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Account Name : HODGSON, RUSS, ANDREWS, ET AL
Account Number : 072720000242
Phone : (561) 394-0500
Fax Number : (561) 394-3862

LIMITED LIABILITY COMPANY

Bradley Royalty Partners, L.L.C.

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GOODYEAR_{LLP}**
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Elana K. Scoler

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December 23, 1998

VIA FACSIMILE NO. (850) 922-4003

Secretary of State
Corporation Division
409 E. Gaines Street
Tallahassee, Florida 32302

Dear Sir/Madam:

Re: **BRADLEY ROYALTY PARTNERS, L.L.C.**

Attached are the Articles of Organization for **BRADLEY ROYALTY PARTNERS, L.L.C.** hereby submitted for electronic filing.

Please charge our account accordingly and forward the certified copy to the undersigned via facsimile at (561) 394-3862.

If you have any questions, please call 1-800-331-1025.

Very truly yours,

HODGSON, RUSS, ANDREWS, WOODS & GOODYEAR, LLP

By:



Tracey A. Testa
Corporate Paralegal

tat

Attachment

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FLADOC525575_1 (JQF01)
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**ARTICLES OF ORGANIZATION
FOR
BRADLEY ROYALTY PARTNERS, L.L.C.**

**ARTICLE I
NAME**

The name of the limited liability company is **BRADLEY ROYALTY PARTNERS, L.L.C.** (the "LLC").

**ARTICLE II
DURATION**

The period of duration for the LLC shall be perpetual.

**ARTICLE III
ADDRESS**

The mailing address and the street address of the principal office of the LLC is 1151 S.W. 30th Street, Suite E, P.O. Box 1938, Palm City, Florida 34991-6938.

**ARTICLE IV
INITIAL REGISTERED AGENT**

The name and the street address of the initial registered agent of the LLC in the State of Florida are:

**HRAWG Corp.
2000 Glades Road
Suite 400
Boca Raton, Florida 33431**

THIS INSTRUMENT PREPARED BY:

**Elana K. Scoler, Esq.
Hodgson, Russ, Andrews, Woods & Goodyear, LLP
2000 Glades Road
Suite 400
Boca Raton, Florida 33431
Florida Bar No.0135320**

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**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

PLEASE SEE ATTACHED ADDENDUM.

**ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS**

PLEASE SEE ATTACHED ADDENDUM.

**ARTICLE VII
MANAGEMENT**

The LLC is to be manager-managed by a board of managers, and the names and addresses of such managers who are to serve as managers on such board until the first annual meeting of members or until their successors are elected and qualified are:

Thomas C. Reed
1410 Alexander Valley Rd.
Healdsburg, CA 95448

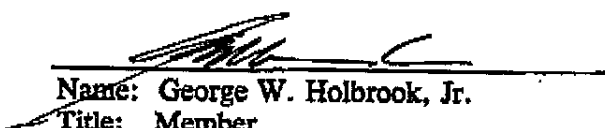
George W. Holbrook, Jr.
107 John St.
Southport, CT 06490

George C. Bradley
1215 Sadler Dr.
Carlisle, PA 17013

George A. Kent
8306 Longneedle Dr.
Montgomery, AL 36117

W. Duncan MacMillan
15407 McGinty Rd.
Minnetonka, MN 55345

IN WITNESS WHEREOF, the undersigned made and executed these Articles of Organization this 17 day of December, 1998.


Name: George W. Holbrook, Jr.
Title: Member

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**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

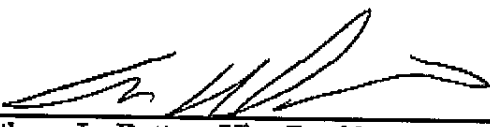
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO
DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **BRADLEY ROYALTY PARTNERS, L.L.C.**
2. The name and the Florida street address of the registered agent are:

HRAWG Corp.
2000 Glades Road
Suite 400
Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accept the obligations of its position as registered agent.

HRAWG Corp.

By: 
Anthony L. Dutton, Vice President

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of BRADLEY ROYALTY PARTNERS, L.L.C. certifies:

1. the above named LLC has at least one member;
2. the total amount of cash contributed by the members is \$ 0
3. the agreed value of property other than cash contributed by the members is (A description of the property is attached and made a part hereto); and \$ 5,000,000
4. the total amount of cash and property contributed and anticipated to be contributed by the members is \$ 5,000,000

Under the penalties of perjury the undersigned declares that the information stated above is true, to the best of its knowledge and belief.

Dated: December 17, 1998


Name: George W. Holbrook, Jr.
Title: Member

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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DESCRIPTION OF PROPERTY

Each member's ownership interest in certain oil and gas royalties as more particularly described,
on Exhibit A attached hereto.

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ADDENDUM

**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

The members of the LLC shall have the right to admit additional persons to the LLC as members upon the unanimous written consent of all the members provided, however, notwithstanding anything to the contrary contained in this Article V, any person acquiring an interest in the LLC due to a transfer from a member, shall become a member simply upon the written approval of the board of managers.

**ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The remaining members of the LLC shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the LLC if within 180 days after such event the LLC is continued by the vote or written consent of all the remaining members.

