

C R O W L E Y F L E C K P.L.L.C.

John W. Morrison
400 East Broadway, Suite 600
P.O. Box 2798
Bismarck, ND 58502-2798
701.223.6585
jmorrison@crowleyfleck.com

July 16, 2012

Via Hand Delivery

Mr. Darrell Nitschke
Executive Director
North Dakota Public
Service Commission
600 E. Boulevard, Dept. 408
Bismarck, ND 58505-0480

RECEIVED

JUL 16 2012

PUBLIC SERVICE COMMISSION

In re: Hess Corporation.
Tioga NGL Project
Williams County
Case No. PU-11-104

Dear Mr. Nitschke:

Enclosed for filing are the original and ten copies of the following:

- 1) Affidavit of P.A. Woody;
- 2) Certificate of Good Standing of Hess Corporation; and
- 3) Certificate of Authority.

Please call should you have any questions.

Very truly yours,



John W. Morrison

lh
enc.

cc: Allen C. Hoberg (via email)
Chris Marohl (via email)
Mark Gruman (via email)

27 PU-11-104 Filed 07/16/2012 Pages: 31
Corporate papers
Hess Corporation

BILLINGS BISMARCK BOZEMAN HELENA KALISPELL

C R O W L E Y F L E C K P.L.L.C.

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

HESS CORPORATION

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that HESS CORPORATION, a Delaware corporation, authorized to transact business in the State of North Dakota on March 16, 1942, 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

HESS CORPORATION

Issued: July 13, 2012

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

Alvin A. Jaeger
Secretary of State

(8) Its authorized aggregate number of shares having par value is None
of the par value of \$ ----- per share and its authorized aggregate number of shares with-
out par value is 1,000,000, which authorized shares are itemized by classes and
series as follows:

All Common.

(9) The issued or allotted aggregate number of its par value shares is None
of the par value of \$ ----- per share and the issued or allotted aggregate number of its
shares without par value is 922,075, which shares are itemized by classes and
series as follows:

All Common.

(10) The officers executing this application for a certificate of authority to transact business in the
State of North Dakota have been duly authorized so to do by its Board of Directors.

IN WITNESS WHEREOF, Said corporation has caused this application to be executed by its
President and its ----- Secretary and its corporate seal to be hereunto affixed this
12th day of March, A. D. 1942

AFFIX

CORPORATE

SEAL

AMERADA PETROLEUM CORPORATION



President.

Secretary.

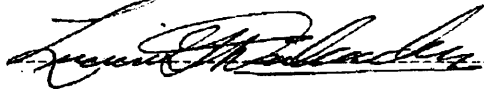
STATE OF NEW YORK }
County of NEW YORK } ss.

On this 12th day of March, A. D. 1942, before me personally appeared
A. Jacobsen and Robert Nock,
to me personally known, who, being by me duly sworn, did say that they are respectively the
President and ----- Secretary of Amerada Petroleum Corporation,
that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said

RIDER - Item 7

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
A. Jacobsen	120 Broadway, New York, N. Y.	President and Director
A. M. Blow	Beacon Building, Tulsa, Oklahoma.	Vice-President and Director
Willard H. Carr	120 Broadway, New York, N. Y.	Director
Dean Mathey	28 Nassau Street, New York, N. Y.	Director
Ernest B. Tracy	One Wall Street, New York, N. Y.	Director
B. B. Weatherby	Beacon Building, Tulsa, Oklahoma.	Vice-President and Director.
Robert M. Youngs	115 Broadway, New York, N. Y.	Director
E. S. Porter	Beacon Building, Tulsa, Oklahoma.	Vice-President
E. H. McCollough	417 South Hill Street, Los Angeles, Cal.	Vice-President
Robert Nock	120 Broadway, New York, N. Y.	Secretary
E. P. Potter	120 Broadway, New York, N. Y.	Treas. & Compt.
Otto Fuchs	120 Broadway, New York, N. Y.	Assistant-Secretary
L. E. Etchison	Beacon Building, Tulsa, Okla.	Assistant-Secretary
C. E. Boone	417 South Hill Street, Los Angeles, Cal.	Assistant-Secretary

instrument was executed in behalf of said corporation by authority of its Board of Directors; that they have read the foregoing application subscribed by them and know the contents thereof, and that the same is true of their own knowledge; and said A. Jacobsen and Robert Nock acknowledged said instrument to be the free act and deed of said corporation.



