

657264 NOTICE
BOOK 511 PAGE 0271
RECORDED 12/03/2009 AT 10:50 AM
AUDREY KOLTISKA, SHERIDAN COUNTY CLERK

NOTICE OF MERGER

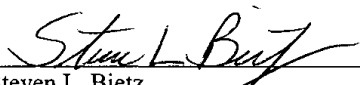
NOTICE IS HEREBY GIVEN of the merger by and between Fidelity Exploration & Production Company, a corporation, 1250 West Century Avenue, P. O. Box 5601, Bismarck, ND 58503 ("Fidelity") and Seven Brothers Ranches, Inc., a corporation, 1250 West Century Avenue, P. O. Box 5601, Bismarck, ND 58503, a wholly owned subsidiary of Fidelity ("Seven Brothers"), effective December 31, 2008 (the "Effective Date"), with Fidelity being the surviving corporation, as evidenced by the attached Certificate of Merger.

FURTHER, NOTICE IS HEREBY GIVEN that as of the Effective Date, all right, title, interest, or obligation of any kind or nature of Seven Brothers in and to the following described real property lying, situate, and being in Sheridan County, State of Wyoming, was conveyed and transferred to Fidelity, by reason of said merger between affiliated corporations, as described above and in the attached documents:

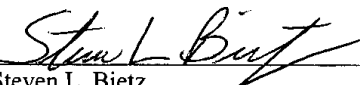
See the attached Exhibit(s) for the legal description of property tracts.

Dated: August 3, 2009.

FIDELITY EXPLORATION
& PRODUCTION COMPANY

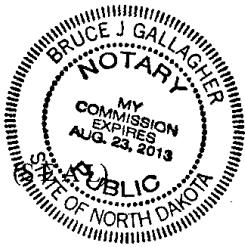
By: 
Steven L. Bietz
Chief Executive Officer

SEVEN BROTHERS RANCHES, INC.
By: Fidelity Exploration & Production
Company, the surviving corporation

By: 
Steven L. Bietz
Chief Executive Officer

STATE OF NORTH DAKOTA)
 : ss.
 COUNTY OF BURLEIGH)

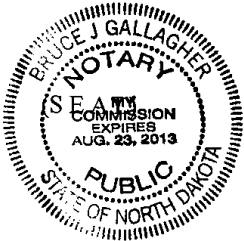
On August 3, 2009, before me personally appeared Steven L. Bietz, known to me to be the Chief Executive Officer of Fidelity Exploration & Production Company, a corporation, described in and which executed the within and foregoing instrument, and acknowledged to me that said officer executed the same.



Bruce J. Gallagher
 Bruce J. Gallagher, Notary Public
 Burleigh County, North Dakota
 My Commission Expires: 8/23/2013

STATE OF NORTH DAKOTA)
 : ss.
 COUNTY OF BURLEIGH)

On August 3, 2009, before me personally appeared Steven L. Bietz, known to me to be the Chief Executive Officer of Fidelity Exploration & Production Company, a corporation, the surviving corporation of Seven Brothers Ranches, Inc., a corporation, described in and which executed the within and foregoing instrument, and acknowledged to me that said officer executed the same.



Bruce J. Gallagher
 Bruce J. Gallagher, Notary Public
 Burleigh County, North Dakota
 My Commission Expires: 8/23/2013

R

STATE OF WYOMING
Office of the Secretary of State

I, MAX MAXFIELD, Secretary of State of the State of Wyoming, do hereby certify that the filing requirements for the issuance of this certificate have been fulfilled.

CERTIFICATE OF MERGER

Seven Brothers Ranches, Inc. (Wyoming) (Qualified Non-survivor)
Merged into Fidelity Exploration & Production Company (Delaware) (Qualified Survivor)

I have affixed hereto the Great Seal of the State of Wyoming and duly executed this official certificate at Cheyenne, Wyoming on this **31st** day of **December, 2008**.



