

Clerk's Office
State Corporation Commission
1300 E. Main Street
Richmond, Virginia 23219

070800 0500 *my*

Date: August 8, 2007
Entity Name: HighMount Gas Processing MI LLC
Order Number: 6997630 SO

Please file the attached on behalf of the above entity's documents as identified below:

Documents Requested		Instructions
Articles of Incorporation/Organization		
Certificate of Authority/Qualification		
Certificate of Limited Partnership		
Amendment:		
Merger		
Dissolution/Termination/Withdrawal		
Reinstatement		
Name Registration/Renewal		
Fictitious Name		
Registered Agent Change		
Other: Articles of Surrender	XX	1 cc of filing

LCSR

Special Instructions: *Person signing is authorized to sign post formation documents*
Check(s) in the amount of \$ 225⁰⁰ enclosed.

Requested filing date:

Please call when evidence is available and **hold documents for pickup.**
If there are any problems with the filing, please call us at (804) 217-7255.

Thank you,

LSP
Lisa O. Poffenberger
CT Corporation System
Richmond Fulfillment Office

Domestic Articles of Surrender

FF \$ 25.00

200.00

\$ 225.00

Same day service

28/8/07



SCC21.2
(04/07)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
CLERK'S OFFICE
1300 E MAIN ST
RICHMOND, VA 23219
(804) 371-9733
(866) 722-2551 Toll-free in Virginia

Expedited Service Request

Business Entity Filing

Read Information & Instructions pages before completing this form

This form MUST be completed and placed on top of EACH document that is submitted for expedited review and processing.

Entity Name: HighMount Gas Processing MI LLC	Entity's SCC ID No. (if known): S231299-1
Return Evidence of Filing To: (Correspondent's name and address) CT Corporation System 4701 Cox Road Suite 301 Glen Allen, Virginia 23060-6802 Contact Person: Lisa O. Poffenberger Phone Number: (804) 217-7255 Fax Number: (804) 217-8086 E-mail: _____	Return Evidence of Filing By: (mark all that apply) <input checked="" type="checkbox"/> Hold for Pickup (Available at 4:00 p.m.) <input type="checkbox"/> First-Class Mail <input type="checkbox"/> USPS Express Mail (Prepaid envelope required.) <input type="checkbox"/> Overnight via <input type="checkbox"/> UPS <input type="checkbox"/> Fed Ex (Completed airbill with account number required.) <input type="checkbox"/> Fax (Additional charge of \$25. Only available for Expedited Filings, Categories A and C.) Complete, if not correspondent: Name: _____ Fax No.: () _____ - _____
<p style="text-align: center;">~~~ See Information & Instructions for description of categories. ~~~</p> Expedited Service(s) Requested: (mark service requested)	***Expedite Fee(s): ***(does not include filing fee(s) – see footnote)
<input checked="" type="checkbox"/> Category A Expedite Business Entity Document listed in Schedule A	
<input checked="" type="checkbox"/> Same Day Service (In by Noon)	\$ 200
<input type="checkbox"/> Next Day Service (In by 4:00 p.m.)	\$ 100
<input type="checkbox"/> Category B Preliminary Review of a Document listed in Schedule A (2 nd Business Day Service Only – In by 4:00 p.m.) (Note: No fee if document is a preliminary review resubmission within 30 days of initial submission.)	\$ 50
<input type="checkbox"/> Category C Expedite Business Entity Document listed in Schedule C (Next Day Service Only – In by 4:00 p.m.)	\$ 50
I/O <input type="checkbox"/>	<div style="text-align: center;"> FOR OFFICE USE ONLY <div style="display: flex; justify-content: space-between;"> 070803 0500 RECORDS CLERK'S OFFICE </div> <div style="display: flex; justify-content: space-between; margin-top: 10px;"> 08-08-07 12:09 RECORDS CLERK'S OFFICE </div> <div style="text-align: right; margin-top: 10px;"> </div> </div>

Wednesday, August 08, 2007- Same Day - Surrender

2007 AUG -8 AM 11:43
SOC-CLERK'S OFFICE

THEODORE V. MORRISON, JR.
CHAIRMAN

MARK C. CHRISTIE
COMMISSIONER

JUDITH WILLIAMS JAGDMANN
COMMISSIONER

COMMONWEALTH OF VIRGINIA



JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION
Office of the Clerk

August 8, 2007

CT CORPORATION SYSTEM
LISA O POFFENBERGER
4701 COX RD STE 301
GLEN ALLEN, VA 23060-6802

RE: HighMount Gas Processing MI LLC
ID: S231299 - 1
DCN: 07-08-08-0500

Dear Customer:

This is your receipt for \$25.00 to cover the fee(s) for filing articles of organization surrender with this office.

This is also your receipt for \$200.00 to cover the fee(s) for expedited services(s).

The effective date of the certificate of organization surrender is August 8, 2007. As a result and in addition to other consequences, the limited liability company automatically ceases to be a Virginia limited liability company as of the effective date of the certificate of organization surrender and, if it intends to thereafter transact business in the Commonwealth, is required to obtain a certificate of registration to transact business in Virginia from the Commission (see Section 13.1-1078 C and D of the Code of Virginia).