AFFIX

Notary Public, NOTARY PUBLIC, QUEENS COUNTY
QUEENS CO. CLK'S No. 483; RES. NO. 1472
N. Y. Co. CLK'S No. 264, RES. No. 2-D-182
COMMISSION EXPIRES MARCH 30, 1942 County,

NOTARIAL

State of _____

SEAL

My commission expires _____

INSTRUCTIONS

Item (2)—If the name of the corporation ends with the word "Corporation" or the word "Incorporated" or the abbreviation "Inc." or contains the word "Company" or the abbreviation "Co." not immediately preceded by the word "and" or the character "&," this item may be disregarded by the applicant corporation; otherwise, the first blank in Item (2) must be filled in with the word "Incorporated" or the abbreviation "Inc." and the second blank must be filled in with the name of the applicant corporation with the added word or abbreviation which it agrees to use in the State of North Dakota. See Section 5 (a) (2) of North Dakota Foreign Corporation Act.

Items (4), (5) and (7)—The addresses given must include the name of the post office, street and number, if any, or name of building and room or office number therein when customarily used as part of a mailing address.

Fees—Initial License Fee \$50.00 (Sec. 6).

For filing application \$5.00 (Sec. 21 (a) (1).)

For issuing Certificate \$2.00 (Sec. 21 (a) (7).)

For remittance with certificate of authority to the register of deeds of county registered office in North Dakota \$1.00 (Sec. 21 (b)—of North Dakota Foreign Corporation Act, Chapter 116 Laws of North Dakota for 1937.

FOR RECORD BY THE SECRETARY OF STATE OF THE STATE OF NORTH DAKOTA.

All fees and charges paid on March 16, 1942
 Certificate issued and recorded, No. 610
 Certificate transmitted with fee of \$1.00 to register of deeds, Burleigh
 County, on March 16, 1942
Irene Walters Clerk.

FOREIGN CORPORATION
 FILE NUMBER 610

No. 610

UNITED STATES OF AMERICA

DEPARTMENT

OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

HERMAN THORSON,

I, ~~JAMES D. GRONNA~~, Secretary of State

of the State of North Dakota, do hereby certify that

AMERADA PETROLEUM CORPORATION

whose corporate name in North Dakota is

THE SAME

a corporation of the State of DELAWARE, incorporated on the

SEVENTH day of FEBRUARY, 1 920, with PERPETUAL existence

therefrom, and which maintains a registered office in the State of North Dakota at Number 26789,

LITTLE BUILDING

in the City of

BISMARCK

County of DAKOTA, has

duly complied with the provisions of the North Dakota Foreign Corporation Act, Chapter 116, Laws of North Dakota for 1937, and is authorized to do business herein with all the powers, rights, and privileges, and subject to the limitations, duties, and restrictions which by law appertain thereto.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in the City of Bismarck, this SIXTEENTH day of MARCH A. D., 1942.

SEAL

HERMAN THORSON

Secretary of State

By G. A. GILBERTSON

Deputy

FOREIGN CORPORATION
Certificate of Authority

File No. 610

DUPLICATE

Buy "Dakota Maid" Flour

State of Delaware

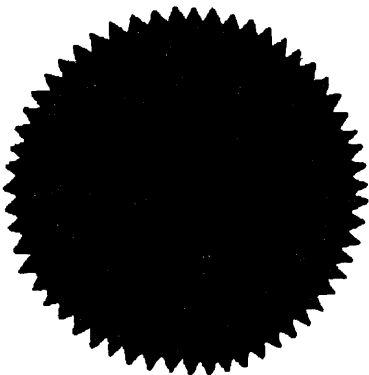


Office of Secretary of State

I, Harris B. McDowell, Jr., Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of

Certificate of Amendment of the "AMERADA PETROLEUM CORPORATION",
as received and filed in this office the eighteenth day of May,
A.D. 1951 at 2:05 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover, this twenty-third day
of May in the year of our Lord
one thousand nine hundred and fifty-one.



Harris B. McDowell, Jr.
Secretary of State

Allen W. White
Ass't Secretary of State

STATE OF NORTH DAKOTA } ss
Department of State

Filed for record the 29th

day of May 1951

Thomas Hall
SECRETARY OF STATE.

By Charles Lissaman
DEPUTY.

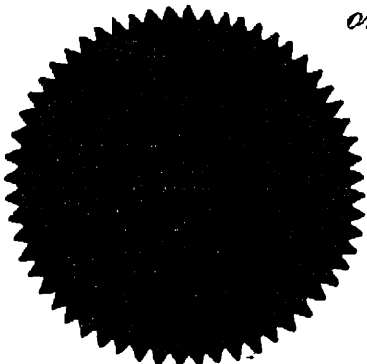
State of Delaware



Office of Secretary of State

I, John N. McDowell, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of "AMERADA PETROLEUM CORPORATION", as received and filed in this office the tenth day of May, A. D. 1955, at 3:30 o'clock P.M., E.D.S.T.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this twelfth day of May in the year of our Lord one thousand nine hundred and fifty-five.