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**Exhibit A
(Bradley)**

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State	County	Title Numbers				
Illinois	Edwards	1017				
	St. Clair	308	331			
	Wabash	2377	2378	2380	2391	
California	Fresno	2202				
	Kern	2203				
Kansas	Barber	117				
	Comanche	702				
	Ellis	312	336	683		
	Greenwood	39	40	54	69	
	Marion	160				
	Meade	602	2283			
	Morton	2275				
	Rice	446				
	Rooks	249				
	Russell	454	588			
	Stevens	547	671	706	898	902
		903	905	911		
	Sumner	73				
	Trego	351				
Louisiana	Acadia	2338				
	Assumption	2277	2284	2285	2339	
	Calcasieu	2204	2256			
	Concordia	2240				
	Iberia	2305				
	Jefferson Davis	2253	2359	2371	2373	2384
	Lafourche	2297				
	Plaquemines	2205	2280	2283		
	St. Martin	2206	2318	2314		
	St. Mary	2346	2347			
	Terrebonne	2285	2309	2375	2379	
Vermillion	2310	2342				
New Mexico	Lea	261	262	280	281	282
		284	287	288	289	290
		291	292	293	294	295
		296	297	298	299	300
		301	302	303	304	305
		306	336	355	366	432
		498	507	591	592	593
		678	681	684	685	696
		710	988	984		

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H98000023981

State	County	Title Numbers				
Oklahoma	Beaver	811	2243	2258	2263	2268
		2267	2268	2269	2288	2289
		2290	2449			
	Backham	2298	2303			
	Caddo	2410	2413			
	Canadian	2387				
	Carter	182	205	208	223	263
		2425				
	Cleveland	273	274	2024	2037	2093
		2095	2096	2097	2419	2428
		2429	2431	2432	2433	2434
		2435	2438			
	Dewey	2450				
	Garfield	47				
	Garvin	2007	2009	2011	2012	2015
		2017	2020	2027	2043	2044
		2098	2358			
	Grady	10	15	18	25	29
		48	49	62	64	65
		67	171	186	187	192
		199	199	219	255	297
		2122	2123	2264	2279	2282
		2298	2382	2383	2407	
	Harper	754	769	770	2270	2271
		2273				
	Hughes	3				
	Key	82				
	Kingfisher	2340	2341	2418	2420	2441
		2448				
	Lincoln	8	7	8	542	589
		677				
	Logan	74	114	145	178	470
		478	488	2099	2100	2101
		2102	2103	2104		
	Love	2385				
	Major	2389	2389	2370	2400	2402
		2403				
	McClain	2013	2018	2018	2028	2029
		2030	2031	2033	2034	2035
		2108	2107	2108	2109	
	Noble	485				
	Oklahoma	276	285	315	380	390
		393	408	417	421	422

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State	County	Title Numbers				
		427	456	458	469	460
		461	468	468	693	2116
		2118	455	2117	2118	2119
		2120	2121	474		
	Pontotoc	227				
	Pottawatomie	122	132	133	184	207
		230	231	233	316	317
		453	540	546		
	Seminole	2	51	55	60	124
		139	150	151	157	158
		168	208	319	2208	2209
		2210	2211	2212	2213	2214
		2215	2222	2223	2224	2225
		2226	2227	2228	2229	2230
		2231	2232	2233	2236	2247
		2248	2260	2262	2265	2416
	Stephens	137	212	238	1002	2262
		2300				
	Texas	79	2242			
	Washita	2143				
	Woods	807				
Texas	Andrews	2152				
	Bee	2157				
	Brazoria	2159				
	Carson	508	509	510		
	Chambers	2160				
	Cherokee	134				
	Clay	2181	2162			
	Coke	2254				
	Coleman	225				
	Colorado	2163				
	Cooke	433				
	Crane	90				
	Duval	983	1016			
	Ector	2167				
	Fisher	215	345			
	Gaines	2041	2075			
	Glasscock	123				
	Gray	204	216	220	250	256
		266	467			
	Gregg	758	777	784	794	2077
	Harrison	2058	2059	2080	2081	2082
		2084	2085	2236		

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State	County	Title Numbers				
	Hidalgo	2149	2151	2249		
	Jack	974				
	Jackson	2168				
	Jim Wells	2170	2171			
	Jones	309				
	Lavaca	2172	2173	2174	2175	2176
		2177				
	McMullen	2178				
	Midland	2079				
	Moore	258	258			
	Nueces	2180				
	Ochiltree	2366				
	Panola	2124	2125	2125	2127	2128
		2129	2130	2131	2132	2133
		2134	2135	2136	2137	2138
		2139	2140	2141	2145	2146
		2147	2150	2181	2182	2183
		2185	2217	2218	2218	2220
		2221	2251			
	Runnels	190				
	Rusk	748	749	760	761	763
		764	775	776	780	782
		785	786	787	788	789
		791	792	793	795	799
		958	967	2055	777	2056
		2057	2076	2080	2088	
	San Jacinto	2166				
	Starr	2039	2187	2188		
	Terry	2236				
	Upton	81	89	98	152	409
		410	411	2025	2026	2038
		2042	2046	2067	2072	2084
		2085	2088	2089	2091	2092
		2189				
	Van Zandt	476	477	480	482	486
		491	492	493	494	499
		500	502	504	505	508
		2022	2023	2036	2040	2049
		2050	2053			
	Waller	2190				
	Ward	322	333	334	347	
	Wheeler	111				
	Wichita	2191				
	Winkler	153	181	183	222	252

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T-965 P.13/13 F-630

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State	County	Title Numbers				
		253	254	337		
	Wood	2046	2192	2193	2194	2195
		2196	2197	2198	2199	2200

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