

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

ARROW FIELD SERVICES, LLC

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that ARROW FIELD SERVICES, LLC, a FOREIGN LIMITED LIABILITY COMPANY, authorized to transact business in the State of North Dakota on July 16, 2009, and according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing a FOREIGN LIMITED LIABILITY COMPANY.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Good Standing to

ARROW FIELD SERVICES, LLC

Issued: April 19, 2011

A handwritten signature in black ink, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

1 **PU-11-117** Filed: 4/19/2011 Pages: 8
Corporate Papers

2 **PU-11-99** Filed: 4/19/2011 Pages: 8
Corporate Papers

Arrow Field Services, LLC

Arrow Field Services, LLC





**CERTIFICATE OF AUTHORITY
FOREIGN LIMITED LIABILITY COMPANY
APPLICATION**
SECRETARY OF STATE
SFN 19381 (07-2008)

RECEIVED

JUL 09 2009

SEC. OF STATE

FOR OFFICE USE ONLY

ID Number:	25,827,500	FLC
WO Number:	595778	
Filed:	7-16-09	By: NS

TYPE OR PRINT LEGIBLY SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

1. The application is accompanied by
- *Certificate of authority fee of \$135
 - *Current CERTIFICATE OF GOOD STANDING or CERTIFICATE OF EXISTENCE duly authenticated by the organizing officer of the state or country of organization.
 - Certification of professional license
 - Signed consent to use of name and fee of \$10
 - Trade name registration and fee of \$25

For reference, see North Dakota Century Code, Sections 10-31-01, 10-31-13.1, and 10-32-138

2. Identify type of limited liability company applying for certificate of authority <input checked="" type="checkbox"/> Foreign Business <input type="checkbox"/> Foreign Professional	3. Federal ID Number
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4. Name of limited liability company exactly as it appears on Certificate of Good Standing from state or country of origin
ARROW FIELD SERVICES, LLC

5. If applicable, provide the trade name and complete the Trade Name Registration form if the selected trade name is not already registered in North Dakota. Only provide the trade name in this line if:

- a) The limited liability company name is not in the form as required of limited liability companies in North Dakota.
- b) The Secretary of State has notified the limited liability company that its name is the same as or deceptively similar to a name already registered, and the limited liability company is unable to obtain consent to use of name from the previous filer or a certified copy of a final decree of a court of competent jurisdiction establishing prior right of this limited liability company to use of the name in North Dakota.
- c) The limited liability company does not wish to use or protect its name in North Dakota and chooses to use a name other than its limited liability company name.

6. Complete address of executive office: (Street/RR, PO Box, City, State, Zip+4) which may not only be a post office box number
One Warren Place, 6100 S. Yale Avenue, Suite 1700, Tulsa, OK

7. State or country where organized Delaware	8. Date when limited liability company will expire in state or country of origin: (month, day, year) or indicate "perpetual". perpetual	9. Telephone Number (918) 488-6456	10. Toll-free telephone Number
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11.A. Name of commercial registered agent in North Dakota: C T Corporation System **OR** 11.B. Name of noncommercial registered agent in North Dakota

11.C. Address of noncommercial registered agent in North Dakota: (Street/RR, PO Box, City, State, Zip+4) May not be only a post office box.

12. Nature of business or activities the limited liability company intends to conduct in the State of North Dakota
Acquire, own, hold, develop and operate oil and gas midstream assets, including without limitation pipelines and other related facilities.

13. MANAGERS AND GOVERNORS OF THE LIMITED LIABILITY COMPANY					
MANAGERS	Check box if manager also serves as governor	COMPLETE MAILING ADDRESS			
		Street/RR	PO Box	City	State Zip+4
	<input type="checkbox"/>				
	<input type="checkbox"/>				
	<input type="checkbox"/>				
	<input type="checkbox"/>				
	<input type="checkbox"/>				
Managing Member Arrow Midstream Holdings, LLC	<input checked="" type="checkbox"/>	One Warren Place, 6100 S. Yale Avenue, Suite 1700, Tulsa, OK			
Managing Member	<input type="checkbox"/>				

If needed, attach sheet to add names of additional managers or governors.