John N. McDowell
Secretary of State

M. J. Fox
Ass't. Secretary of State

STATE OF NORTH DAKOTA } 00
Department of State

Filed for record the 19th

day of May 1955

Ben Meier

SECRETARY OF STATE

Harriet Whitty
DEPUTY

STATE OF NORTH DAKOTA
COUNTY OF WILLIAMS

IN DISTRICT COURT
FIFTH JUDICIAL DISTRICT

Amerada Petroleum Corporation,

Plaintiff,

-vs-

Ira A. Knox, Jennie Knox, also known as Jennie J. Knox, Ben Picha, W. C. Crilly, Florence Crilly, Nellie J. Hyde, Neva H. MacMaster, Audrey H. Bourgeois, E. W. Hanson, Harry G. Letts, William T. Trepalmer, Frank W. Peterson, Ruth A. Wallraff, Ed Walter Engstrom, Elmer Afseth, A. H. Anderson, Eivind Tandberg, J. Allen Smith, Deceased, Laura Aird Smith, also known as Laura B. Smith, Col. L. A. Smith, Miriam Smith Avakian, Aird C. Smith, Ben Wissbrod, Sophus Jessen, Irene Solberg, individually and as administratrix of August Solberg, Deceased, Doryne Batten, Arden Solberg, and Carolyn Solberg, a minor, Roy E. Grinnell, James D. Lowe, Robert J. Lowe, J. Erle Grinnell, T. L. Pierce, Martha Peterson, Clara Olson, R. Wallace Gotham, L. G. Heyerdahl, Lola Mary Hogan, J. D. O'Connell, Alvina Chappell, Leonora Rinde Halversen, Roy (aka Rolf) Halversen, Donald L. Rood, Martha Slette Bauman, Margaret Lee Ryan, Louise Brown Naas, Selma Olson Eckhoff, Mary Elizabeth Dolan, Mrs. Clara A. Miller and Jess M. Miller, A. W. Aylmer, Oscar L. Olson, C. L. Potber, Herman Kovnick, Landowners Royalty Co., Lawrence M. Tavis, Trustee, R. O. Lageson, Helen M. Schell, F. P. Bergman, Jr., P. M. Schmitz, Clarence Halphide, Ray O. (aka Ray M.) Halphide, Lena Burton, Charles Hartssock as administrator with the will annexed of Martha Gunderson Hoylman, Deceased, Alice Sheldon, Gerald J. Gunderson, Victor R. Hoylman, Elsa Clausen, Arnold Meyer, W. R. Schulze, O. Gunvaldson, Ben Meier, Percy G. Willson, Leonard Zimmer, C. H. and Helen E. Christensen, Mary Wood, Lewis P. and Maurice M. Kelly, W. A. Morin, L. A. Harvey, F. L. Castle, J. A. Biever, John L. McCormick, Steve Gorman, Florence M. Torgerson, Gerald Thomas Torgerson, Ole O. Johnson, Fred Falstad, Anna Thompson, Ernestine Crosse, A. R. Babcock, A. P. Brownson, Dorothy Johnson, Agatha Johnson, Marcella Bernier, J. E. Kilshaw, Mrs. Mary E. Schmidt, Theodore Moen, Jean Polis (Dan Polis' widow), Jean Polis (Daughter of Dan Polis), Helen Murray, Dan Polis, Jr., John Polis, Robert Polis, Evelyn Mauseth, and John Sivertson,

Defendants.

NOTICE OF MOTION

STATE OF NORTH DAKOTA
Department of State
Filed for record the *4th*
day of *February*, 19 *59*
Ben Meier
SECRETARY OF STATE

RECEIVED
DEPUTY

State of Delaware



Office of Secretary of State

J. Elisha C. Duker, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "AMERADA PETROLEUM CORPORATION",
as received and filed in this office the ninth day of May, A.D.
1963, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this seventeenth day
of May in the year of our Lord
one thousand nine hundred and sixty-three.

J. Elisha C. Duker

Secretary of State

D. F. Downs

Ass't Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE

To the Secretary of State of the State of North Dakota:

Pursuant to the provisions of Sections 10-1910 or 10-2209 of the North Dakota Century Code, as amended, the undersigned registered agent submits the following statement for the purpose of changing the registered office in the State of North Dakota for each corporation for which it is acting as registered agent:

First: The name of the corporation is

AMERADA PETROLEUM CORPORATION
N-1-F

(This corporation was named in a statement of change of registered office filed on July 3, 1963 by its registered agent.)

