

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF AUTHORITY OF

PARADIGM MIDSTREAM SERVICES - ND, LLC
Secretary of State ID#: 36,565,600

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that an application of

PARADIGM MIDSTREAM SERVICES - ND, LLC

for a Certificate of Authority to transact business in this State, duly signed and executed as required by North Dakota statutes governing a FOREIGN LIMITED LIABILITY COMPANY, 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 him by law, hereby issues this Certificate of Authority to

PARADIGM MIDSTREAM SERVICES - ND, LLC

to transact business in this State under the name of

PARADIGM MIDSTREAM SERVICES - ND, LLC

Issued: April 28, 2014

Handwritten signature of Alvin A. Jaeger in cursive script.

Alvin A. Jaeger
Secretary of State



CERTIFICATE OF AUTHORITY FOREIGN LIMITED LIABILITY COMPANY APPLICATION

SECRETARY OF STATE
SFN 19381 (10-2012)

RECEIVED



FOR OFFICE USE ONLY

System ID Number	36,565,600 PLC	
WO Number	1143682	
Filed	4/28/2014	By [Signature]

1. The application is accompanied by the following:
- *Filing fee of \$135
 - *Current CERTIFICATE OF GOOD STANDING from the STATE OF EXISTENCE duly authenticated by the organizing officer of the state or country of organization

- Certification of professional license
- Signed Consent to Use Business Name and fee of \$10
- Trade Name Registration and fee of \$25

SEE INSTRUCTIONS FOR FEES, FILING AND MAILING INFORMATION

TYPE OR PRINT LEGIBLY

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

2. Type of Limited Liability Company Applying for Certificate of Authority (check one)		3. Federal ID Number
<input checked="" type="checkbox"/> Foreign Business	<input type="checkbox"/> Foreign Professional	
4. Name of Limited Liability Company EXACTLY as it appears on Certificate of Good Standing from State or Country of Origin Paradigm Midstream Services - ND, LLC		
5. If applicable, provide the trade name and complete the Trade Name Registration form if 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 or deceptively similar to a name already registered, and the limited liability company is unable to obtain Consent to Use Business 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 <u>other than its limited liability company name</u> .		
6. Complete Address of Principal Executive Office (Street/RR, PO Box, City, State, ZIP+4) which may not be only a post office box 5949 Sherry Lane, Suite 1060, Dallas, TX 75225		
7. State or Country Where Organized Delaware	8. Limited Liability Company Will Expire in State or Country of Origin (check one) <input checked="" type="checkbox"/> Perpetual <input type="checkbox"/> Expires - Specify Date (mm/dd/yyyy):	
9. Telephone Number 214-529-0872	10. Toll-free Telephone Number	
11A. Name of <u>Commercial</u> Registered Agent in <u>North Dakota</u> C T Corporation System		11B. Name of <u>Noncommercial</u> Registered Agent in <u>North Dakota</u> OR
11C. Address of <u>Noncommercial</u> Registered Agent in <u>North Dakota</u> (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 North Dakota Provide oil and gas midstream services.		
13. MANAGERS AND GOVERNORS OF THE LIMITED LIABILITY COMPANY		
MANAGERS	Check box if Manager also serves as Governor	COMPLETE MAILING ADDRESS
	<input type="checkbox"/>	Street/RR PO Box City State ZIP+4
	<input type="checkbox"/>	
	<input type="checkbox"/>	
	<input type="checkbox"/>	
MANAGING MEMBER Paradigm Energy Partners, LLC		5949 Sherry Lane, Suite 1060, Dallas, TX 75225
MANAGING MEMBER		
If needed, attach sheet to add names of additional managers or governors.		

14. "The undersigned has read the foregoing application, knows the contents, and believes the statements to be true. I further authorize the Secretary of State to correct numbers 4, 7, 11A, 11B, and 11C if not correctly reflected. I understand that if I make a false statement in this document, I may be subject to criminal penalties."

Signature [Signature]	Paradigm Energy Partners, LLC By: Troy Andrews, Chief Executive Officer	Date 4/23/14
15. Name of Person to Contact about this Document Lamar Dowling	Email Address ldowling@gardere.com	Daytime Telephone Number and Extension, if any 214-999-4381

Delaware

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The First State

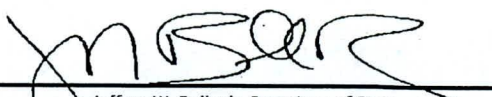
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "PARADIGM MIDSTREAM SERVICES - ND, LLC", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF APRIL, A.D. 2014, AT 2:54 O'CLOCK P.M.



5520465 8100

140500912

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1311627

DATE: 04-23-14

**STATE OF DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE OF FORMATION
OF
PARADIGM MIDSTREAM SERVICES – ND, LLC**

The undersigned authorized person hereby duly adopts the following Certificate of Formation for the purposes of forming a limited liability company pursuant to the Delaware Limited Liability Company Act (6 Del.C. § 18-101, et seq.):

1. The name of the limited liability company formed hereby is “Paradigm Midstream Services – ND, LLC.”
2. The address of the registered office of the limited liability company in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. This Certificate of Formation shall be effective on the date of filing.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 22nd day of April, 2014.

s/ Lamar H. Dowling

Name: Lamar H. Dowling

Title: Authorized Person

*State of Delaware
Secretary of State
Division of Corporations
Delivered 04:21 PM 04/22/2014
FILED 02:54 PM 04/22/2014
SRV 140500912 - 5520465 FILE*

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PARADIGM MIDSTREAM SERVICES - ND, 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 TWENTY-THIRD DAY OF APRIL, A.D. 2014.

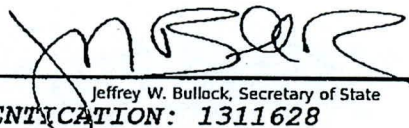
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5520465 8300

140500912

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1311628

DATE: 04-23-14



STONEPEAK
INFRASTRUCTURE PARTNERS

Stonepeak Infrastructure Partners
717 5th Avenue, 25th Floor
New York NY, 10022
Ph: 212 907 5100

June 16, 2014

To whom it may concern:

Stonepeak Infrastructure Fund LP (“Stonepeak”) is pleased to confirm its majority ownership of Paradigm Energy Partners, LLC (“Paradigm”), a Dallas-based midstream development company focused on constructing and operating crude oil, NGL, and natural gas transportation and processing infrastructure in Texas and North Dakota. As part of its ownership of Paradigm, Stonepeak has invested significant capital into Paradigm and expects to continue to fund Paradigm’s build out of gathering systems. We expect to invest approximately \$200 million to fund Paradigm’s midstream projects in Texas and North Dakota.

Stonepeak is a North American focused infrastructure investment firm that invests in lower risk traditional infrastructure assets across utilities, water, energy, power and renewables, midstream and transportation asset classes. Stonepeak is based in New York and manages \$1.7bn of capital.

Please feel free to contact me at 212-907-5108 should you have any questions.

Sincerely yours,

Stonepeak Infrastructure Fund LP

By: STONEPEAK ASSOCIATES LLC, its General Partner

By: STONEPEAK GP HOLDINGS LP, its sole member

By: STONEPEAK GP INVESTORS LLC, its general Partner

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member

Luke Taylor
Senior Managing Director

PARADIGM ENERGY PARTNERS, LLC
Balance Sheet (Unaudited)
For the Five Months Ending May 31, 2014

As of
May 31, 2014

(Dollars in thousands)

Total Assets	\$16,996
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Total Liabilities and Stockholders' Equity	\$16,996
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