

# Delaware

The First State

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 CONVERSION OF AN ALASKA LIMITED LIABILITY COMPANY UNDER THE NAME OF "HELENA ENERGY, LLC" TO A DELAWARE LIMITED LIABILITY COMPANY, FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF JULY, A.D. 2020, AT 4:23 O`CLOCK P.M.*



  
Jeffrey W. Bullock, Secretary of State

3243486 8100F  
SR# 20206223159

Authentication: 203283365  
Date: 07-15-20

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

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A NON-DELAWARE LIMITED LIABILITY COMPANY TO  
A DELAWARE LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Non-Delaware Limited Liability Company first formed is Alaska.
- 2.) The jurisdiction immediately prior to filing this Certificate is Alaska.
- 3.) The date the Non-Delaware Limited Liability Company first formed is March 17, 2016.
- 4.) The name of the Non-Delaware Limited Liability Company immediately prior to filing this Certificate is Helena Energy, LLC.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is Helena Energy, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the  
13 day of July, A.D. 2020.

By:   
Authorized Person

Name: Bruce Webb  
Print or Type

# Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "HELENA ENERGY, LLC" FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF JULY, A.D. 2020, AT 4:23 O`CLOCK P.M.*



  
Jeffrey W. Bullock, Secretary of State

3243486 8100F  
SR# 20206223159

Authentication: 203283365  
Date: 07-15-20

## CERTIFICATE OF FORMATION

OF

### HELENA ENERGY, LLC

This Certificate of Formation of Helena Energy, LLC (the “*Company*”), dated July 13, 2020, is being duly executed and filed by the undersigned, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-201, *et seq.*).

#### ARTICLE I.

##### Name

The name of the Company is **HELENA ENERGY, LLC**.

#### ARTICLE II.

##### Registered Office and Agent

The address of its registered office in the State of Delaware is c/o Capitol Services, Inc., 1675 South State Street, Suite B, County of Kent, Dover, Delaware 19901. The name and address of the registered agent for service of process on the Company in the State of Delaware is Capitol Services, Inc., 1675 South State Street, Suite B, County of Kent, Dover, Delaware 19901.

#### ARTICLE III.

##### Duration

The Company is to have perpetual existence.

#### ARTICLE IV.

##### Limitation of Manager Liability

To the greatest extent permitted by applicable law in effect from time to time, a manager of the Company shall not be liable to the Company or its members for monetary damages for an act or omission in the manager’s capacity as a manager except for liability for: (i) a breach of a manager’s duty of loyalty to the Company or its members; (ii) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which a manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager’s office; or (iv) an act or omission for which the liability of a manager is expressly provided for by statute.

**ARTICLE V.**

**Conflict of Interest**

No contract or other transaction between the Company and any other entity shall be affected by the fact that one (1) or more of the managers or officers of the Company is interested in or is a manager or officer of such other entity, and any manager or officer individually may be a party to or may be interested in any contract or transaction of the Company. No contract or transaction of the Company with any person or persons, firm or association shall be affected by the fact that any manager or officer of the Company is a party to or interested in such contract or transaction, or in any way connected with such person or persons, firm or association, provided that the interest in any such contract or other transaction of any such manager or officer shall be fully disclosed to all managers and that such contract or other transaction shall be authorized or ratified by the vote of a sufficient number of managers of the Company not so interested, or by the stockholders of the Company. In the absence of fraud or misrepresentation, no manager or officer having such adverse interest shall be liable to the Company or to any member or creditor thereof, or to any other person, for any loss incurred by it under or by reason of such contract or transaction, nor shall any such manager or officer be accountable for any gains or profits realized thereon. In any case described in this Article V, any such manager may be counted in determining the existence of a quorum at any meeting of the managers which shall authorize or ratify any such contract or transaction.

  
\_\_\_\_\_  
Vickie Wang, *Authorized Person*