

# Delaware

The First State

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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 MERGER, WHICH MERGES:

"FIFTH CREEK ENERGY OPERATING COMPANY, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "BILL BARRETT CORPORATION" UNDER THE NAME OF "BILL BARRETT CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE NINETEENTH DAY OF MARCH, A.D. 2018, AT 12:23 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Jeffrey W. Bullock, Secretary of State

3519555 8100M  
SR# 20182013990

Authentication: 202347142  
Date: 03-19-18

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

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:23 PM 03/19/2018  
FILED 12:23 PM 03/19/2018  
SR 20182013990 - File Number 3519555

**CERTIFICATE OF MERGER**

of

**FIFTH CREEK ENERGY OPERATING COMPANY, LLC**  
(a Delaware limited liability company)

with and into

**BILL BARRETT CORPORATION**  
(a Delaware corporation)

March 19, 2018

Pursuant to Section 264(c) of the General Corporation Law of the State of Delaware (the "DGCL") and Section 18-209(c) of the Limited Liability Company Act of the State of Delaware (the "DLLCA"), Bill Barrett Corporation ("BBG"), a corporation organized and existing under the DGCL, hereby certifies the following information relating to the merger of Fifth Creek Energy Operating Company, LLC (the "Merging Entity"), a limited liability company organized and existing under the DLLCA, with and into BBG (the "Merger"), both direct wholly owned subsidiaries of HighPoint Resources Corporation (f/k/a Red Rider Holdco, Inc.):

**FIRST:** The name and state of incorporation of each of the constituent entities (the "Constituent Entities") are Bill Barrett Corporation, a Delaware corporation, and Fifth Creek Energy Operating Company, LLC, a Delaware limited liability company.

**SECOND:** BBG shall be the surviving corporation in the Merger (the "Surviving Corporation") under the name "Bill Barrett Corporation".

**THIRD:** The Agreement and Plan Merger, dated as of March 19, 2018 (the "Merger Agreement"), between BBG and the Merging Entity, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities.

**FOURTH:** The Merger is to become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

**FIFTH:** The Certificate of Incorporation of BBG, as heretofore amended and/or restated, shall be the Certificate of Incorporation of the Surviving Corporation from and after the Effective Time, until thereafter amended as provided therein and by applicable law.

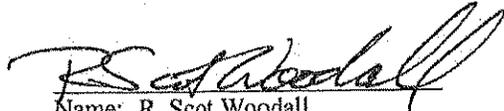
**SIXTH:** The executed copy of the Merger Agreement is on file at the executive offices of the Surviving Corporation at 1099 18<sup>th</sup> Street, Suite 2300, Denver, Colorado 80202.

**SEVENTH:** A copy of the Merger Agreement shall be furnished by the Surviving Corporation, on request and without cost, to any stockholder or member of either Constituent Entities.

*[Remainder of Page Intentionally Left Blank]*

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be signed by an authorized officer as of the date first written above.

**BILL BARRETT CORPORATION**

A handwritten signature in black ink, appearing to read "R. Scot Woodall", is written over a horizontal line.

Name: R. Scot Woodall

Title: Chief Executive Officer and President