

Office of the Secretary of State

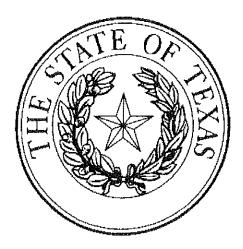
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

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.



John B. Scott Secretary of State 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 1 2 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:

Pany I				
BPX Operating Company				
Name of Organization				
The organization is a	corpora		It is organized under the	laws of
	Specify organizational form (e.g.			
TX USA	Ti	ne file number, if any		
State Country)) goage at a m	C TOX 4	Texas Secretary of State file	
its principal place of bu	siness is 501 Westlake P	ark Hivd,	Houston City	TX
The organization w	Address ill survive the merger.	The organization	tion will not survive the r	State nerger.
The plan of mercer	amends the name of the	arcanization. The m	ew name is set forth belo	ar
The bean of merker	utioning me name of me	organization, the n	A nume taget-forth-perc	· V V
<u></u>	Nan	re 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.,		•	
	T D	e-file-number, if any,	18 Texas Secretary of State file 1	
State Country Its principal place of bu	aimann in		tecas secretary of state just	iumoer
res buncibas biace of cer	Address		Cliv	State
☐ The organization wi	ill survive the merger.	☐ The organizat	ion will not survive the n	
The plan of merger	amends the name of the	organization. The n	ew name is set forth below	w.
	Nan	e as Amended		
Party 3				
Name of Organization				
The organization is a]	it is organized under the l	aws of
-				

Form 622

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Secretary of State

The file number, if any, is
State Country Texas Secretary of State file number Its principal place of business is
The organization will survive the merger. City State State 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 oblige 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 orientments The changes or amendments to the filing entity's certificate of formation, other than the name change
noted previously, are stated below.

Form 622

Amendment Text Area		
4. Organizations Created by Merger The name, jurisdiction of organization, principal each entity or other organization to be created put certificate of formation of each new domestic certificate of merger.	suant to the plan of merge	r are set forth below. The
Name of New Organization'i	Jurisdiction	Entity Type (See instructions)
Principal Place of Business Address	City	State Zip Code
	3	
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	e Plan, of Merger	
The plan of merger has been approved as required organization that is a party to the merger and by the		
The approval of the owners or members of		
was not required by the provisions of the BOC.	Name of dome	stlo entity
Effectiveness of Fili	ng (Select either A, B, or C.)	
A. This document becomes effective when the state.	document is accepted and f	iled by the secretary of
B. X This document becomes effective at a later d	ate, which is not more that	ninety (90) days from
the date of signing. The delayed effective date is:		
C. This document takes effect on the occurrence		, other than the
passage of time. The 90th day after the date of sign		
The following event or fact will cause the documen	-	er described below:

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Form 622

Text A	Area		
		,	
	A STATE OF THE STA		
	Tax	Gertificate	
	Attached hereto is a certificate from the cor 2, Tax Code, have been paid by the non-sur	mptroller of public accounts that all taxes under title rviving filing entity.	
X	Instead of providing the tax certificate, one organizations will be liable for the payment	or more of the surviving, acquiring or newly created tof the required franchise taxes.	
	· Ex	ecution	
The undersigned signs this document subject to the penalties imposed by law for the submission of materially false or fraudulent instrument. The undersigned certifies that the statements containe 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 execut			
	Anril 12, 2022	SEE ATTACHED SIGNATURE PAGE	
Date	e:	Names of all entities including the surviving entity	
	7	Merging Unitry, Name	
		signature of authorized person (see instructions)	
		rinted or typed name of authorized person	
	<u> </u>	derging Entity Name	
	S	ignature of authorized person (see instructions)	
	P	rinted or typed name of authorized person	
		•	
	<u>"</u>	ferging Entity Name	
	8	ignature of authorized person (see instructions)	
	P	rinted or typed name of suthorized person	

Pom 622

SURVIVING COMPANY:

•
BPX OPERATING COMPANY
By: Susan Eau
Name: Susan Baur
Title: Vice President
MERGING COMPANIES:
BPX (KCS RESOURCES) LLC
By. Susau Bour
Name: Susan Baur
Title: Vice President
BPX (WSF OPERATING) INC.
By: Suseu Bau
Name: Susan Baur
Title: Vice-President
BPX PROPERTIES (GP) LLC
By: Susay Bair
Name Susan Baur
Title. Vice President
BPX PROPERTIES (LP) LLC
By: Snsan Bour
Name: Susan Baur
Title: President

SOUTH TEXAS SHALE LLC

By: Snsay Baw

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 Baw Name: Susan Baur

Title: Vice President of BPX Properties

(GP)-LLC

Schedule A

Party 2

Name of the organization: BPX (KCS Resources) ELC

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) ELC

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.

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.

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By: BC