

Legal Entity Documentation

**Questar Exploration and Production Company
to
QEP Energy**



1. In April 1999, Celsius Energy Company merged into Questar Exploration and Production Company.
2. In 2010, Questar Exploration and Production Company *changed its name* to QEP Energy Company.



Questar Exploration and
Production Company

180 East 100 South
P.O. Box 45601
Salt Lake City, Utah 84145-0601



RECORDED 5/17/1999 AT 09:00 AM REC# 1288699 BK# 0669 PG# 7537
LORETTA BAILIFF, CLERK of SWEETWATER COUNTY, WY Page 1 of 1

SECRETARYS CERTIFICATE OF MERGER

(CELSIUS ENERGY COMPANY INTO QUESTAR EXPLORATION AND PRODUCTION COMPANY)

Connie C. Holbrook, being duly sworn, makes the following statements:

1. I am the Corporate Secretary for Questar Exploration and Production Company, formerly Universal Resources Corporation, a Texas corporation ("the Company"). I also served as Corporate Secretary of Celsius Energy Company, a Nevada corporation ("Celsius"), until it was merged into the Company. In conjunction with my responsibilities, I maintain the Company's minute books and other records.

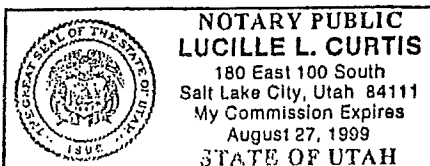
2. By documents dated April 1, 1999, Celsius was merged into the Company. The necessary documents to effect the merger have been filed in Nevada and Texas.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of April, 1999.

Connie C. Holbrook
Secretary

State of Utah)
: ss.
County of Salt Lake)

I, Lucille L. Curtis, a Notary Public, hereby certify that on the 27th day of April, 1999, personally appeared before me Connie C. Holbrook, who being by me first duly sworn, declared that she is the person who signed the foregoing document as Secretary of Questar Exploration and Production Company.



My Commission expires:
8/27/99

Notary Public
Residing in Salt Lake County, Utah



State of Utah
DEPARTMENT OF COMMERCE
Division of Corporations & Commercial Code
Application Amending Authority to Conduct Affairs or Registration

AMENDMENT EXPEDITE

UT

\$ 112.00

RECEIVED

JUN 24 2010

Utah Div. Of Corp. & Comm. Code

RECEIVED

JUN 01 2010

QUESTAR CORPORATION
LEGAL DEPARTMENT

Non-Refundable Processing Fee: Check Here If:

- ☒ Foreign Profit Corporation \$37.00 ☐ Foreign Nonprofit Corporation \$37.00
☐ Foreign Limited Partnership \$37.00 ☐ Foreign Limited Liability Company \$37.00

File Number: 764611-0143

If the business name has changed its name in the home state, a copy of the Certificate of Amendment or a certified copy of the amendment must accompany this application.

1. Check either or both of the following which apply:

- ☒ The name of the entity is changing its name in Utah to the new name of the corporation in the home state.
☐ The name of the entity is being changed in Utah to comply with Utah State Insurance Regulations

2. Amending the business name:

Current Name in Utah: Questar Exploration and Production Company

Name of Home State: Texas

Business entity name in home state: QEP Energy Company

*The entity shall use as its name in Utah: QEP Energy Company

If the name is not available in Utah the corporation shall use

*The entity shall use its name as set forth, unless this name is not available.

3. Amending the duration of the business existence

The businesses period of duration is changed to: No Change

4. Purpose of the business No Change

5. Amending the state or country of incorporation/registration

The entity's state or country of incorporation/registration is changed to: No Change

6. Under penalties of perjury, I declare this Application to Amend the Certificate of Authority or Registration to be, to the best of my knowledge and belief, true and correct.

Abigail L. Jones Signature

Corporate Secretary

Title

June 14, 2010
Date

Under GRAMA (63-2-201), all registration information maintained by the Division is classified as public record. For confidentiality purposes, you may use the business entity physical address rather than the residential or private address of any individual affiliated with the entity.

Mailing/Faxing Information: www.corporations.utah.gov/contactus.html Division's Website: www.corporations.utah.gov

06-24-10P03:41 RCVD

DATE: 06/24/2010
RECEIVED NUMBER: 3242127
AMOUNT PAID: \$461.00

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certified that the foregoing has been filed
and approved on this 24 day of June 2010
In this office of this Division and hereby issued
This Certificate thereof.

Examiner: Swanson Date: 6-28-10



Kathy Berg
Kathy Berg
Division Director

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



Hope Andrade
Secretary of State

Office of the Secretary of State

CERTIFICATE OF FILING OF

QEP Energy Company
25720800

[formerly: QUESTAR EXPLORATION AND PRODUCTION COMPANY]

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Amendment for the above named entity has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 06/08/2010

Effective: 06/08/2010



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

JUN 08 2010

Corporations Section

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
QUESTAR EXPLORATION AND PRODUCTION COMPANY**

(to be renamed QEP Energy Company)

Pursuant to the provisions of the Texas Business Organizations Code (the "TBOC"), and approved in the manner required by the entity's governing documents, QUESTAR EXPLORATION AND PRODUCTION COMPANY, a Corporation organized and existing under the laws of the State of Texas (the "Corporation"), hereby declares and certifies as follows:

FIRST: The name of the Corporation is Questar Exploration and Production Company.

SECOND: The following amendment to the Articles of Incorporation was adopted by the sole shareholder of the Corporation on June 14, 2010, in the manner prescribed by the TBOC:

Article I of the Articles of Incorporation was amended to read in its entirety as follows:

ARTICLE I

The name of the corporation is QEP Energy Company.

THIRD: The number of shares of the Corporation outstanding at the time of such adoption was 11,998,494, and the number of shares entitled to vote was 11,998,494.

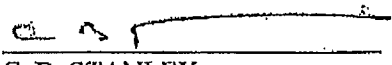
FOURTH: The designated number of outstanding shares of each class of stock entitled to vote on the amendments as a class was 11,998,494 shares of common stock. The Corporation has no other shares of stock outstanding.


FIFTH: The number of shares consenting to the amendment to Article I was 11,998,494, being 100 percent of the outstanding shares of the Corporation. No shares were voted against the proposed amendment.

SIXTH: The number of votes cast for the Articles of Amendment was sufficient for approval.

IN WITNESS WHEREOF, and by the authority of resolution adopted by the shareholder of the Corporation, the Corporation has caused its duly authorized officer to execute this instrument this 3rd day of June, 2010.

QUESTAR EXPLORATION AND PRODUCTION COMPANY
(to be known as QEP Energy Company)

By: 
C. B. STANLEY
President and Chief Executive Officer

By: 
ABIGAIL L. JONES
Corporate Secretary