

C R O W L E Y F L E C K LLP

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**RECEIVED**

*Hand Delivered*

APR 15 2011

April 14, 2011

**PUBLIC SERVICE COMMISSION**

Pat Fahn  
North Dakota Public Service Commission  
600 East Boulevard Avenue, Dept. 408  
Bismarck, ND 58505-0480

In re: Whiting Oil and Gas Corporation  
Belfield Oil Pipeline

Dear Mr. Fahn:

Enclosed are the original of a North Dakota certificate of good standing and copies of certified articles of incorporation and a certificate of good standing from Delaware for Whiting Oil and Gas Corporation. Delaware does not provide originals but only provides electronic copies. Note that there is a website on the two Delaware certificates at which the certificates may be verified.

If you have any questions, please let me know. Thank you for your assistance in this matter.

Very truly yours,

  
John W. Morrison

cc: Nicole Tebow

# *State of North Dakota*

## SECRETARY OF STATE



### CERTIFICATE OF GOOD STANDING OF

WHITING OIL AND GAS CORPORATION

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that WHITING OIL AND GAS CORPORATION, a Delaware corporation, authorized to transact business in the State of North Dakota on September 9, 1994, 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 foreign corporations.

**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

WHITING OIL AND GAS CORPORATION

Issued: April 13, 2011

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger  
Secretary of State

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "WHITING OIL AND GAS CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 2003, AT 10:54 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-THIRD DAY OF JULY, A.D. 2008, AT 11:24 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2009, AT 10:53 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2009, AT 7 O'CLOCK P.M.



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "J. Bullock", is written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 8693649

DATE: 04-14-11

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
WHITING OIL AND GAS CORPORATION

Pursuant to Sections 242 and 245 of the  
Delaware General Corporation Law

Whiting Oil and Gas Corporation, (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "GCL"), does hereby certify as follows:

(1) The name of the Corporation is Whiting Oil and Gas Corporation. The original certificate of incorporation of the Corporation was filed with the office of the Secretary of State of the State of Delaware on the 18<sup>th</sup> day of August, 1983.

(2) This Amended and Restated Certificate of Incorporation was duly adopted by the Board of Directors of the Corporation and the sole stockholder of the Corporation in accordance with Sections 228, 242 and 245 of the GCL.

(3) This Amended and Restated Certificate of Incorporation restates and integrates and amends the Certificate of Incorporation of the Corporation, as heretofore amended or supplemented.

(4) The text of the Certificate of Incorporation is restated in its entirety as follows:

FIRST. The name of the Corporation is Whiting Oil and Gas Corporation.

SECOND. The address of the registered office of the Corporation 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 Corporation Trust Company.

THIRD. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activities for which corporations may be organized under the General Corporation Law of the State of Delaware (the "GCL").

FOURTH. (a) The total number of shares of stock that the corporation shall have authority to issue is 1,000 shares of common stock, each having a par value of \$1.00 per share ("Common Stock").

(b) Each holder of record of the Common Stock shall have one vote for each share of Common Stock standing in his name on the books of the Corporation and entitled to vote. The Common Stock shall have no special powers, preferences or rights, or qualifications, limitations or restrictions thereof.

(c) Cumulative voting by any holder of Common Stock of the Corporation entitled to vote shall not be allowed in the election of directors or for any other purpose.

**FIFTH.** The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(a) **Business and Affairs of the Corporation.** The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(b) **Number of Directors.** The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the bylaws of the Corporation.

(c) **Classified Board of Directors.** The directors shall be divided into three classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board of Directors. The initial division of the Board of Directors into classes shall be made by the decision of the affirmative vote of a majority of the entire Board of Directors. The term of the initial Class I directors shall terminate on the date of the 2004 annual meeting; the term of the initial Class II directors shall terminate on the date of the 2005 annual meeting; and the term of the initial Class III directors shall terminate on the date of the 2006 annual meeting. At each succeeding annual meeting of stockholders beginning in 2004, successors to the class of directors whose term expires at that annual meeting shall be elected for a three-year term. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case will a decrease in the number of directors shorten the term of any incumbent director. As used in this Amended and Restated Certificate of Incorporation, the term "entire Board of Directors" means the total number of directors which the Corporation would have if there were no vacancies.

(d) **Term.** A director shall hold office until the annual meeting for the year in which his or her term expires and until his or her successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

(e) **Vacancies: Removal.** Any vacancy on the Board of Directors may be filled in the manner prescribed in the Corporation's bylaws. Any or all of the directors of the Corporation may be removed from office at any time by the affirmative vote of the holders of at least a majority of the voting power of the Corporation's then outstanding capital stock entitled to vote generally in the election of directors.