Second: The address of the present registered office of such corporation is Suite 6-7-8-9 Little Building, Bismarck, N. D.

Third: The address to which such registered office is to be changed is 320 North 4th Street, c/o C T Corporation System, Bismarck, N. D.

Fourth: The name of the present registered agent of such corporation is

C T CORPORATION SYSTEM

Fifth: The address of the registered office of such corporation and the business office of the registered agent as changed will be identical.

Sixth: A copy of this statement has been mailed to such corporation.

Dated July 1, 1963

C T CORPORATION SYSTEM
By C. G. Dederick, Vice-President

C. G. DEDERICK being first duly sworn says that he is the Vice-President of C T CORPORATION SYSTEM and that he has read the foregoing and knows the contents thereof, and verily believes the statements made therein to be true.

By C. G. Dederick, Vice-President

Subscribed and sworn to before me this 1st day of July, 1963.

Fredrick Farran, Notary Public

NOTARIAL SEAL

State of New York

My Commission Expires March 30, 1964.

Filing Date 7-3, 1963
Bew Meier
Secretary of State

Deputy

FREDERICK FARRAN
NOTARY PUBLIC, State of New York
No. 52-6237150
Qualified in Suffolk County
Certificate filed in New York County
Term Expires March 30, 1964

State of Delaware



Office of Secretary of State

I, Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "AMERADA PETROLEUM CORPORATION",
as received and filed in this office the seventh day of May,
A.D. 1968, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this ninth day
of May in the year of our Lord
one thousand nine hundred and sixty-eight.

Elisha C. Dukes

Secretary of State

J. F. Lounsbury

Asst. Secretary of State



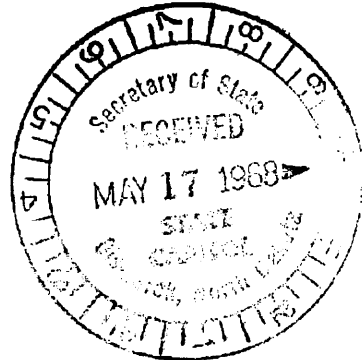
Certified Copy
AMERADA PETROLEUM CORPORATION



Certificate of Amendment
of
Certificate of Incorporation



Effective May 7, 1968



STATE OF NORTH DAKOTA } ss
Secretary of State

Filed for record the 17 day of May 1968
Ben Meier
SECRETARY OF STATE

CB
DEPUTY

State of Delaware



Office of Secretary of State

I, Eugene Bunting, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Agreement of Merger of the "HESS OIL & CHEMICAL
CORPORATION", merging with and into the "AMERADA PETROLEUM CORPORATION",
under the name of "AMERADA HESS CORPORATION", as received and filed
in this office the twentieth day of June, A.D. 1969, at 1 o'clock P.M.

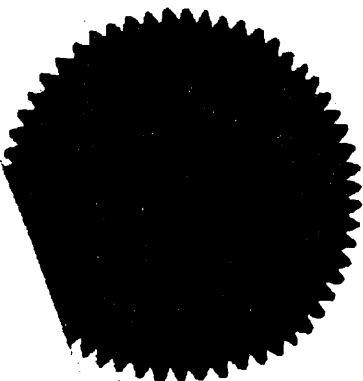
In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this third day
of July in the year of our Lord
one thousand nine hundred and sixty-nine.

Eugene Bunting

Secretary of State

R. W. Caldwell

Asst. Secretary of State



Filed for record No. 31

day of July

1969

AGREEMENT AND PLAN OF MERGER

Ben Meier
SECRETARY OF STATE

AGREEMENT AND PLAN OF MERGER dated as of January 15, 1969 between AMERADA PETROLEUM CORPORATION, a Delaware corporation (herein called "Amerada"), and HESS OIL & CHEMICAL CORPORATION, a Delaware corporation (herein called "Hess", and, together with Amerada, collectively called the "Constituent Corporations");

WHEREAS, the respective Boards of Directors of Hess and Amerada deem it desirable and in the best interests of Hess and Amerada and their respective stockholders that Hess be merged into Amerada as provided in this Agreement and Plan of Merger (herein called "this Agreement").