Thank you for contacting our office. If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

Sincerely,

A handwritten signature in black ink that reads 'Joel H. Peck'.

Joel H. Peck
Clerk of the Commission

LCSRRCP
LCSR
CIS0306

CISA306 CIS 08/08/07
SCC017 LLCM3220 LLC DATA INQUIRY 12:38:22
LLC ID: S231299 - 1 STATUS: 00 ACTIVE STATUS DATE: 08/03/07
LLC NAME: HighMount Gas Processing MI LLC

DATE OF FILING: 08/03/2007 PERIOD OF DURATION: INDUSTRY CODE: 00

STATE OF FILING: VA VIRGINIA MERGER INDICATOR:
CONVERSION/DOMESTICATION INDICATOR: Y

P R I N C I P A L O F F I C E A D D R E S S
STREET: 16945 NORTHCHASE STE 1750

CITY: HOUSTON STATE: TX ZIP: 77060-0000

R E G I S T E R E D A G E N T I N F O R M A T I O N
R/A NAME: CT CORPORATION SYSTEM

STREET: 4701 COX RD STE 301

CITY: GLEN ALLEN STATE: VA ZIP: 23060-6802

R/A STATUS: 5 ENTITY AUTHORIZ EFF DATE: 08/03/07 LOC: 143 HENRICO COUNTY

YEAR FEES PENALTY INTEREST BALANCE

00

COMMAND:

CISA306

CIS

08/08/07

SCC017 LLCM3240

MICROFILM INQUIRY

12:38:25

LLC ID: S231299 - 1 LLC STATUS: 00 ACTIVE

LLC NAME: HighMount Gas Processing MI LLC

COURT LOCALITY: 143 HENRICO COUNTY

MICROFILM NO	DOCUMENT TYPE	DATE	PAGES
07 08 02 0190	CNVR > CONVERSION	08/03/07	5

COMMAND:

S231299 - 1

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, AUGUST 8, 2007

The State Corporation Commission has found the accompanying articles of organization
surrender submitted on behalf of

HighMount Gas Processing MI LLC

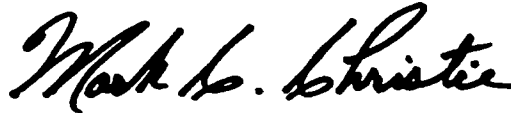
to comply with the requirements of law and confirms payment of all required fees. Therefore, it
is ORDERED that this

CERTIFICATE OF ORGANIZATION SURRENDER

be issued and admitted to record with the articles of organization surrender in the Office of the
Clerk of the Commission, effective August 8, 2007.

STATE CORPORATION COMMISSION

By



Commissioner

ARTICLES OF ORGANIZATION SURRENDER OF
HIGHMOUNT GAS PROCESSING MI LLC

The undersigned, on behalf of the limited liability company set forth below, pursuant to Title 13.1, Chapter 12, Article 14 of the Code of Virginia, hereby executes the following articles of organization surrender and sets forth:

Article I

The name of the limited liability company is HighMount Gas Processing MI LLC.

Article II

The plan of domestication, pursuant to Section 13.1-1075 of the Code of Virginia, is as follows:

- A. The limited liability company is presently domesticated in Virginia. The jurisdiction in which the limited liability company is to be domesticated is Delaware.
- B. Following the filing of these articles of organization surrender with the State Corporation Commission of the Commonwealth of Virginia, the limited liability company will file or cause to be filed on its behalf a certificate of formation with the Secretary of State of the State of Delaware pursuant to the Delaware Limited Liability Company Act.

Article III

These articles of organization surrender are being filed in connection with the domestication of the limited liability company as a foreign limited liability company to be organized under the laws of another jurisdiction and the limited liability company is surrendering its certificate of organization under the laws of Virginia.

Article IV

The plan of domestication was approved by a unanimous written consent of the sole member of the limited liability company in accordance with the provisions of the Virginia Limited Liability Company Act.

Article V

The limited liability company hereby revokes the authority of its registered agent to accept service on its behalf and appoints the clerk of the State Corporation Commission as its agent for service of process in any proceeding based on a cause of action arising during the time it was organized in the Commonwealth of Virginia.

Article VI

The limited liability company's mailing address to which the clerk of the State Corporation Commission may mail a copy of any process served on him as the limited liability company's agent is: HighMount Gas Processing MI LLC, 16945 Northchase, Suite 1750, Houston, Texas 77060.

Article VII

The limited liability company hereby commits to notify the clerk of the State Corporation Commission in the future of any change in the mailing address of the limited liability company.


[The remainder of this page is intentionally left blank]

IN WITNESS WHEREOF, the undersigned has duly executed this Articles of Organization Surrender as of July 31, 2007.

HIGHMOUNT GAS PROCESSING MI LLC

By: HighMount Exploration & Production
Michigan Midstream LLC

Its: Sole Member

By: 
Name: *Kenneth J. Zinglow*
Title: *Asst. Secretary, Authorized Person*

