

Delaware

The First State

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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:

"SRC ENERGY INC.", A COLORADO CORPORATION,

WITH AND INTO "PDC ENERGY, INC." UNDER THE NAME OF "PDC
ENERGY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE
LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE ON THE FOURTEENTH DAY OF JANUARY, A.D. 2020, AT 10:11
O'CLOCK A.M.



5760896 8100M
SR# 20200258507

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

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

Jeffrey W. Bullock, Secretary of State

Authentication: 202181446
Date: 01-14-20

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:11 AM 01/14/2020
FILED 10:11 AM 01/14/2020
SR 20200258507 - File Number 5760896

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is PDC Energy, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is SRC Energy Inc., a Colorado corporation.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252 of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation is PDC Energy, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The authorized stock and par value of the non-Delaware corporation is 400,000,000 shares of common stock, par value \$0.001 per share, and 10,000,000 shares of preferred stock, par value \$0.01 per share.

SIXTH: The merger is to become effective on January 14, 2020.

SEVENTH: The Agreement and Plan of Merger is on file at 1775 Sherman Street, Suite 3000, Denver, Colorado 80203, an office of the surviving corporation.

EIGHTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer on the 14th day of January, 2020.


By: Barton R. Brookman, Jr.
Authorized Officer

Name: Barton R. Brookman, Jr.
Print or Type

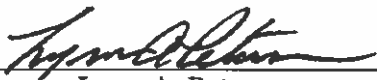
Title: President and Chief Executive Officer

IN WITNESS WHEREOF, each party hereto has caused this Agreement to be signed by its respective officer thereunto duly authorized, all as of the date first written above.

PDC ENERGY, INC.

By: 
Name: Barton R. Brookman, Jr.
Title: President and Chief Executive Officer

SRC ENERGY INC.

By: 
Name: Lynn A. Peterson
Title: President and Chief Executive
Officer

SIGNATURE PAGE TO
AGREEMENT AND PLAN OF MERGER

Document processing fee

If document is filed on paper

\$150.00

If document is filed electronically

Currently Not Available

Fees & forms/cover sheets are
subject to change.

To file electronically, access instructions
for this form/cover sheet and other
information or print copies of filed
documents, visit www.sos.state.co.us
and select Business.

20201035650

\$300.00

SECRETARY OF STATE

01/14/2020 08:05:39

Paper documents must be typewritten or machine printed.

ABOVE SPACE FOR OFFICE USE ONLY

Statement of Merger

(Surviving Entity is a Foreign Entity)

filed pursuant to § 7-90-203.7 and § 7-90-204.5 of the Colorado Revised Statutes (C.R.S.)

1. For each merging entity, its ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

(Caution: At least one merging entity must be an entity formed under the laws of Colorado.)

ID Number

20051109690

(Colorado Secretary of State ID number)

Entity name or true name

SRC Energy Inc.

Form of entity

Corporation

Jurisdiction

Colorado

Street address

1675 Broadway

Suite 2600

(Street number and name)

Denver

(City)

CO

(State)

80202

(ZIP/Postal Code)

United States

(Province - if applicable)

(Country)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City)

(State)

(ZIP/Postal Code)

(Province - if applicable)

(Country)

ID Number

(Colorado Secretary of State ID number)

Entity name or true name

Form of entity

Jurisdiction

Street address

(Street number and name)

(City)

(State)

(ZIP/Postal Code)

(Province – if applicable)

(Country)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City)

(State)

(ZIP/Postal Code)

(Province – if applicable)

(Country)

ID Number

(Colorado Secretary of State ID number)

Entity name or true name

Form of entity

Jurisdiction

Street address

(Street number and name)

(City)

(State)

(ZIP/Postal Code)

(Province – if applicable)

(Country)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City)

(State)

(ZIP/Postal Code)

(Province – if applicable)

(Country)

- (If the following statement applies, adopt the statement by marking the box and include an attachment.)
- ☐ There are more than three merging entities and the ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and the principal address of each additional merging entity is stated in an attachment.

2. For the surviving entity which is a foreign entity, its entity ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

(Caution: The surviving entity cannot be an entity formed under the laws of Colorado.)

ID Number

19991208434

(Colorado Secretary of State ID number)

Entity name or true name PDC Energy, Inc.
Form of entity Corporation
Jurisdiction Delaware
Street address 1775 Sherman Street
Suite 3000 (Street number and name)
Denver CO 80203
(City) (State) (ZIP/Postal Code)
United States
(Province - if applicable) (Country)

Mailing address
(leave blank if same as street address) (Street number and name or Post Office Box information)
(City) (State) (ZIP/Postal Code)
(Province - if applicable) (Country)

3. Each merging entity has been merged into the surviving foreign entity.

4. (If the following statement applies, adopt the statement by marking the box and state the appropriate document number(s).)

- ☐ One or more of the merging entities is a registrant of a trademark described in a filed document in the records of the secretary of state and the document number of each filed document is

Document number _____
Document number _____
Document number _____

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

- ☐ There are more than three trademarks and the document number of each additional trademark is stated in an attachment.

5. (Mark the applicable box and complete the statement. Caution: Mark only one box.)

- ☒ The surviving foreign entity maintains a registered agent in this state.

OR

- ☐ The surviving foreign entity does not maintain a registered agent in this state and service of process may be addressed to the entity and mailed to the principal address pursuant to section 7-90-704 (2), C.R.S.

OR

- ☐ The surviving foreign entity has not maintained a registered agent in this state and appoints a registered agent to accept service pursuant to section 7-90-204.5, C.R.S. The person appointed as registered agent has consented to being so appointed. Such registered agent's name and address are

Name
(if an individual)

(Last) (First) (Middle) (Suffix)

OR

(if an entity)
(Caution: Do not provide both an individual and an entity name.)

Street address

(Street number and name)

(City) CO (State) (ZIP Code)

Mailing address

(leave blank, if same as street address)

(Street number and name or Post Office Box information)

(City) CO (State) (ZIP Code)

6. (If applicable, adopt the following statement by marking the box and include an attachment.)

☐ This document contains additional information as provided by law.

7. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document are _____
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

8. The true name and mailing address of the individual causing this document to be delivered for filing are

Seiberling Samuel James
1550 17th St. (Last) (First) (Middle) (Suffix)
Suite 500 (Street number and name or Post Office Box information)
Denver CO 80202
(City) (State) (ZIP/Postal Code)
United States
(Province -- if applicable) (Country)

☐ (If applicable, adopt the following statement by marking the box and include an attachment.)

☐ This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).