Filed Date: 12/31/2008


Secretary of State

By: Candice Dillmon

274

R

WY Secretary of State
FILED: 12/31/2008
Original ID: 2001-000418231

ARTICLES OF MERGER
of
SEVEN BROTHERS RANCHES, INC. Amendment ID: 2008-000711867
with and into
FIDELITY EXPLORATION & PRODUCTION COMPANY

Pursuant to Section 17-16-1105 of the Wyoming Business Corporation Act, the undersigned entities execute the following articles of merger:

1. The names of the constituent entities in the merger are as follows:

- (i) Seven Brothers Ranches, Inc., which is a corporation incorporated under the laws of the State of Wyoming; and
- (ii) Fidelity Exploration & Production Company, which is a corporation incorporated under the laws of the State of Delaware (the "Surviving Entity").

2. The surviving entity in the merger shall be Fidelity Exploration & Production Company.

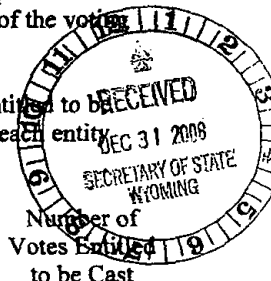
3. The effective date of the Merger shall be delayed until December 31, 2008, at 11:59:59 p.m.

4. Annexed hereto as Exhibit "A" and made a part hereof is an Agreement and Plan of Merger (the "Plan of Merger") by and between Fidelity Exploration & Production Company and Seven Brothers Ranches, Inc., pursuant to which Seven Brothers Ranches, Inc. merges with and into Fidelity Exploration & Production Company, with Fidelity Exploration & Production Company being the surviving entity (the "Merger"), as approved by the unanimous affirmative votes of the Board of Directors of Seven Brothers Ranches, Inc. and the Board of Directors of Fidelity Exploration & Production Company.

5. The Plan of Merger has been approved by the unanimous affirmative vote of the stockholders of Seven Brothers Ranches, Inc., pursuant to the applicable provisions of the Wyoming Business Corporation Act, and has been approved by the unanimous affirmative vote of the stockholders of Fidelity Exploration & Production Company, pursuant to the provisions of the Delaware General Corporation Act, such classes of stockholders constituting all of the voting groups entitled to vote on the Merger.

- (i) the designation, number of outstanding shares and number of votes entitled to be cast by each voting group entitled to vote separately on the plan as to each entity was:

Name of Entity	Designation	Number of Outstanding Shares or Interests	Number of Votes Entitled to be Cast
Fidelity Exploration & Production Company	Common Stock	1,000	1,000
Seven Brothers Ranches, Inc.	Common Stock	1,000	1,000



- R
- (ii) the total number of undisputed votes cast for the plan separately by each voting group was:

Name of Entity	Voting Group	Total Number of Undisputed Votes Cast for the Plan
Fidelity Exploration & Production Company	Common Stock	1,000
Seven Brothers Ranches, Inc.	Common Stock	1,000

and the number of votes cast for the plan by each voting group was sufficient for approval by that group.

5. The Merger is permitted by the State of Delaware, the jurisdiction under whose laws Fidelity Exploration & Production Company is incorporated, and Fidelity Exploration & Production Company has complied with that law in effecting the Merger. Seven Brothers Ranches, Inc. has complied with the provisions of Wyoming law applicable to effecting the Merger.

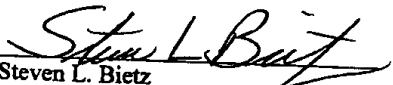
[Signature page follows.]

IN WITNESS WHEREOF, these Articles of Merger are executed on behalf of the constituent entities.

SEVEN BROTHERS RANCHES, INC.
a Wyoming corporation

By: 
Steven L. Bietz
Chief Executive Officer

FIDELITY EXPLORATION & PRODUCTION
COMPANY
a Delaware corporation
(the Surviving Entity)

By: 
Steven L. Bietz
Chief Executive Officer

R

Exhibit "A"

**PLAN OF MERGER
of
SEVEN BROTHERS RANCHES, INC.
with and into
FIDELITY EXPLORATION & PRODUCTION COMPANY**

THIS PLAN OF MERGER is dated as of December 29, 2008, between SEVEN BROTHERS RANCHES, INC., a Wyoming corporation ("Seven Brothers"), and FIDELITY EXPLORATION & PRODUCTION COMPANY, a Delaware corporation ("Fidelity"). Seven Brothers and Fidelity are referred to sometimes collectively as the "Constituent Organizations."

