

Delaware

PAGE 1

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 MERGER, WHICH MERGES:

"HILAND OPERATING, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "HILAND PARTNERS HOLDINGS LLC" UNDER THE NAME OF "HILAND PARTNERS HOLDINGS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF JULY, A.D. 2015, AT 5:37 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SIXTEENTH DAY OF JULY, A.D. 2015, AT 11:59 O'CLOCK P.M.

3868655 8100M

151060364

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2565050

DATE: 07-17-15

EXHIBIT A

CERTIFICATE OF MERGER
OF
HILAND OPERATING, LLC
a Delaware limited liability company

WITH AND INTO

HILAND PARTNERS HOLDINGS LLC
a Delaware limited liability company

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act ("DLLCA")

Hiland Partners Holdings LLC, a Delaware limited liability company (the "Company"), hereby certifies to the following facts relating to the merger of Hiland Operating, LLC, a Delaware limited liability company, with and into the Company (the "Merger").

First: The name and jurisdiction of formation or organization of each of the entities that is a constituent entity to the Merger are:

<u>Name</u>	<u>State</u>
Hiland Operating, LLC	Delaware
Hiland Partners Holdings LLC	Delaware

Second: A Plan of Merger dated July 16, 2015 (the "Plan of Merger") has been approved and executed by each of the constituent entities to the Merger.

Third: The name of the surviving limited liability company (the "Surviving LLC") is Hiland Partners Holdings LLC, a Delaware limited liability company.

Fourth: The Merger shall be effective at 11:59 p.m. on July 16, 2015.

Fifth: An executed copy of the Plan of Merger is on file at the place of business of the Surviving LLC located at 1001 Louisiana Street, Suite 1000, Houston, Texas 77002.

Sixth: A copy the Plan of Merger will be furnished by the Surviving LLC upon request and without cost to any member of any of the constituent entities to the Merger.

Seventh: The Surviving LLC agrees to be served with process in the State of Delaware in any action, suit, or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge or consolidate; irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and process shall be mailed to the Surviving LLC by the Secretary of State at 1001 Louisiana Street, Suite 1000, Houston, Texas 77002. Attention: General Counsel.

* * * * *

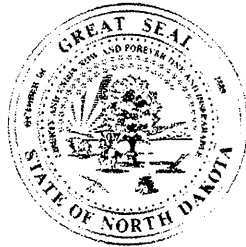
IN WITNESS WHEREOF, this Certificate of Merger has been executed by a duly authorized officer of the Company, on this 16th day of July, 2015.

HILAND PARTNERS HOLDINGS LLC

By: Adam S. Forman
Adam S. Forman
Vice President www

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

HILAND PARTNERS HOLDINGS LLC

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that HILAND PARTNERS HOLDINGS LLC, a FOREIGN LIMITED LIABILITY COMPANY, authorized to transact business in the State of North Dakota on August 24, 2011, 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

HILAND PARTNERS HOLDINGS LLC

Issued: November 06, 2015

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

Alvin A. Jaeger
Secretary of State

EXHIBIT B