(f) **Power of the Directors.** In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Amended and Restated Certificate of Incorporation, and any bylaws adopted by the

stockholders; provided, however, that no bylaws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such bylaws had not been adopted.

**SIXTH.** The Board of Directors of the Corporation is expressly authorized to make, adopt, alter, amend or repeal the bylaws of the Corporation.

**SEVENTH.** No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the GCL as the same exists or may hereafter be amended. If the GCL is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the GCL, as so amended. Any repeal or modification of this Article **SIXTH** shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

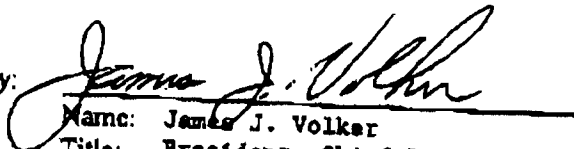
**EIGHTH.** The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Article **SEVENTH** shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article **SEVENTH** to directors and officers of the Corporation.

The rights to indemnification and to the advance of expenses conferred in this Article **SEVENTH** shall not be exclusive of any other right which any person may have or hereafter acquire under this Amended and Restated Certificate of Incorporation, the bylaws of the Corporation, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

Any repeal or modification of this Article **SEVENTH** shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be executed on its behalf this 17th day of September, 2003.

By:   
Name: James J. Volker  
Title: President, Chief Executive Officer  
and Director

**CERTIFICATE OF AMENDMENT  
TO THE  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
WHITING OIL AND GAS CORPORATION**

In accordance with the provisions of Section 242 of the Delaware General Corporation Law (the "DGCL"), the undersigned, an officer duly authorized on behalf of Whiting Oil and Gas Corporation, a Delaware corporation (the "Company"), hereby certifies and acknowledges as follows:

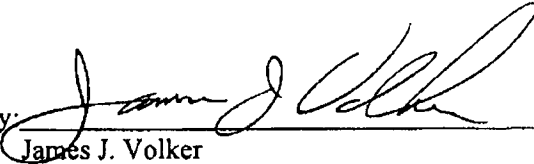
1. The Company hereby amends and replaces in its entirety paragraph (c) of Article FIFTH of its Amended and Restated Certificate of Incorporation filed September 17, 2003, with the Secretary of State of the State of Delaware with the following:

"(c) Intentionally Omitted."

2. The amendment to the Restated Certificate of Incorporation of the Company set forth herein was duly adopted by the Board of Directors and sole stockholder of the Company on July 23, 2008, in accordance with Section 242 of the DGCL.

Executed on behalf of the Company as of the 23rd day of July, 2008.

**WHITING OIL AND GAS CORPORATION**

By:   
James J. Volker

Chairman, President and Chief Executive Officer

**STATE OF DELAWARE**  
**CERTIFICATE OF MERGER**

**MERGING**

**EQUITY OIL COMPANY**  
(a Colorado corporation)

**INTO**

**WHITING OIL AND GAS CORPORATION**  
(a Delaware corporation)

\* \* \* \* \*

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is Whiting Oil and Gas Corporation, a Delaware corporation (the "*Surviving Corporation*"), and the name of the corporation being merged into the Surviving Corporation is Equity Oil Company, a Colorado corporation (the "*Non-Delaware Corporation*").

**SECOND:** The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252 of the General Corporation Law of the State of Delaware.

**THIRD:** The Amended and Restated Certificate of Incorporation of the Surviving Corporation shall be its Amended and Restated Certificate of Incorporation.

**FOURTH:** The authorized stock and par value of the Non-Delaware Corporation is 100 shares of common stock, par value \$.001.

**FIFTH:** The merger is to become effective on September 30, 2009 at 7:00 p.m. Eastern Daylight Time.

**SIXTH:** The Agreement and Plan of Merger is on file at 1700 Broadway, Suite 2300, Denver, CO 80290, an office of the Surviving Corporation.

**SEVENTH:** A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder or shareholder of the constituent corporations.

**IN WITNESS WHEREOF**, said Surviving Corporation has caused this Certificate of Merger to be signed by an authorized officer the 15th day of September 2009.

**WHITING OIL AND GAS CORPORATION**

By: 

Bruce R. DeBoer

Vice President, General Counsel and Secretary

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WHITING OIL AND GAS CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF APRIL, A.D. 2011.

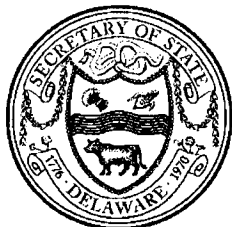
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.


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

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8693648

DATE: 04-14-11