

**NOTICE OF MERGER**  
**of**  
**SM ENERGY ST LLC**  
**with and into**  
**VENADO EF L.P.**

**March 10, 2017**

I, James F. Murchison, Chief Financial Officer of VENADO EF L.P., a Delaware limited partnership, ("Venado"), hereby certify that on March 10, 2017, Venado filed with the Secretary of State of the State of Delaware, that certain Certificate of Merger, a true copy of which is attached hereto as Exhibit A, whereby, effective as of March 10, 2017, SM ENERGY ST LLC, a Delaware limited liability company, merged with and into Venado, with the name of the surviving entity being VENADO EF L.P.

Venado is filing this Notice of Merger for purposes of updating the real property records and to give notice to all persons of the merger.

[Signature Page Follows]

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VENADO EF L.P.

By: Venado EF GP LLC, its general partner

By: [Signature]  
Name: James F. Murchison  
Title: Chief Financial Officer

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ACKNOWLEDGEMENT

STATE OF TEXAS

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COUNTY OF TRAVIS

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This instrument was acknowledged before me this 10<sup>th</sup> day of March, 2017 by James F. Murchison, Chief Financial Officer of Venado EF GP LLC, the general partner of Venado EF L.P., a Delaware limited partnership, on behalf of said limited partnership.

[Signature]  
Notary Public  
Printed Name: Haylie Lemke  
My Commission Expires: 12/06/2017

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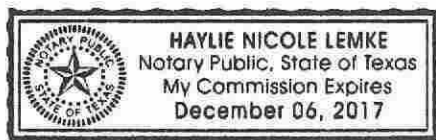


Exhibit A

CERTIFICATE OF MERGER

(Attached)

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# Delaware

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Page 1

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:  
"SM ENERGY ST LLC", A DELAWARE LIMITED LIABILITY COMPANY,  
WITH AND INTO "VENADO EF L.P." UNDER THE NAME OF "VENADO EF  
L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE  
LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS  
OFFICE ON THE TENTH DAY OF MARCH, A.D. 2017, AT 11:09 O'CLOCK  
A.M.



6259656 8100M  
SR# 20171709183

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

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

Authentication: 202177997  
Date: 03-10-17

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STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
SM ENERGY ST LLC INTO  
VENADO EF L.P.

March 10, 2017

Pursuant to Title 6, Section 17-211 of the Delaware Limited Partnership Act and Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

**First:** The name, jurisdiction of formation or organization and type of each entity which is to merge are as follows:

Venado EF L.P., a Delaware limited partnership

SM Energy ST LLC, a Delaware limited liability company

**Second:** An agreement of merger has been approved and executed by each of the entities which is to merge.

**Third:** The name of the surviving entity is Venado EF L.P. (the "Surviving Limited Partnership").

**Fourth:** An agreement of merger is on file at a place of business of the Surviving Limited Partnership and the address thereof is

Venado EF L.P.  
c/o Venado EF GP LLC  
13501 Galleria Circle, Suite 350  
Austin, Texas 78738

**Fifth:** A copy of the agreement of merger will be furnished by the Surviving Limited Partnership, on request and without cost, to any partner of any limited partnership, any member of any limited liability company and any other person holding an interest in any other business entity, in each case, which is to merge.

*[Remainder of page intentionally left blank]*

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IN WITNESS WHEREOF, the sole general partner of the Surviving Limited Partnership is hereby executing this certificate on behalf of the Surviving Limited Partnership as of the date first written above.

GENERAL PARTNER

Venado EF GP LLC

By: R. Scott Garrick  
Name: R. Scott Garrick  
Title: Chief Executive Officer

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**RETURN TO:**  
**WILLIAM P. MOFFITT**  
**MOFFITT & ASSOCIATES, INC.**  
**P. O. BOX 2786**  
**CORPUS CHRISTI, TEXAS 78403**

[Signature Page to Merger Certificate]

44171  
MARIO Z. GARCIA  
COUNTY CLERK  
2017 Mar 17 at 04:14 PM  
DIMMIT COUNTY, TEXAS  
By: Josefa D. De Leon DEPUTY

**RETURN TO:**  
**WILLIAM P. MOFFITT**  
**MOFFITT & ASSOCIATES, INC.**  
**P. O. BOX 2786**  
**CORPUS CHRISTI, TEXAS 78403**