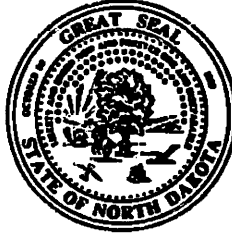


State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

ONEOK ROCKIES MIDSTREAM, L.L.C.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that ONEOK ROCKIES MIDSTREAM, L.L.C., a FOREIGN LIMITED LIABILITY COMPANY, authorized to transact business in the State of North Dakota on January 14, 2000, 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

ONEOK ROCKIES MIDSTREAM, L.L.C.

Issued: January 08, 2018

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 "ONEOK ROCKIES MIDSTREAM, L.L.C." 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 THIRD DAY OF JANUARY, A.D. 2018.

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



3139589 8300

SR# 20180034614

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

A handwritten signature in black ink, appearing to read "JWB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 201910130

Date: 01-03-18

14,774,000
830110

ERIC GRIMSHAW
Vice President, Associate General
Counsel and Corporate Secretary

October 27, 2011

RECEIVED
OCT 27 2011
SEC. OF STATE

Secretary of State
State of North Dakota
600 E. Boulevard Ave., Dept. 108
Bismarck, ND 58505-0500

Re: Consent to Use of Similar Name
(ONEOK Rockies Midstream, L.L.C. formerly known as Bear Paw Energy, LLC)

Dear Sir/Madam:

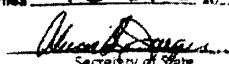

The undersigned, Eric Grimshaw, Vice President, Associate General Counsel and Corporate Secretary, of each of the general partners of the limited partnerships and each of the limited liability companies listed below, does hereby grant to ONEOK Rockies Midstream, L.L.C. consent to use of similar name in the State of North Dakota by and on behalf of the following entities:

ONEOK Partners GP, L.L.C.
ONEOK Partners Immediate Limited Partnership
ONEOK ILP GP, L.L.C.
ONEOK Hydrocarbon, L.P.
ONEOK Hydrocarbon GP, L.L.C.
ONEOK Energy Services Company, II
ONEOK Energy Services Company, L.P.
ONEOK Energy Services, L.P.
ONEOK Energy Services Company, L.P.

Very truly yours,



Eric Grimshaw
Vice President, Associate General Counsel and Secretary

NORTH DAKOTA
Filed 10-28-11

Secretary of State

NJS

ONEOK, Inc.
100 West Fifth Street
Tulsa, OK 74103
918 538 7000
www.oneok.com

RECEIVED
(FAX)
OCT 27 2011
P.002/005



**AMENDED CERTIFICATE OF AUTHORITY
FOREIGN LIMITED LIABILITY COMPANY
APPLICATION**
SECRETARY OF STATE
8FN 61784 (07-2008)

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

SEC. OF STATE
FOR OFFICE USE ONLY

ID Number	14,711,000 PLC
WD Number	830110
Filed	10-28-11
By	MS

- 1.A. The application **MUST** be accompanied by ALL of the following:
- Filing fee of \$50
 - If amending the name, a current Certificate of Fact verifying the name change certified by the government officer of the state or country where Articles of Organization are filed.
- 1.B. The following **MAY** be required:
- 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 10-32-140.

2. Type of limited liability company applying for amended certificate of authority (check one)		3. Reason for Amended Certificate of Authority	
<input checked="" type="checkbox"/> Foreign Business	<input type="checkbox"/> Foreign Professional	<input checked="" type="checkbox"/> Name changed	<input type="checkbox"/> Correction
4. Name of limited liability company EXACTLY as currently authorized by the North Dakota Secretary of State		5. Federal ID Number	
BEAR PAW ENERGY, LLC			
6. Name of limited liability company as amended, EXACTLY as it appears on Certificate of Fact from state or country of origin			
ONEOK Rockies Midstream, L.L.C.			
7. 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: <ul style="list-style-type: none"> a) The "new" 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 "new" 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 "new" name in North Dakota and chooses to use a name other than its limited liability company name. 			
8. Complete address of principal executive office: (Street/RR, PO Box, City, State, Zip+4) which may not only be a post office box number			
100 W 5TH ST TULSA, OK 74103-4240			
9. State or country where organized	10. Date when limited liability company will expire in state or country of origin: (month, day, year) or indicate "perpetual"	11. Telephone Number	12. Toll-Free Telephone Number
Delaware	Perpetual		
13.A. Name of commercial registered agent in North Dakota		13.B. Name of noncommercial registered agent in North Dakota	
National Registered Agents, Inc.		OR	
13.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.			
14. Nature of business or activities the limited liability company conducts or intends to conduct in the State of North Dakota To own and/or operate natural gas gathering, treating and processing facilities and such other property or investments as selected.			
15. MANAGERS AND GOVERNORS OF THE LIMITED LIABILITY COMPANY			
MANAGERS		COMPLETE MAILING ADDRESS	
<small>(check box if manager also serves as governor)</small>		<small>Street/RR PO Box City State Zip+4</small>	
See attached sheet		See attached sheet	
Managing Member			
Managing Member			
if needed, attach sheet to add names of additional managers or governors.			
18. "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 8, 9, 13A, and 13B if not correctly reflected."			
Signatures		Date: 10.16.11	
17. Name of person to contact about this document		E-Mail Address	
Sean Emerick		semerick@nral.com	
		Daytime telephone number and extension, if any	
		(818) 656-3791	

State of North Dakota

SECRETARY OF STATE



AMENDED CERTIFICATE OF AUTHORITY OF

BEAR PAW ENERGY, LLC

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

BEAR PAW ENERGY, LLC

for an Amended 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 Amended
Certificate of Authority to

ONEOK ROCKIES MIDSTREAM, L.L.C.
under the name of
ONEOK ROCKIES MIDSTREAM, L.L.C.

Issued: October 28, 2011

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

Alvin A. Jaeger
Secretary of State

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

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Alvin A. Jaeger
Secretary of State