

**ARTICLES**

EXHIBIT NO. Applic 2

State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BEAR PAW ENERGY INC.", A COLORADO CORPORATION,  
WITH AND INTO "BPE ACQUISITION, LLC" UNDER THE NAME OF "BEAR PAW ENERGY, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF JANUARY, A.D. 2000, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTIETH DAY OF JANUARY, A.D. 2000.



*Edward J. Freel*

Edward J. Freel, Secretary of State

3139589 8100M

001028738

AUTHENTICATION: 0206947

DATE: 01-19-00

**CERTIFICATE OF MERGER  
OF  
BEAR PAW ENERGY INC.  
INTO  
BPE ACQUISITION, LLC**

It is hereby certified that:

1. The constituent business entities participating in the merger herein certified are:

(a) Bear Paw Energy Inc., which is incorporated under the laws of the State of Colorado; and

(b) BPE Acquisition, LLC, which is a limited liability company formed under the laws of the State of Delaware.

2. An Agreement and Plan of Merger has been approved and executed by each of the aforesaid constituent entities in accordance with the provisions of Section 7-90-203 of the Colorado Revised Statutes, to wit, Bear Paw Energy Inc., in accordance with the laws of the state of its incorporation and Section 18-209 of the Delaware Limited Liability Company Act, to wit, BPE Acquisition, LLC in accordance with the laws of the state of its formation.

3. The name of the surviving entity is BPE Acquisition, LLC which will continue in existence as said surviving entity under the name "Bear Paw Energy, LLC" upon the effective date of said merger pursuant to the provisions of the Delaware Limited Liability Company Act and the Colorado Corporations and Associations Act.

4. The Agreement and Plan of Merger is on file at the principal office of the surviving entity located at 370 Seventeenth Street, Suite 2750, Denver, Colorado 80217.

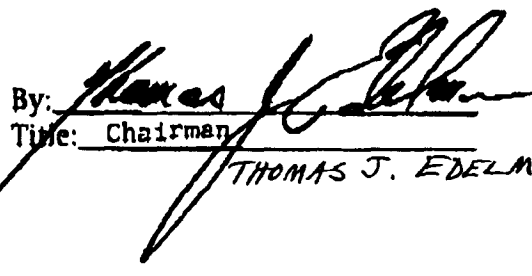
5. A copy of the Agreement and Plan of Merger has been furnished to each member of the surviving entity and each shareholder of Bear Paw Energy Inc.

6. This merger shall be effective on January 20, 2000.

**BEAR PAW ENERGY INC.**

By: *Robert J. Clark*  
Title: President  
*ROBERT J. CLARK*

BPE ACQUISITION, LLC

By:   
Title: Chairman  
THOMAS J. EDELMAN

STATEMENT OF MERGER  
OF  
BEAR PAW ENERGY INC.  
INTO  
BPE ACQUISITION, LLC

FILED - CUSTOMER COPY  
DONETTA DAVIDSON  
DELAWARE SECRETARY OF STATE  
20001013397 C  
\$ 75.00  
SECRETARY OF STATE  
01-20-2000 16:53:27

It is hereby certified that:

1. The constituent business entities participating in the merger herein certified are:

(a) Bear Paw Energy Inc., which is incorporated under the laws of the State of Colorado; and

(b) BPE Acquisition, LLC, which is a limited liability company formed under the laws of the State of Delaware.

2. An Agreement and Plan of Merger has been approved and executed by each of the aforesaid constituent entities in accordance with the provisions of Section 7-90-203 of the Colorado Revised Statutes, to wit, Bear Paw Energy Inc., in accordance with the laws of the state of its incorporation and Section 18-209 of the Delaware Limited Liability Company Act, to wit, BPE Acquisition, LLC in accordance with the laws of the state of its formation.

3. The name of the surviving entity is BPE Acquisition, LLC which will continue in existence as said surviving entity under the name "Bear Paw Energy, LLC" upon the effective date of said merger pursuant to the provisions of the Delaware Limited Liability Company Act and the Colorado Corporations and Associations Act.