RECITALS

WHEREAS, Seven Brothers is a corporation duly incorporated and existing under Wyoming law; and

WHEREAS, Fidelity is a corporation duly incorporated and existing under Delaware law; and

WHEREAS, the Board of Directors and sole stockholder of Seven Brothers and of Fidelity, respectively, deem it advisable and in the best interests of each of the Constituent Organizations that Seven Brothers merge with and into Fidelity upon the terms and conditions set forth in this Plan of Merger and pursuant to the applicable provisions of the laws of the State of Wyoming and the State of Delaware.

NOW, THEREFORE, in consideration of the covenants and mutual agreements herein contained, the parties hereby agree, in accordance with the applicable provisions of the laws of the State of Wyoming and the State of Delaware, that Seven Brothers and Fidelity shall be merged into a single organization, to wit: Seven Brothers shall merge with and into Fidelity (the "Merger"), which is not a new company, and Fidelity shall continue its existence as a Delaware corporation (hereinafter sometimes called the "Surviving Organization"), upon the following terms and conditions:

Article 1 – Names of Constituent Organizations

The names of the parties to the Merger are Fidelity Exploration & Production Company and Seven Brothers Ranches, Inc.

Article 2 – Name of the Surviving Organization

The name of the Surviving Organization is Fidelity Exploration & Production Company, which is one of the Constituent Organizations and not a new company.

Article 3 – Terms and Conditions of Merger

The terms and conditions of the Merger are as follows:

A. The effective date of the Merger shall be delayed until December 31, 2008, at 11:59:59 p.m. (the "Effective Date"). Notwithstanding the actual date or effective date of the filing of the Articles of Merger, the transaction shall be considered completed between the Constituent Organizations as of the Effective Date.

B. On the Effective Date of the Merger, Seven Brothers shall be merged with and into Fidelity and the corporate existence of Seven Brothers shall cease, and the existence of Fidelity as a corporation shall continue under the name Fidelity Exploration & Production Company.

C. The Certificate of Incorporation of Fidelity in effect on the Effective Date shall remain in effect thereafter until the same shall be further amended or altered in accordance with the provisions thereof.

D. The Bylaws of Fidelity in effect on the Effective Date shall be the Bylaws of the Surviving Organization until the same shall be altered or amended in accordance with the provisions thereof.

E. The directors and officers of Fidelity on the Effective Date shall be the directors and officers of the Surviving Organization until their respective successors are duly elected and qualified.

Article 4 – Manner and Basis of Converting Shares of the Constituent Organizations into Securities, Money, or other Property

The mode of carrying into effect the Merger provided in this Agreement, and the manner and basis of converting the shares of the Constituent Organizations into shares of the of Surviving Organization are as follows:

A. All of the shares of Fidelity issued and outstanding immediately prior to the Effective Date shall continue to be issued and outstanding shares after the Effective Date, and thereafter, such shares shall evidence ownership of the same percentage of shares of the surviving entity.

B. On the Effective Date, the stockholders owning all of the issued and outstanding shares of capital stock of Seven Brothers shall surrender a certificate or certificates representing all of the issued and outstanding shares of capital stock of Seven Brothers owned, beneficially or of record, by such stockholders. On the Effective Date of the Merger, upon surrendering the stock certificate or certificates of Seven Brothers, the same shall be cancelled for \$1.00 and other value consideration. The stockholders of Seven Brothers agree to cure any deficiencies with respect to the certificates representing the stock interests of Seven Brothers or with respect to the assignment accompanying any such certificate.

R

Article 5 – Approval of Shareholders

The plan of merger shall be approved by the sole stockholder of Fidelity pursuant to applicable provisions of the Delaware General Corporation Act, and by the sole stockholder of Seven Brothers pursuant to applicable provisions of the Wyoming Business Corporation Act.

Article 6 – Filing Plan of Merger

Upon the approval of the plan of merger by the stockholders of the Constituent Organizations, and subject to the conditions contained herein and therein, Articles of Merger shall be executed and filed with the Secretary of State of the State of Wyoming and the Secretary of State of the State of Delaware in accordance with applicable law. The Constituent Organizations shall also cause to be performed all necessary acts within the State of Wyoming and elsewhere to effectuate the Merger.

