

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 01:28 PM

Official Record

Recording requested By
FREEPORT-MCMORAN OIL & GAS

Eureka County - NV

Mike Rebaleati - Recorder

Fee: \$42.00 Page 1 of 4
RPTT: Recorded By: LLH
Book- 565 Page- 0277



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

(TITLE OF DOCUMENT)

This page added to provide adequate space for recording information



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Delaware

PAGE 1

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 11:30 O'CLOCK A.M.

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.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 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
GALVESTON COUNTY, TEXAS

BY:  DEPUTY
RITA EWALD

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**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:**

1. That Pogo was incorporated on the 19th day of February, 1970, pursuant to the General Corporation Law of the State of Delaware.

2. 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.

3. 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.

I hereby certify on December 12, 2012



DWIGHT D. SULLIVAN, COUNTY CLERK
GALVESTON COUNTY, TEXAS

BY: DEPUTY
RITA EWALD

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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.

4 That pursuant to Section 253 of the Delaware General Corporation Law, no shareholder approval is required

5 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 9th day of December, 2005 A.D.

By: *Michael J. Killeka*
Authorized Officer

Name: Michael J. Killeka
Print or Type

Title: Senior Vice President, General Counsel
and Corporate Secretary

FILED AND RECORDED



OFFICIAL PUBLIC RECORDS

Dwight D. Sullivan 2012068183

December 12, 2012 02:48:21 PM

FEE \$24.00

Dwight D. Sullivan, County Clerk
Galveston County, TEXAS

Hou 002345\000072\63164.1

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CERTIFIED COPY CERTIFICATE

STATE OF TEXAS
COUNTY OF GALVESTON

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I hereby certify on December 12, 2012



DWIGHT D. SULLIVAN, COUNTY CLERK
GALVESTON COUNTY, TEXAS

BY: *Rita Ewald* DEPUTY
RITA EWALD