Now, THEREFORE, in consideration of the premises and of the agreements hereinafter set forth, the parties hereby agree as follows:

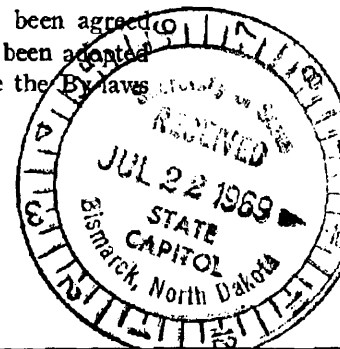
§ 1. MERGER.

A. This Agreement shall be submitted to the stockholders of each of the Constituent Corporations pursuant to § 251(c) of the General Corporation Law of the State of Delaware on or about May 15, 1969, or as soon thereafter as practicable. If this Agreement is adopted by said stockholders in the manner prescribed by said § 251(c), that fact shall be certified on this Agreement and this Agreement shall be executed and acknowledged, all in the manner prescribed by said § 251(c). If the above actions have been completed and if the tax ruling referred to in § 7C(2) is received and subject to the other terms and conditions hereof, this Agreement shall be filed in the manner prescribed by said § 251(c) on such date as shall be agreed upon by the Constituent Corporations, or, in the event that the Constituent Corporations are unable so to agree, on the tenth business day after the day on which the later of the adoption, in the manner referred to above, of this Agreement by the stockholders of Amerada or of Hess or the receipt of the tax ruling referred to above shall occur, and, when so filed, shall be recorded in the manner prescribed by said § 251(c).

B. At the time of such filing of this Agreement (herein called the "Effective Time"), Hess shall, in accordance with the General Corporation Law of the State of Delaware and in the manner herein described, be merged into Amerada which shall be the surviving corporation (herein sometimes called the "Surviving Corporation").

C. As of the Effective Time:

- (1) the name of the Surviving Corporation shall be changed to "Amerada Hess Corporation",
- (2) the Certificate of Incorporation of Amerada, as heretofore amended and restated, shall be further amended and restated so as to read in its entirety as set forth in *Exhibit 1* annexed hereto, and as so amended and restated shall be the Certificate of Incorporation of the Surviving Corporation, until changed or amended as provided by law,
- (3) the authorized capital stock of the Surviving Corporation shall be as set forth in such Certificate of Incorporation of the Surviving Corporation,
- (4) the By-Laws of Amerada, as amended by amendments thereto which have been agreed upon by the Constituent Corporations and which shall prior to the Effective Time have been adopted (to take effect at the Effective Time) by the Board of Directors of Amerada, shall be the By-Laws of the Surviving Corporation until amended as provided therein, and



APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF

AMERADA PETROLEUM CORPORATION

TO THE SECRETARY OF STATE
State of North Dakota

Pursuant to the provisions of Section 115 of the North Dakota Business Corporation Act, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in your State, and for that purpose submits the following statements:

FIRST: A Certificate of Authority was issued to the corporation by your office on August 22,
1969, authorizing it to transact business in your State under the name of Amerada Petroleum Corporation

SECOND: The corporate name of the corporation has been changed to Amerada Hess Corporation
(If name has not been changed, insert words "No Change")

THIRD: The name which it elects to use hereafter in your State is Amerada Hess Corporation

FOURTH: It desires to pursue in the transaction of business in your State other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: to engage in the exploration
(If purposes not changed, insert words "No Change")
for and the exploitation, refining, manufacturing, processing, storage, terminaling,
transportation and marketing of petroleum, minerals, and their derivatives, and in
activities incidental or related thereto, and in any other activities permitted by
its Certificate of Incorporation.

CORPORATE SEAL

AMERADA HESS CORPORATION
(Exact corporate name)
By [Signature] President or Vice-President
and [Signature] Secretary or Asst.-Secretary.

John P. Hammond being first duly sworn, says that he is
the Executive Vice President of AMERADA HESS CORPORATION
(Officer) (Name of Corporation)

and that he has read the foregoing application and knows the contents thereof, and verily believes the statements made therein to be true.

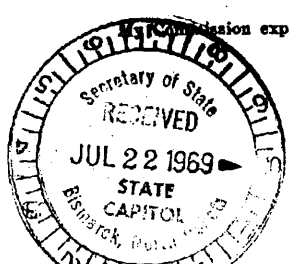
[Signature]
(Signature of Officer)

Subscribed and sworn to before me this 11th day of July, 1969

NOTARIAL SEAL

[Signature] Notary Public.
State of Oklahoma

Certificate No. 3670
Filed July 31 1969
Fee: 16.00



Commission expires Sept. 26, 1971

Nº 3670

United States of America

DEPARTMENT



OF STATE

State of North Dakota

AMENDED CERTIFICATE OF AUTHORITY

To All to Whom these Presents shall Come,

I, BEN MEIER, Secretary of State of the State of North Dakota do hereby certify that the undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of an Application of AMERADA PETROLEUM CORPORATION for an amended Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the North Dakota Business Corporation Act, have been received in this office and are found to conform to Law.