4. The principal office of the surviving entity shall be located at 370 Seventeenth Street, Suite 2750, Denver, Colorado 80217.

5. This merger shall be effective January 20, 2000 upon the effectiveness of a Certificate of Merger filed with the Secretary of State of Delaware as provided in the Delaware Limited Liability Act.

BEAR PAW ENERGY INC.

By:   
Title: President

BPE ACQUISITION, LLC

By:   
Title: Chairman

Please include a typed self-addressed envelope

MUST BY TYPED  
FILING FEE: \$75.00  
MUST SUBMIT TWO COPIES

Mail to: Secretary of State  
Corporations Section  
1560 Broadway, Suite 200  
Denver, CO 80202  
(303) 894-2251  
Fax (303) 894-2242

For office use only 036

FILED - CUSTOMER COPY  
DONETTA DAVIDSON  
COLORADO SECRETARY OF STATE

20001008418 C  
\$ 90.00  
SECRETARY OF STATE  
01-13-2000 15:05:08

### APPLICATION FOR CERTIFICATE OF AUTHORITY OF A FOREIGN LIMITED LIABILITY COMPANY

Pursuant to the provisions of the Colorado Limited Liability Company Act, the undersigned limited liability company hereby applies for a Certificate of Authority to transact business in the State of Colorado, and for that purpose, submits the following statement:

FIRST: The name of the limited liability company is BPE Acquisition, LLC

SECOND: The name which it elects to use in Colorado is\* \_\_\_\_\_

\*If the name in the jurisdiction of organization is not available in Colorado.

THIRD: It is organized under the laws of Delaware


FOURTH: The date of its organization is December 9, 1999

FIFTH: The address of the proposed registered office in Colorado is (include City, State, Zip) \_\_\_\_\_  
1675 Broadway, Denver, Colorado 80202

and the name of its proposed registered agent in Colorado at that address is \_\_\_\_\_  
THE CORPORATION COMPANY

SIXTH: The address of its principal office (include City, State, Zip) 370 Seventeenth Street, Suite 2750, Denver, CO 80202

SEVENTH: THIS APPLICATION MUST BE ACCOMPANIED BY A CERTIFICATE OF GOOD STANDING ISSUE BY THE JURISDICTION OF ITS ORGANIZATION AND DATED WITHIN NINETY (90) DAYS OF THE FILING OF THE APPLICATION.

Signature   
Robert J. Clark

Its Manager (Manager, Member or Authorized Agent)

Please include a typed  
self-addressed envelope

**MUST BE TYPED**  
**FILING FEE: \$25.00**  
**MUST SUBMIT TWO COPIES**

Mail to: Secretary of State  
Corporations Section  
1560 Broadway, Suite 200  
Denver, CO 80202  
(303) 894-2251  
Fax (303) 894-2242

For office use only 036

20001013398 C  
\$ 40.00  
SECRETARY OF STATE  
01-20-2000 16:55:02

FILED - CUSTOMER COPY  
DONETTA DAVIDSON  
COLORADO SECRETARY OF STATE

**CHANGE OF NAME**

**AMENDED APPLICATION FOR  
CERTIFICATE OF AUTHORITY OF A  
FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to the provisions of the Colorado Limited Liability Company Act, the undersigned limited liability company hereby applies for a Certificate of Authority to transact business in the State of Colorado, and for that purpose, submits the following statement:

FIRST: The name of the limited liability company is BPE Acquisition, LLC

SECOND: The name of the company is changed to Bear Paw Energy, LLC

THIRD: It is organized under the laws of Delaware

FOURTH: The date of its organization is December 9, 1999

FIFTH: The address of the proposed registered office in Colorado is (Include City, State, Zip) \_\_\_\_\_

1675 Broadway, Suite 1200, Denver, Colorado 80202

and the name of its proposed registered agent in Colorado at that address is \_\_\_\_\_

The Corporation Company

SIXTH: The address of its principal office (Include City, State, Zip) \_\_\_\_\_

370 Seventeenth Street, Suite 2750, Denver, CO 80202

SEVENTH: THIS APPLICATION MUST BE ACCOMPANIED BY A CERTIFICATE OF GOOD STANDING ISSUED BY THE JURISDICTION OF ITS ORGANIZATION AND DATED WITHIN NINETY (90) DAYS OF THE FILING OF THE APPLICATION.

