manner of Converting Shares.** On the Effective Date of the Merger, the outstanding shares of MGS, PEC, SGSI and CCE shall be converted into the number of shares of MOGP stock outstanding immediately prior to the merger, which shall thereupon be issued and fully paid and nonassessable shares of MOGP. The shares of MOGP stock issued and outstanding immediately prior to the merger shall not be converted or otherwise affected by the merger.

ARTICLE IV
Amendment and Abandonment

4.1 **Amendment and Abandonment.** MCNIC Oil & Gas Properties, Inc. may amend, modify or supplement this

Agreement, and may abandon the Merger, at anytime before the Effective Date of the Merger if the Board of Directors of MCNIC Oil & Gas Properties, Inc. determines in writing that such action is advisable and in the best interest of its sole shareholder MCNIC Oil & Gas Company.

IN WITNESS WHEREOF, pursuant to approval and authorization duly given by resolutions adopted by their Board of Directors and the consent of their sole shareholder, MCNIC Oil & Gas Company, MGS, PEC, SGSI, CCE and MOGP have each caused this Agreement and Plan of Merger to be executed by its Vice President and Secretary.

MGS DEVELOPMENT COMPANY

By:____________________
Daniel L. Schiffer
Vice President and Secretary

PETROVENTURES EXPLORATION COMPANY

By:____________________
Daniel L. Schiffer
Vice President and Secretary

MCNIC OIL & GAS PROPERTIES, INC.

By:____________________
Daniel L. Schiffer
Vice President and Secretary

SOUTHWEST GAS SUPPLY, INC.

By: ______________________
Daniel L. Schiffer
Vice President and Secretary

COENERGY CENTRAL EXPLORATION, INC.

By: ______________________
Daniel L. Schiffer
Vice President and Secretary

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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
MCN Corporation
97 JUN 23 PM 1:54

EUREKA COUNTY NEVADA
M.N. REBALEATI, RECORDER
FILE NO. FEES 19.00
166955