ACCORDINGLY, the undersigned, as such Secretary of State, and by virtue of the Authority vested in me by Law, hereby issue this amended Certificate of Authority to AMERADA PETROLEUM CORPORATION to transact business in this State under the name of AMERADA HESS CORPORATION and also pursues additional purposes and attach hereto a duplicate original of the Application for such amended Certificate.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in the City of Bismarck, this 31st day of July A. D., 19 69.

Great Seal

/s/ BEN MEIER
Secretary of State

Foreign Corporation
Amended Certificate of Authority

File No. 610

DUPLICATE

By _____ Deputy

"Buy Dakota Maid Flour"

STATEMENT OF CHANGE OF REGISTERED OFFICE

610-F.

To the Secretary of State of the State of North Dakota:

Pursuant to the provisions of Sections 10-19-10 or 10-22-09 of the North Dakota Century Code, the undersigned registered agent submits the following statement for the purpose of changing the registered office in the State of North Dakota for each corporation for which it is acting as registered agent.

First: The name of the corporation is

AMERADA HESS CORPORATION

(This corporation is named in the statement of change of registered office filed by its registered agent)

Second: The address of the present registered office of such corporation is

320 North 4th Street, c/o C T Corporation System, Bismarck, North Dakota 58501

Third: The address to which its registered office is to be changed is

314 East Thayer Avenue, c/o C T Corporation System, Bismarck, North Dakota 58501

Fourth: The name of the present registered agent of such corporation is

C T Corporation System

Fifth: The address of the registered office of such corporation and the address of the business office of the registered agent as changed will be identical.

Sixth: A copy of this statement has been mailed to such corporation.

Dated September 21, 1973.

CT CORPORATION SYSTEM

By Alfred L. Dempsey Vice President
(Title)

Alfred L. Dempsey being first duly sworn says that he is the Vice President of C T Corporation System and he has read the foregoing and knows the contents thereof, and verily believes the statements made therein to be true.

By Alfred L. Dempsey
(Signature of Executing Officer)

Subscribed and sworn to before me this 21st day of September, 1973.

Pauline M. Greenberg, Notary Public
State of New York

NOTARIAL SEAL

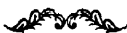
Filing Date 10-8 19 73
Ben Meier
Secretary of State
Deputy

My Commission Expires March 30 19 75

PAULINE M. GREENBERG
Notary Public, State of New York
No. 60-1552697
Certified in Westchester County
Commission Expires March 30, 1975



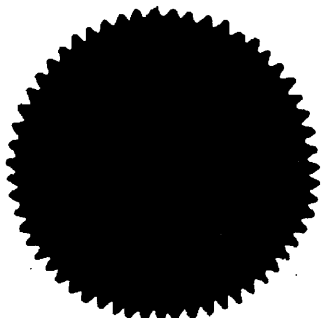
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "AMERADA HESS CORPORATION", as received and filed in
this office the twenty-seventh day of May, A.D. 1981, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this seventeenth *day*
of June *in the year of our Lord*
one thousand nine hundred and eighty-one.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State



State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of

Certificate of Amendment

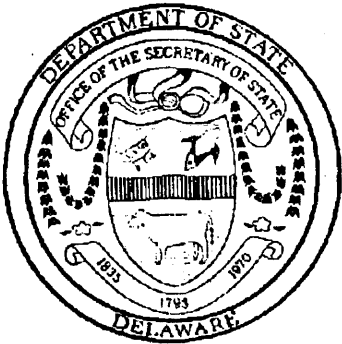
filed in this office on May 16, 1983

SECRETARY OF STATE
CAPITOL BUILDING
DOVER, N.D. 58505

JUN 22 '83

RECEIVED

STATE OF NORTH DAKOTA }
Department of State }
Filed for record the 25th
day of July 1983
Lee M. [Signature]
DEPUTY



[Signature]
Glenn C. Kenton, Secretary of State

BY: M. Toon

DATE: June 13, 1983



**AMENDED CERTIFICATE OF AUTHORITY
FOREIGN CORPORATION
APPLICATION
SECRETARY OF STATE
SFN 13107 (6-99)**

RECEIVED

MAY 11 2006

SEC. OF STATE

FOR OFFICE USE ONLY

ID # 2,805,700P
 File # 305585
 WO #
 Filed 5-23-06 By MDH

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

1.A. The application **MUST** be accompanied by **ALL** of the following:

- Filing fee of \$40
- If amending the name, a current, **ORIGINAL** Certificate of Fact verifying the name change certified by the government officer of the state or country where Articles of Incorporation are filed.

