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

LIMITED LIABILITY COMPANY

Yates Royalty Partners, L.L.C.

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FROM-HODGSON & RUSS

T-965 P.01/09 F-631


**HODGSON RUSS
ANDREWS
WOODS &
GOODYEAR^{LLP}**
ATTORNEYS AT LAW

2000 Glades Road
Suite 400
Boca Raton, FL 33431-8599
561-394-0500 BOCA RATON
561-736-2177 PALM BEACH
954-764-2440 BROWARD
FAX: 561-394-3862
INTERNET: www.hodgsonruss.com
EMAIL: bocalaw@hodgsonruss.com

*Albany
Boca Raton
Buffalo
New York
Rochester
Toronto
West Palm Beach*

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December 24, 1998

VIA FACSIMILE NO. (850) 922-4003

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

Dear Sir/Madam:

Re: YATES ROYALTY PARTNERS, L.L.C.

Attached are the Articles of Organization for YATES 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
H98000023980
12/23/98
FLADOCs:25576_1 (JQG01)

James A. Porter, P.A.
Of Counsel

RESIDENT IN NEW YORK

Paul R. Comeau
Mark S. Klein
Stephen M. Newman

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**ARTICLES OF ORGANIZATION
FOR
YATES ROYALTY PARTNERS, L.L.C.**

**ARTICLE I
NAME**

The name of the limited liability company is YATES 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:

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

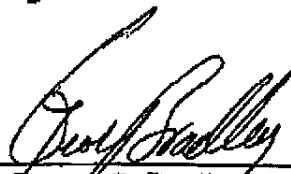
Thomas C. Reed
1410 Alexander Valley Rd.
Healdsburg, CA 95448

Kay R. Reed
1410 Alexander Valley Rd.
Healdsburg, CA 95448

Gordon S. Reed
555 International Dr.
Williamsville, NY 14221

Stephen M. Streeter
1200 Humboldt #1101
Denver, CO 80218

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



Name: George C. Bradley
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 YATES 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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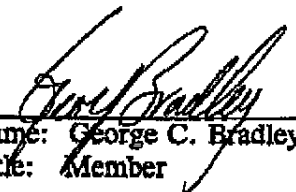
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of YATES 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 \$ 1,000,000
4. the total amount of cash and property contributed and anticipated to be contributed by the members is \$ 1,000,000

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 7, 1998


Name: George C. Bradley
Title: Member

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

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FROM-HODGSON & RUSS

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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
(Yates)**

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<u>State</u>	<u>County</u>	<u>Title Numbers</u>
Texas	Crockett	175
	Pecos	80 174

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