

ARTICLES OF ORGANIZATION

of

JUDAH OIL, LLC

The undersigned, for the purpose of forming a Limited Liability Company under the New Mexico Limited Liability Company Act (the "Act"), hereunder certifies:

ARTICLE I"Name"

The name of the Limited Liability Company shall be JUDAH OIL, LLC (the "COMPANY").

ARTICLE II"Purposes"

The nature of the business and purposes to be conducted or promoted by the COMPANY are to engage in, carry on and conduct any lawful act or activity for which limited liability companies may be organized under the Limited Liability Company Act of the State of New Mexico; and in addition to, and without limiting the generality of the foregoing, the following:

A. To engage in, carry on, conduct, participate in operating, acquiring, buying, owning, selling, leasing, trading, purchasing and pooling of oil rights, gas rights, oil and gas rights, mineral rights, royalties and royalty interest in minerals of all kinds and types, including oil and gas and real property; to pledge, encumber, hypothecate, lease, sell, dispose of and contract with respect to such rights and interest; to drill, dip, torpedo, extract and withdraw, oil, gas and other minerals; to construct, complete, maintain, equip, operate and repair oil wells, gas wells and oil and gas wells and pipelines; to purchase, acquire, sell, dispose of, pledge, encumber, hypothecate and otherwise deal in and with oil and gas permits, pipelines, rights-of-way and leases and leasehold estates relating to oil, gas and other minerals; and to acquire, own, purchase, transfer, assign, sell, pledge, encumber, hypothecate, control, and otherwise deal in and with oil leases, gas leases and oil, gas, and mineral leases covering privately owned fee lands and all kinds and types of interest in such leases, as well as Oil and Gas Leases: (1) issued under the Mineral Leasing Act of February 25, 1920, as amended, the Mineral Leasing Act for Acquired Lands of August 7, 1920, as amended, the Mineral Leasing Act for Acquired Lands of August 7, 1947, as amended, and the Oil and Gas Right-of-Way Act of May 21, 1930, as amended, each as enacted by the Congress of the United States of America; (2) issued by the Commissioner of Public Lands of the State of New Mexico or his authorized or designated agent or representative pursuant to N.M.S.A. Section 19-10-1, et seq., (1978), as amended, and all regulations issued thereunder or authority granted thereby; and (3) issued pursuant to the statutory or regulatory authority of any state other than the State of New Mexico, and to comply with all rules and

BEFORE THE OIL CONSERVATION
COMMISSION
Santa Fe, New Mexico
Case No. 14547 & 14472 Exhibit No. A
Submitted by:
JUDAH OIL, LLC
Hearing Date: June 29, 2011

regulations relating to the above-described purposes promulgated or issued by any federal, state or other regulatory agency or body.

B. To create, acquire, hold and deal in and with, and dispose of, in any manner, any legal or equitable interest in real property, chattels real and tangible and intangible personal property of all kinds (whether situated or located in the State of New Mexico or elsewhere); and, without limiting the generality of the foregoing, to purchase, receive, take (by grant, gift, devise, bequest or otherwise), own, hold, employ, use, operate, manage, control, sell, assign, transfer, convey, exchange, lease, mortgage, encumber, construct, alter, modify, repair, improve and maintain: (1) real property whether improved or unimproved, and structures and improvements on real property, and also leaseholds; (2) tangible and intangible personal property of any and every kind and type; and (3) any other legal or equitable interests or rights in any of the foregoing.

C. To enter into any partnership, limited or general, as limited or general partner, or both, and to enter into any other arrangement for sharing profits, with any corporation, association, partnership, limited liability company or partnership, syndicate, entity, person, or governmental authority, domestic or foreign, for any purpose authorized by the laws of the State of New Mexico.

D. To engage in, carry on, conduct and/or participate in any general or specific branch or phase of the activities, enterprises or businesses authorized herein in the State of New Mexico or in any other state of the United States and in all foreign countries, and in all territories, possessions and other places, and in connection with the same, or any part thereof, to be and act either as principal, agent, contractor or otherwise.