B. The following **MAY** be required:

- Signed Consent of Registered Agent and fee of \$10
- Signed consent to use of name and fee of \$10
- Trade Name Registration and fee of \$25

TYPE OR PRINT LEGIBLY

For reference, see North Dakota Century Code, Section 10-19.1-137 or 10-33-130.

2. Type of corporation applying for amended certificate of authority: (check one) <input checked="" type="checkbox"/> Foreign Business <input type="checkbox"/> Foreign Professional <input type="checkbox"/> Foreign Nonprofit	3. Reason for Amended Certificate of Authority <input checked="" type="checkbox"/> Name changed <input type="checkbox"/> Correction
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4. Name of corporation EXACTLY as currently authorized by the North Dakota Secretary of State Amerada Hess Corporation	5. Federal ID # 13-4921002
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6. Name of corporation as amended, **EXACTLY** as it appears on Certificate of Fact from state or country of origin
Hess Corporation

7. If the corporation chooses to use a name other than its corporate name, that name is a trade name and **must** be registered with the North Dakota Secretary of State. (SEE INSTRUCTION 7) If applicable, provide the trade name below and complete the Trade Name Registration form if the selected trade name is not already registered in North Dakota.

8. If the corporation has been notified by the North Dakota Secretary of State that its amended corporate name is the same as, or deceptively similar to a name already registered, this application for Amended Certificate of Authority must be accompanied by one of the following:
(check one)
 Consent to use of name from the conflicting name holder(s)
 An application for registration of a trade name for use in transacting business in North Dakota. The trade name adopted is:
 Certified copy of a final decree of a court of competent jurisdiction establishing prior right of this corporation to use of the name in North Dakota

9. **Physical and mailing** address of principal executive office which **may not only be a post office box** (Street/RR, and PO Box if applicable, City, State, Zip + 4) 1185 Avenue of the Americas, New York, NY 10036

10. State or country where incorporated Delaware	11. EXACT date incorporated (Month, day, AND year) 2/7/1920	12. Duration of corporation <input checked="" type="checkbox"/> Perpetual <input type="checkbox"/> Other (Specify)	13. Telephone # (212) 997-8500
			14. Toll-free telephone #

15. Name of required registered agent in North Dakota (SEE INSTRUCTION 15) CT Corporation System	16. Federal ID/social security # of registered agent 51-000652
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17. **Physical and mailing** address of registered agent in **NORTH DAKOTA** which **may not only be a post office box** (Street/RR, and PO Box if applicable, City, State, Zip + 4)
c/o CT Corporation System, 314 East Thayer Avenue, Bismarck, North Dakota 58501-4018

18. Nature of business or activities the corporation conducts or intends to conduct in the State of North Dakota
Oil & gas integrated company

MDH

19. OFFICE	Check box if officer also serves as director	NAME	COMPLETE MAILING ADDRESS				
			Street/RR	PO Box	City	State	Zip + 4
		See Attachment A					
PRESIDENT	<input type="checkbox"/>						
VICE PRESIDENT	<input type="checkbox"/>						
SECRETARY	<input type="checkbox"/>						
TREASURER	<input type="checkbox"/>						
DIRECTOR							
DIRECTOR							

20. "The undersigned, a person authorized by the corporation to sign this application, knows the contents thereof, and believes the statements are true."

Original signature: *Jackie Asafu-Adjaye* Date: 5/8/2006

21. Name of person to contact about this application Jackie Asafu-Adjaye	Daytime telephone # (212) 997-8500
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ND002 - 4/06/00 CT System Online

ATTACHMENT A

DIRECTORS

<u>Name</u>	<u>Address</u>
J. B. Hess	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
Nicholas F. Brady	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
J. Barclay Collins, II	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
Edith E. Holiday	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
Thomas H. Kean	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
Risa Lavizzo-Mourey	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
Craig G. Matthews	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
John J. O'Connor	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
Frank A. Olson	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
Ernst H. von Metzsch	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
F. Borden Walker	c/o Hess Corporation One Hess Plaza

Name	Address
	Woodbridge, NJ 07095
Robert N. Wilson	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036