Signature   
Robert J. Clark, Its Manager



# STATE OF COLORADO

DEPARTMENT OF  
STATE

## CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF  
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

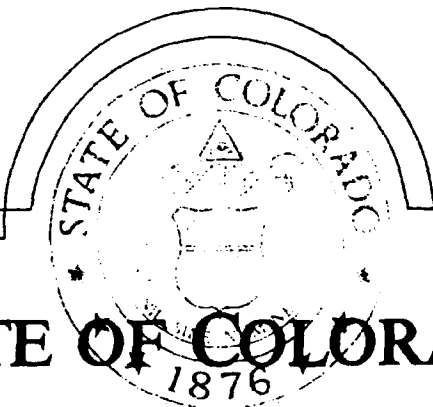
BPE ACQUISITION, LLC  
(DELAWARE LIMITED LIABILITY COMPANY)

FILE # 20001008418 WAS FILED IN THIS OFFICE ON January 13, 2000  
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE  
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD  
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS  
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: January 13, 2000

*Donetta Davidson*

SECRETARY OF STATE



# STATE OF COLORADO

DEPARTMENT OF  
STATE

## CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF  
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

BEAR PAW ENERGY, LLC  
(DELAWARE LIMITED LIABILITY COMPANY)

FILE # 20001008418 WAS FILED IN THIS OFFICE ON January 13, 2000  
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE  
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD  
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS  
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: January 20, 2000

*Donetta Davidson*

SECRETARY OF STATE

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "BPE ACQUISITION, LLC", FILED IN THIS OFFICE ON THE NINTH DAY OF DECEMBER, A.D. 1999, AT 6 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3139589 8100

991529196

AUTHENTICATION: 0130948

DATE: 12-10-99

STATE of DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE of FORMATION  
of  
BPE ACQUISITION, LLC

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- **First:** The name of the limited liability company is **BPE Acquisition, LLC.**
- **Second:** The address of its registered office in the State of Delaware is **1209 Orange Street** in the City of **Wilmington, Delaware 19801.** The name of its registered agent at such address is **The Corporation Trust Company.**
- **Third:** *(Use this paragraph only if the company is to have a specific effective date of dissolution.)* "The latest date on which the limited liability company is to dissolve is **N/A.**
- **Fourth:** *(Insert any other matters the members determine to include herein.)*

**N/A**

In Witness Whereof, the undersigned have executed this Certificate of Formation of **BPE Acquisition, LLC** this **9<sup>th</sup>** day of **December, 1999.**

BY:   
Authorized Person(s)

NAME: Michael J. Wozniak

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BPE ACQUISITION, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

3139589 8300

991529878

AUTHENTICATION: 0131787

DATE: 12-10-99

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "BPE ACQUISITION, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF FORMATION, FILED THE NINTH DAY OF DECEMBER, A.D. 1999, AT 6 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



3139589 8310

001025915

Handwritten signature of Edward J. Freel in cursive script.

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Edward J. Freel, Secretary of State

0203991

AUTHENTICATION:

01-18-00

DATE:

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"BEAR PAW ENERGY INC.", A COLORADO CORPORATION,  
WITH AND INTO "BPE ACQUISITION, LLC" UNDER THE NAME OF "BEAR PAW ENERGY, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF JANUARY, A.D. 2000, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTIETH DAY OF JANUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

3139589 8330

001028948

AUTHENTICATION: 0207058

DATE: 01-19-00