

FORM C101 ATTACHMENT
Devon SFS Operating, Inc.
Scary Creek "25A" State Com. #1
Sec. A-25-20S-26E
Eddy Cnty, NM

Exhibit A

**Restated Certificate of Incorporation
of Santa Fe Snyder Corporation**

FIRST. The name of the Corporation is Devon SFS Operating, Inc.

SECOND. The address, including the street, number, city and county, of the Corporation's registered office in this state is 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801 and the name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD. The nature of the business and the purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law ("DGCL").

FOURTH. The total number of shares of capital stock which the Corporation shall have authority to issue is 1,000 shares, designated as Common Stock, par value \$.10 per share.

FIFTH. The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) No director of the Corporation shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty by such director as a director; provided, however, that this Article FIFTH shall not eliminate or limit the liability of a director to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article