OFFICERS

Name	Title	Address
J. B. Hess	Chairman of the Board and Chief Executive Officer	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
J. B. Collins, II	Executive Vice President and General Counsel	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
J. J. O'Connor	Executive Vice President, Worldwide Exploration and Production	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
F. B. Walker	Executive Vice President and President, Marketing and Refining	c/o Hess Corporation One Hess Plaza Woodbridge, NJ 07095
B. J. Bohling	Senior Vice President, Human Resources	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
E. C. Crouch	Senior Vice President, Exploration and Production, Worldwide	c/o Hess Corporation 500 Dallas Street Houston, TX 77252-2040
J. A. Gartman	Senior Vice President, Energy Marketing	c/o Hess Corporation One Hess Plaza Woodbridge, NJ 07095
S. Heck	Senior Vice President, Exploration and Production – Americas and West Africa	c/o Hess Corporation 500 Dallas Street Houston, TX 77252-2040
L. H. Ornstein	Senior Vice President, Refining and Marketing Supply and Financial Controls	c/o Hess Corporation 1185 Avenue of the Americas

Name	Title	Address
		New York, NY 10036
H. Paver	Senior Vice President, Global New Business Development	c/o Hess Corporation 33 Grosvenor Place London SW1X7HY United Kingdom
J. P. Rielly	Senior Vice President and Chief Financial Officer	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
G. F. Sandison	Senior Vice President, Exploration and Production - Europe, North Africa and Asia	c/o Hess Corporation 33 Grosvenor Place London SW1X7HY United Kingdom
J. J. Scelfo	Senior Vice President, Finance and Corporate Development	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
R. P. Strode	Senior Vice President, Global Exploration and New Ventures	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
G. C. Barry	Vice President , Secretary and Deputy General Counsel	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
G. I. Bresnick	Vice President, Health, Safety and Environment	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
D. K. Kirshner	Vice President, Supply and Trading	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
R. J. Lawlor	Vice President, Retail Marketing	c/o Hess Corporation One Hess Plaza Woodbridge, NJ 07095
J. J. Lynett	Vice President, Corporate Tax	c/o Hess Corporation One Hess Plaza Woodbridge, NJ 07095
H. I. Small	Vice President, Terminal Operations	c/o Hess Corporation One Hess Plaza

Name	Title	Address
		Woodbridge, NJ 07095
E. S. Smith	Vice President, Microgen	c/o Hess Corporation One Hess Plaza Woodbridge, NJ 07095
J. Stein	Vice President, Chief Risk Officer	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
R. Vogel	Vice President and Treasurer	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
P. Walton	Vice President and Chief Information Officer	c/o Hess Corporation One Hess Plaza Woodbridge, NJ 07095
K. B. Wilcox	Vice President and Controller	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
J. R. Wilson	Vice President, Investor Relations	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
T. B. Garcia	Assistant Corporate Secretary	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
J. Asafu-Adjaye	Assistant Corporate Secretary	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
A. D. Lopena	Assistant Treasurer, Insurance and International Operations	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
E. K. Macher	Assistant Treasurer	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
N. P. Broutas	Deputy General Counsel	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036

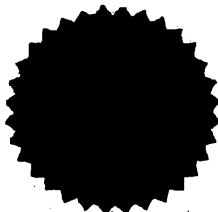
Name	Title	Address
C. S. Colman	Deputy General Counsel – Environmental and Assistant Secretary	c/o Hess Corporation One Hess Plaza Woodbridge, NJ 07095
K. G. Daley	Assistant Controller	c/o Hess Corporation 1185 Avenue of the Americas New York, NY 10036
R. Bindelglass	Assistant Secretary	c/o Hess Corporation One Hess Plaza Woodbridge, NJ 07095
J. Y. Christopher	Assistant Secretary	c/o Hess Corporation 500 Dallas Street Houston, TX 77252-2040
J. A. B. Dunlop	Assistant Secretary	c/o Hess Corporation 500 Dallas Street Houston, TX 77252-2040
G. S. Patterson	Assistant Secretary	c/o Hess Corporation 500 Dallas Street Houston, TX 77252-2040
R. J. Pharr	Assistant Secretary	c/o Hess Corporation 500 Dallas Street Houston, TX 77252-2040

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "AMERADA HESS CORPORATION", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "HESS CORPORATION", THE THIRD DAY OF MAY, A.D. 2006, AT 2:49 O'CLOCK P.M.



0097017 8320

060436876

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4732240

DATE: 05-09-06



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

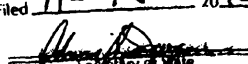
Bismarck ND 58501

As always, thank you for your kind assistance.

Very truly yours,


Kenneth Uva

Vice President

NORTH DAKOTA
Filed 11-18 2010

Secretary of State