Article 7 – Service of Process

The Surviving Organization agrees that it may be served with process in the State of Wyoming in any proceeding for the enforcement of any obligation of a Constituent Organization and in any proceeding for the enforcement of the rights of a dissenting stockholder of a Constituent Organization against the Surviving Organization. The Surviving Organization irrevocably appoints the Secretary of State of the State of Wyoming as its agent to accept service of process in any proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of the State of Wyoming is Fidelity Exploration & Production Company, c/o MDU Resources Group, Inc. Legal Department, 1200 W. Century Avenue, P.O. Box 5650, Bismarck, ND 58506-5650.

Article 8 – Appraisal Rights

The Surviving Organization will promptly pay to any stockholders of Seven Brothers the amount, if any, to which they shall be entitled under the Wyoming Business Corporation Act with respect to the appraisal rights of stockholders.

Article 9 – Tax Effect

This Merger is intended to be a tax-free merger within the meaning of Section 368(a) of the Internal Revenue Code of 1986.

[Rest of page intentionally left blank]

280

K

IN WITNESS WHEREOF, this Plan of Merger is executed on behalf of the Constituent Organizations on the date first written above.

SEVEN BROTHERS RANCHES, INC.
a Wyoming corporation

By Steven L. Bietz
Steven L. Bietz
Chief Executive Officer

FIDELITY EXPLORATION & PRODUCTION
COMPANY
a Delaware corporation

By Steven L. Bietz
Steven L. Bietz
Chief Executive Officer

R

**EXHIBIT
to
Notice of Merger**

LEGAL DESCRIPTION OF REAL ESTATE TRACTS

LEGAL DESCRIPTION of real property transferred and assigned to Fidelity Exploration & Production Company ("Fidelity") pursuant to the Merger between Seven Brothers and Fidelity, situate in Sheridan County, Wyoming, more particularly described as follows:

**TOWNSHIP 57 NORTH, RANGE 83 WEST, 6TH P.M.
SHERIDAN COUNTY, WYOMING**

SECTION 33: A TRACT OF LAND SITUATE IN THE E1/2SE1/4 OF SECTION 33, TOWNSHIP 57 NORTH, RANGE 83 WEST OF THE 6TH P.M., DESCRIBED AS FOLLOWS: COMMENCING AT THE ORIGINAL STANDARD CORNER OF SECTION 33 AND 34, TOWNSHIP 57 NORTH, RANGE 83 WEST OF THE 6TH P.M., WHICH IS THE POINT OF BEGINNING; THENCE NORTH 89°26' WEST 1083 FEET ALONG THE SOUTH BOUNDARY OF SECTION 33 TO THE CENTER LINE OF THE COUNTY ROAD; THENCE NORTH 9°26' EAST 1382 FEET ALONG THE CENTER LINE OF THE COUNTY ROAD TO THE POINT OF CURVE; THENCE ALONG ARC OF 8°22' CURVE RIGHT, AND ALSO ALONG THE CENTER LINE OF THE COUNTY ROAD FOR A DISTANCE OF 502.4 FEET TO POINT OF TANGENT; THENCE NORTH 51°25' EAST 755 FEET ALONG THE CENTER LINE OF COUNTY ROAD TO THE EAST BOUNDARY LINE OF SECTION 33; THENCE SOUTH 0°24' EAST 2267 FEET ALONG THE EAST LINE OF SECTION 33 TO THE **POINT OF BEGINNING**.

EXCEPTING THAT PORTION OF THE E1/2SE1/4 LYING SOUTH AND EAST OF (BELOW) PRAIRIE DOG DITCH NUMBER 13.

