

Corporations Section
P O Box 13697
Austin, Texas 78711-3697



John B. Scott
Secretary of State

Office of the Secretary of State

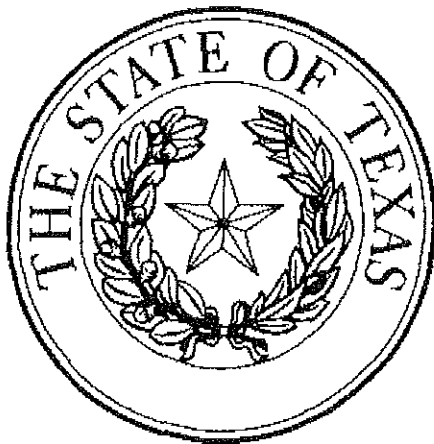
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

BPX Operating Company
Filing Number: 126220200

Certificate of Merger

April 12, 2022

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on May 12, 2022.



A handwritten signature in black ink, appearing to read "John B. Scott".

John B. Scott
Secretary of State

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Form 622
(Revised 12/15)
 Return in duplicate to:
 Secretary of State
 P.O. Box 13697
 Austin, TX 78711-3697
 512 463-5555
 FAX: 512 463-5709
 Filing Fee: see instructions



**Certificate of Merger
 Combination Merger
 Business Organizations Code**

This space reserved for office use.

FILED
 In the Office of the
 Secretary of State of Texas
APR 12 2022
Corporations Section

Parties to the Merger

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, state of incorporation or organization, and file number, if any, issued by the secretary of state for each organization that is a party to the merger are as follows:

Party 1

BPX Operating Company
Name of Organization
 The organization is a _____ corporation It is organized under the laws of _____
Specify organizational form (e.g., for-profit corporation)
 TX USA The file number, if any, is 0126220200
State Country Texas Secretary of State file number
 Its principal place of business is 501 Westlake Park Blvd, Houston TX
Address City State
 The organization will survive the merger. The organization will not survive the merger.
 The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Party 2

See Schedule A
Name of Organization
 The organization is a _____ It is organized under the laws of _____
Specify organizational form (e.g., for-profit corporation)
 The file number, if any, is _____
Texas Secretary of State file number
 Its principal place of business is _____
Address City State
 The organization will survive the merger. The organization will not survive the merger.
 The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Party 3

Name of Organization
 The organization is a _____ It is organized under the laws of _____
Specify organizational form (e.g., for-profit corporation)

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Secretary of State

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The file number, if any, is _____
State Country Texas Secretary of State file number
Its principal place of business is _____
Address City State

- The organization will survive the merger. The organization will not survive the merger.
- The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Plan of Merger

- The plan of merger is attached.
If the plan of merger is not attached, the following statements must be completed.

Alternative Statements

Instead of providing the plan of merger, each domestic filing entity certifies that:

1. A plan of merger is on file at the principal place of business of each surviving, acquiring, or new domestic entity or non-code organization that is named in this form as a party to the merger or an organization created by the merger.

2. On written request, a copy of the plan of merger will be furnished without cost by each surviving, acquiring, or new domestic entity or non-code organization to any owner or member of any domestic entity that is a party to or created by the plan of merger and, if the certificate of merger identifies multiple surviving domestic entities or non-code organizations, to any creditor or obligee of the parties to the merger at the time of the merger if a liability or obligation is then outstanding.

Item 3A is the default selection. If the merger effected an amendment to, a restatement of, or an amendment and restatement of the certificate of formation of a surviving filing entity, you must select and complete one of the options shown below. Options 3B and 3C require the submission of the described attachment.

3A. No amendments to the certificate of formation of any surviving filing entity that is a party to the merger are effected by the merger.

3B. No amendments to the certificate of formation of any filing entity are being effected by the merger or by the restated certificate of formation of the surviving filing entity named in the attached restated certificate of formation.

3C. The plan of merger effected an amendment and restatement of the certificate of formation of a surviving filing entity. The amendments being made and the name of the surviving entity restating its certificate of formation are set forth in the attached restated certificate of formation containing amendments.

3D. The plan of merger effected amendments or changes to the following surviving filing entity's certificate of formation.

Name of filing entity effecting amendments
The changes or amendments to the filing entity's certificate of formation, other than the name change noted previously, are stated below.

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Amendment Text Area

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4. Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the plan of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

Name of New Organization 1 Jurisdiction Entity Type (See Instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 2 Jurisdiction Entity Type (See Instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 3 Jurisdiction Entity Type (See Instructions)

Principal Place of Business Address City State Zip

Approval of the Plan of Merger

The plan of merger has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.