14. "The undersigned has read the foregoing application, knows the contents thereof, and believes the statements are true. I further authorize the Secretary of State to correct numbers 4, 7, 11A, and 11B if not correctly reflected."

Signature: Date: 07/08/09

15. Name of person to contact about this document Scott Martin	E-Mail Address	Daytime telephone number and extension, if any (918) 488-6433
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CT

a Wolters Kluwer business

CT
111 Eighth Avenue
New York, NY 10011

212 894 8940 tel
212 590 9180 fax
www.ctlegalsolutions.com

November 16, 2010

Clara M. Jenkins
Director, Business Systems & Programs
Office of the Secretary of State
600 East Boulevard Avenue, Dept. 108
Bismarck, North Dakota 58505-0500

RECEIVED

NOV 17 2010

SEC. OF STATE

Re: Change of Address for C T Corporation System (A Commercial Registered Agent)

Dear Ms. Jenkins:

Please change the address of **C T Corporation System**, a commercial registered agent, to the following:

314 East Thayer Avenue

Bismarck ND 58501

As always, thank you for your kind assistance.

Very truly yours,


Kenneth Uva

Vice President

NORTH DAKOTA
Filed 11-18 2010


SECRETARY OF STATE





STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 2 pages as taken from the original on file in this office. Originality of this certification can be determined by the color red.

DATED: 4-19-11

BY: LS

Alvin A. Jaeger

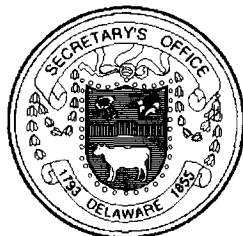
Alvin A. Jaeger
SECRETARY OF STATE

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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 "ARROW FIELD SERVICES, LLC", FILED IN THIS OFFICE ON THE EIGHTH DAY OF JANUARY, A.D. 2009, AT 11:37 O'CLOCK A.M.



4642700 8100

090015527

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7069637

DATE: 01-08-09

**CERTIFICATE OF FORMATION
OF
ARROW FIELD SERVICES, LLC**

Pursuant to Section 18-201 of the
Delaware Limited Liability Company Act

FIRST: The name of the limited liability company is ARROW FIELD SERVICES, LLC.

SECOND: The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

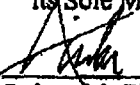
THIRD: The limited liability company agreement of the limited liability company may establish or provide for the establishment of an unlimited number of designated series of members or limited liability company interests having separate rights, powers or duties with respect to specified property or obligations of the limited liability company or profits and losses associated with specified property or obligations of the limited liability company and, to the extent provided in the limited liability company agreement of the limited liability company, any such series may have a separate business purpose or investment objective. The limited liability company shall maintain separate and distinct records for any such series and the assets associated with any such series shall be held and accounted for separately from the other assets of the limited liability company or any other series thereof. The limited liability company agreement of the limited liability company shall provide, and notice is hereby set forth, that the debts, liabilities and obligations incurred, contracted for or otherwise existing with respect to a particular series shall be enforceable against the assets of such series only, and not against the assets of the limited liability company generally or any other series thereof, and, unless otherwise provided in the limited liability company agreement of the limited liability company, none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the limited liability company generally or any other series thereof shall be enforceable against the assets of such series.

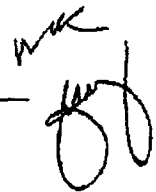
IN WITNESS WHEREOF, ARROW FIELD SERVICES, LLC has caused this Certificate of Formation to be executed as of this 7th day of January, 2009.

ARROW FIELD SERVICES, LLC

By: Arrow Midstream Holdings, LLC
Its Sole Member

By: Zenergy Properties, LLC
Its Sole Member

By: 
Robert M. Zinke
Authorized Person



Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARROW FIELD SERVICES, 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 THIRTEENTH DAY OF APRIL, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

4642700 8300

110409865

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8690015

DATE: 04-13-11