**RESURVEY TOWNSHIP 57 NORTH, RANGE 80 WEST, 6TH P.M.
SHERIDAN COUNTY, WYOMING**

SECTION 7: THAT PORTION OF THE SE1/4NE1/4, NE1/4NE1/4, AND NE1/4SE1/4 MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT THE EAST QUARTER CORNER (G.L.O. BRASS CAP) OF SAID SECTION 7; THENCE SOUTH 03°43'12" EAST, 536.10 FEET ALONG THE EAST LINE OF SAID SECTION 7 TO A POINT ON A FENCELINE; THENCE NORTH 47°57'54" WEST, 946.33 FEET ALONG SAID FENCELINE TO A POINT; THENCE NORTH 21°55'05"

EAST, 1043.10 FEET ALONG SAID FENCELINE TO A POINT; THENCE NORTH 42°33'13" EAST, 403.60 FEET ALONG SAID FENCELINE TO A POINT ON SAID EAST LINE OF SECTION 7; THENCE SOUTH 0°14'34" EAST, 1239.62 FEET ALONG SAID EAST LINE TO THE POINT OF BEGINNING.

SECTION 8: E1/2, SW1/4 EXCEPTING THAT PORTION MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT THE SOUTHWEST CORNER (G.L.O. BRASS CAP) OF SAID SECTION 8, THENCE NORTH 87°49'38" EAST, 1261.90 FEET ALONG THE SOUTH LINE OF SAID SECTION 8 TO A POINT ON A FENCELINE; THENCE NORTH 30°08'58" EAST, 617.67 FEET ALONG SAID FENCELINE TO A POINT; THENCE NORTH 38°28'12" WEST, 884.33 FEET ALONG SAID FENCELINE TO A POINT; THENCE NORTH 57°12'40" WEST, 867.81 FEET ALONG SAID FENCELINE TO A POINT; THENCE NORTH 47°57'54" WEST, 579.16 FEET ALONG SAID FENCELINE TO A POINT ON THE WEST LINE OF SAID SECTION 8; THENCE SOUTH 03°43'12" EAST, 2136.58 FEET ALONG THE WEST LINE OF SAID SECTION 8 TO THE POINT OF BEGINNING; NW1/4 EXCEPTING THAT PORTION MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT THE NORTHWEST CORNER (G.L.O. BRASS CAP) OF SAID SECTION 8; THENCE SOUTH 01°53'00" EAST, 1302.59 FEET ALONG A FENCELINE TO A POINT; THENCE SOUTH 42°33'13" WEST, 54.89 FEET ALONG SAID FENCELINE TO A POINT ON THE WEST LINE OF SAID SECTION 8; THENCE NORTH 0°14'34" WEST, 1342.33 FEET ALONG SAID WEST LINE TO THE POINT OF BEGINNING.

SECTION 9: ALL

SECTION 17: NE1/4, SW1/4, NW1/4 EXCEPTING THAT PORTION MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT THE NORTHWEST CORNER OF SAID SECTION 17; THENCE SOUTH 02°16'24" EAST, 1822.84 FEET ALONG THE WEST LINE OF SAID SECTION 17 TO A POINT ON A FENCELINE; THENCE NORTH 65°25'03" EAST, 154.22 FEET ALONG SAID FENCELINE TO A POINT; THENCE NORTH 30°08'58" EAST, 2087.49 FEET ALONG SAID FENCELINE TO A POINT ON THE NORTH LINE OF SAID SECTION 17; THENCE SOUTH 87°49'38" WEST, 1261.90 FEET ALONG SAID NORTH LINE TO THE POINT OF BEGINNING.

SECTION 18: THAT PORTION OF THE S1/2NE1/4 MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT THE EAST QUARTER CORNER (G.L.O. BRASS CAP) OF SAID SECTION 18; THENCE SOUTH 88°44'58" WEST, 1707.88 FEET ALONG THE SOUTH LINE OF SAID S1/2NE1/4 TO A POINT ON A FENCELINE; THENCE

