RECORDING REQUESTED BY:

Valerie B. Pearson

AND WHEN RECORDED MAIL TO:

Valerie B. Pearson Freeport-McMoRan Oil & Gas 717 Texas, Suite 2100 Houston, Texas 77002

DOC # 0227316

05/16/2014

Record

Recording requested By FREEPORT-MCMORAN OIL & GAS

Eureka County - NV Mike Rebaleati - Recorder

Fee. \$42.00

Page 1

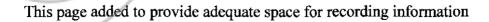
Recorded By LLH

Book- 565 Page- 0277



CERTIFICATE OF OWNERSHIP MERGING NORTH CENTRAL OIL CORPORATION INTO POGO PRODUCING COMPANY

(TITLE OF DOCUMENT)





Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"NORTH CENTRAL OIL CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "POGO PRODUCING COMPANY" UNDER THE NAME OF "POGO PRODUCING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF DECEMBER, A.D. 2005, AT

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2005, AT 11:59 O'CLOCK A.M.

0743711 8100M

11:30 O'CLOCK A.M.

121280213

You may verify this certificate of at corp delaware gov/authver.shtm

TION: 0025912

DATE: 11-30-12

CERTIFIED COPY CERTIFICATE

STATE OF TEXAS COUNTY OF GALVESTON

The foregoing is a true and correct photographic copy of the original record now in my lawful custody and possession, as the same is recorded in the Official Public Records in my office and having Identification Number as stamped hereon.

I hereby certify on December 12, 2012



DWIGHT D. SULLIVAN, COUNTY CLERK DEPUTY

0227316 Book: 565 05/ Page: 278 Page

State of Dala Secretary of State
Division of Corporations
Dalivered 11:30 AM 12/15/2005
FILED 11:30 AM 12/15/2005
SRV 051025840 - 0743711 FILE

CERTIFICATE OF OWNERSHIP **MERGING** NORTH CENTRAL OIL CORPORATION INTO POGO PRODUCING COMPANY

(Pursuant to Section 253 of the General Corporation Laws of Delaware)

Pogo Producing Company, a corporation organized and existing under the laws the State of Delaware, ("POGO") DOES HEREBY CERTIFY:

- That Pogo was incorporated on the 19th day of February, 1970, pursuant to the General Corporation Law of the State of Delaware.
- That Pogo owns one hundred percent (100%) of the outstanding shares of the capital stock, \$1.00 par value per share, of North Central Oil Corporation ("NORTH CENTRAL"), a corporation incorporated on the 3rd day of February, 1955, pursuant to the General Corporation Law of the State of Delaware, and has no class of stock outstanding other than said capital stock."
- That POGO, by resolution of its Board of Directors duly adopted by unanimous written consent in lieu of a special meeting dated the 9th day of December, 2005, determined to and effective at 11:59 p.m. on December 31, 2005, does merge into itself said NORTH CENTRAL, which resolution is in the following words, to wit:

WHEREAS, POGO lawfully owns all of the outstanding capital stock of NORTH CENTRAL, a Delaware Corporation;

WHEREAS, after due consideration, the Board of Directors of POGO has determined that it is in its best interest to merge its wholly owned subsidiary, NORTH CENTRAL, with and into POGO, and to possess all the estate, property, rights, privileges and franchises of NORTH CENTRAL pursuant to the Plan of Merger provided to the Board of Directors for consideration ("Plan"); and

WHEREAS, Pogo Services and Technology Company, a subsidiary of NORTH CENTRAL, shall become a direct subsidiary of POGO.

NOW, THEREFORE, BE IT RESOLVED that the Certificate of Ownership and Plan be and the same hereby are ratified, confirmed and approved, and that NORTH CENTRAL merge with and into POGO, and

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CERTIFIED COPY CERTIFICATE

STATE OF TEXAS COUNTY OF GALVESTON

The foregoing is a true and correct photographic copy of the original record now in my lawful custody and possession, as the same is recorded in the Official Public Records in my office and having Identification Number as stamped hereon.



DWISHT D. SULLIVAN, COUNTY CLERK GALVESTON C

RITA ÉWALD

RESOLVED THAT, as a result of the merger, POGO assumes all liabilities and obligations of NORTH CENTRAL and succeeds and possesses all its rights and assets, and

RESOLVED THAT, such Certificate of Ownership is not required under § 253 of the Delaware General Corporation Law Annotated (Delaware law being the law applicable to the Certificate of Ownership) or under its Articles of Incorporation, to be approved by the shareholders of POGO; and

RESOLVED THAT, the appropriate officers of POGO be and the same hereby are authorized and directed to execute and file the necessary documents on behalf of POGO to merge NORTH CENTRAL and assume its liabilities and obligations; and be it further

RESOLVED THAT, the appropriate officers of POGO be and the same hereby are authorized and directed to take any and all other actions which they deem necessary or appropriate to accomplish the merger described above.

- That pursuant to Section 253 of the Delaware General Corporation Law, no shareholder approval is required
- For federal income tax purposes it is intended that the merger shall qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, and as such is a non-taxable reorganization under the Code

IN WITNESS WHEREOF, POGO has caused its corporate seal to be affixed and this

certificate to be signed by an authorized officer this _ 2005 A.D. December zed Officer Author J. Kileko *uichael* Name. Print or Type

Title Senior Vice President, General Counsel and Corporate Secretary

FILED AND RECORDED

December 12, 2012 02 48 21 PM

FEE \$24 00

Dwight D Sullivan, County Clerk

Galveston County, TEXAS

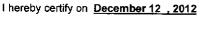
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CERTIFIED COPY CERTIFICATE

COUNTY OF GALVESTON

The foregoing is a true and correct photographic copy of the original record now in my lawful custody and possession, as the same is recorded in the Official Public Records in my office and having Identification Number as stamped hereon.





DWIGHT D. SULLIVAN, COUNTY CLERK DEPUTY