[] The approval of the owners or members of _____ Name of domestic entity

was not required by the provisions of the BOC.

Effectiveness of Filing (Select either A, B, or C.)

A. [] This document becomes effective when the document is accepted and filed by the secretary of state.

B. [X] This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: May 1, 2022

C. [] This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

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Text Area

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Tax Certificate

- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
- Instead of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the merging entity, to execute the filing instrument.

Date: April 12, 2022

SEE ATTACHED SIGNATURE PAGE

Names of all entities including the surviving entity
Merging Entity Name

Signature of authorized person (see instructions)

Printed or typed name of authorized person

Merging Entity Name

Signature of authorized person (see instructions)

Printed or typed name of authorized person

Merging Entity Name

Signature of authorized person (see instructions)

Printed or typed name of authorized person

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SURVIVING COMPANY:

BPX OPERATING COMPANY

By: Susan Baur
Name: Susan Baur
Title: Vice President

MERGING COMPANIES:

BPX (KCS RESOURCES) LLC

By: Susan Baur
Name: Susan Baur
Title: Vice President

BPX (WSF OPERATING) INC.

By: Susan Baur
Name: Susan Baur
Title: Vice President

BPX PROPERTIES (GP) LLC

By: Susan Baur
Name: Susan Baur
Title: Vice President

BPX PROPERTIES (LP) LLC

By: Susan Baur
Name: Susan Baur
Title: President

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SOUTH TEXAS SHALE LLC

By: Susan Baur
Name: Susan Baur
Title: Vice President

WINWELL RESOURCES, L.L.C.

By: Susan Baur
Name: Susan Baur
Title: Vice President

BPX PROPERTIES (NA) LP

BPX Properties (GP) LLC, its general partner

By: Susan Baur
Name: Susan Baur
Title: Vice President of BPX Properties (GP) LLC

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Schedule A

Party 2

Name of the organization: BPX (KCS Resources) LLC

The organization is a limited liability company. It is organized under the laws of Delaware. The file number, if any is 0009806806. Its principal place of business is 501 Westlake Park Blvd., Houston, TX.

The organization will not survive the merger.

Party 3

Name of the organization: BPX (WSF Operating) Inc.

The organization is a corporation. It is organized under the laws of Louisiana. The file number, if any is 0012705806. Its principal place of business is 501 Westlake Park Blvd., Houston, TX.

The organization will not survive the merger.

Party 4

Name of the organization: BPX Properties (GP) LLC

The organization is a limited liability company. It is organized under the laws of Texas. The file number, if any is 0800414887. Its principal place of business is 501 Westlake Park Blvd., Houston, TX.

The organization will not survive the merger.

Party 5

Name of the organization: BPX Properties (LP) LLC

The organization is a limited liability company. It is organized under the laws of Delaware. The file number, if any is N/A. Its principal place of business is 501 Westlake Park Blvd., Houston, TX.

The organization will not survive the merger.

Party 6

Name of the organization: South Texas Shale LLC

The organization is a limited liability company. It is organized under the laws of Delaware. The file number, if any is 0801455280. Its principal place of business is 501 Westlake Park Blvd., Houston, TX.

The organization will not survive the merger.

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Party 7

Name of the organization: Winwell Resources, L.L.C.

The organization is a limited liability company. It is organized under the laws of Louisiana. The file number, if any is 0010270506. Its principal place of business is 501 Westlake Park Blvd., Houston, TX.

The organization will not survive the merger.

Party 8

Name of the organization: BPX Properties (NA) LP

The organization is a limited partnership. It is organized under the laws of Texas. The file number, if any is 0009759210. Its principal place of business is 501 Westlake Park Blvd., Houston, TX.

The organization will not survive the merger.

FILED AND RECORDED
 HEREIN BY CLERK OF COURT
 IN AND FOR THE COUNTY OF
 HARRIS TEXAS
 ON 02/20/23 AT 12:11 PM
 Document Number: 20073650
 Amount: \$5.7.
 HONORABLE Mario Noble
 COUNTY CLERK
 BY
 Coralee Smith, Deputy
 3701 W. UNIVERSITY BLVD., SUITE 100
 HOUSTON, TEXAS 77056
 MY PROVISION HEREIN WITH RESPECT TO
 THE SALE OF REAL PROPERTY OF THE
 DESCRIBED REAL PROPERTY IS CAUSE OF
 THE SALE OF REAL PROPERTY OF THE
 DESCRIBED REAL PROPERTY OF THE
 DESCRIBED REAL PROPERTY OF THE
 DESCRIBED REAL PROPERTY OF THE

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