R

NORTH 65°16'16" EAST, 740.12 FEET ALONG SAID FENCELINE TO A POINT; THENCE NORTH 37°11'57" EAST, 417.93 FEET ALONG SAID FENCELINE TO A POINT; THENCE SOUTH 89°06'23" EAST, 436.73 FEET ALONG SAID FENCELINE TO A POINT; THENCE NORTH 65°25'03" EAST, 347.91 FEET ALONG SAID FENCELINE TO A POINT ON THE EAST LINE OF SAID SECTION 18; THENCE SOUTH 02°16'24" EAST, 743.74 FEET TO THE POINT OF BEGINNING; SE1/4, A PORTION OF TRACT 48, LOTS 7, 8, 9, 11, 12, AND 13 (SOUTH 1/2) EXCEPTING THAT PORTION OF LOTS 7, 8, 9, AND THE SE1/4 MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT THE WEST QUARTER CORNER (G.L.O. BRASS CAP) OF SAID SECTION 18; THENCE SOUTH 01°57'53" EAST, 690.59 FEET ALONG THE WEST LINE OF SAID SECTION 18 TO A POINT ON SAID FENCELINE; THENCE SOUTH 81°57'13" EAST, 1014.31 FEET ALONG SAID FENCELINE TO A POINT; THENCE SOUTH 82°02'18" EAST 986.86 FEET ALONG SAID FENCELINE TO A POINT; THENCE NORTH 65°16'16" EAST, 2541.12 FEET ALONG SAID FENCELINE TO A POINT OF THE NORTH LINE OF THE SOUTH HALF (1/2); THENCE SOUTH 88°44'58" WEST, 4314.46 FEET ALONG SAID NORTH LINE TO THE POINT OF BEGINNING.

SECTION 19: NE1/4, N1/2SE1/4, LOTS 1 THROUGH 9

SECTION 20: NW1/4

RESURVEY TOWNSHIP 57 NORTH, RANGE 81 WEST, 6TH P.M.
SHERIDAN COUNTY, WYOMING

SECTION 13: THAT PORTION OF LOTS 5, 6, AND TRACT 48 MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT THE SOUTHWEST CORNER OF SAID SECTION 13 (G.L.O. BRASS CAP); THENCE NORTH 0°28'00" WEST, 652.96 FEET ALONG THE WEST LINE OF SAID SECTION 13 TO A POINT ON A FENCELINE; THENCE SOUTH 76°35'15" EAST 1110.78 FEET ALONG SAID FENCELINE TO A POINT; THENCE SOUTH 87°34'21" EAST, 2136.12 FEET ALONG SAID FENCELINE TO A POINT, THENCE SOUTH 81°57'13" EAST, 633.30 FEET ALONG SAID FENCELINE TO A POINT ON THE EAST LINE OF SAID SECTION 13; THENCE SOUTH 01°57'53" EAST, 184.75 FEET ALONG SAID EAST LINE OF THE CLOSING CORNER FOR THE SOUTHEAST CORNER OF SAID SECTION 13 (G.L.O. BRASS CAP); THENCE SOUTH 89°31'48" WEST, 3842.89 FEET ALONG THE SOUTH LINE OF SAID SECTION 13 TO THE POINT OF BEGINNING.

SECTION 24: PORTION OF TRACT 48, LOTS 1 THROUGH 4, SW1/4NW1/4, LOT 5,
N1/2SW1/4

TOWNSHIP 58 NORTH, RANGE 82 WEST, 6TH P.M.
SHERIDAN COUNTY, WYOMING

SECTION 19: LOTS SIX (6) AND SEVEN (7), AND THAT PORTION OF LOT FIVE
(5) LYING SOUTHEASTERLY OF LOWER PRAIRIE DOG COUNTY
ROAD (NO. 1211).

SECTION 30: LOTS ONE (1), TWO (2), THREE (3) AND FOUR (4), E1/2SW1/4,
SE1/4

SECTION 31: W1/2NE1/4, LOT 1, NE1/4NW1/4

TOWNSHIP 58 NORTH, RANGE 83 WEST, 6TH P.M.
SHERIDAN COUNTY, WYOMING

SECTION 24: THAT PORTION OF THE SW1/4 LYING SOUTH OF LOWER
PRAIRIE DOG COUNTY ROAD (NO. 1211), THAT PORTION OF
THE SE1/4 AND THE SE1/4NE1/4 LYING SOUTHEASTERLY OF
LOWER PRAIRIE DOG COUNTY ROAD (NO. 1211)

SECTION 25: NE1/4, E1/2SE1/4

***TRANSFER OR ASSIGNMENT OF SAID REAL PROPERTY PURSUANT TO THE
MERGER BETWEEN SEVEN BROTHERS AND FIDELITY IS SUBJECT TO THE
FOLLOWING:***

1. All easements, reservations, mineral reservations, exceptions, restrictions, encumbrances, regulations, covenants, and conditions of record relating to said real property.