E. To do all things necessary and convenient for the accomplishment or furtherance of any of the purposes stated herein, and to do all things necessary or convenient for the protection and benefit of the COMPANY.

The foregoing provisions of this Article shall be construed as purposes, objects and powers, and each as an independent purpose, object and power, in furtherance, and not in limitation, of the purposes, objects and powers granted to the COMPANY by the laws of the State of New Mexico; and except as otherwise specifically provided in any such provisions, no purpose, object or power herein set forth shall be in any way limited or restricted by reference to, or inference from, any other provision of these Articles of Organization.

ARTICLE III

"Registered Office and Registered Agent"

The street address of the registered office of the COMPANY is 611 West Mahone Avenue, Suite D, Artesia, New Mexico 88210; the name of the registered agent at such address upon whom process against the COMPANY may be served is JAMES B. CAMPANELLA; and the street address of the current principal place of business of the COMPANY is the same as stated above.

ARTICLE IV**"Duration"**

The term for which the COMPANY is to exist is from the date the Articles of Organization are filed in the office of the Public Regulation Commission until the COMPANY is dissolved and wound up in accordance with an Operating Agreement of the COMPANY, if any.

ARTICLE V**"Management"**

The business of the COMPANY shall be managed by such number of managers as may be provided in the Operating Agreement of the COMPANY. In the absence of an Operating Agreement, the number of managers shall be determined by the vote of members having a majority of the voting power of all of the members. In the absence of an Operating Agreement, the managers shall have exclusive power to make all decisions on behalf of the COMPANY that are not specifically reserved to the members by the Act. There shall be one (1) initial manager. The name and address of the person who is to serve as the manager until its successor is duly elected and qualified is:

Name**Address**

LEVI OPERATING, LLC

611 West Mahone Avenue, Suite D
Artesia, New Mexico 88210**ARTICLE VI****"Contributions and Voting"**

Contributions to the COMPANY by a member may be in cash, property, services rendered, promissory notes or other obligations to transfer property, render services or contribute cash to the COMPANY, and the COMPANY shall issue its membership units or interests in return therefor, as determined by the Operating Agreement. Unless otherwise provided for in the Operating Agreement, each issued and outstanding membership unit or interest shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the members. Fractional membership units or interests may be issued. Cumulative voting of membership units or interests shall not be permitted.

ARTICLE VII**"Indemnification"**

To the fullest extent permitted or authorized by the Act, the Operating Agreement, if any, or applicable law, the members and managers shall not be liable to the COMPANY or the members for any damages caused by an act or omission of the managers or members. The COMPANY shall indemnify any member or manager from and against any and all judgments, settlements, penalties, fines or expenses incurred in any proceeding to which any such member or manager is a party

because he, she or it is or was a member or manager, and for the advancement of expenses, including costs of defense, prior to final disposition of such proceeding.

ARTICLE VIII

"Additional Powers"

The COMPANY may, in an Operating Agreement, confer upon its managers powers in addition to the powers herein and by statute expressly conferred.

ARTICLE IX

"Organizer"

The name and address of the Organizer is:

<u>Name</u>	<u>Address</u>
JAMES B. CAMPANELLA	611 West Mahone Avenue, Suite D Artesia, New Mexico 88210

IN WITNESS WHEREOF, I, JAMES B. CAMPANELLA, have executed these ARTICLES OF ORGANIZATION this 1 day of May, 2006



JAMES B. CAMPANELLA, Organizer

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED INITIAL REGISTERED AGENT

To the Public Regulation Commission
Of the State of New Mexico

On this 1 day of May, 2006, I, the undersigned, am a resident of the State of New Mexico and do hereby accept my appointment as the initial registered agent of JUDAH OIL, LLC, the Limited Liability Company which is named in the annexed ARTICLES OF ORGANIZATION, and which is applying for a file stamped copy of its ARTICLES OF ORGANIZATION and a CERTIFICATE OF ORGANIZATION pursuant to the provisions of the Limited Liability Company Act of the State of New Mexico.



JAMES B. CAMPANELLA, Registered Agent



Internal Revenue Service

DEPARTMENT OF THE TREASURY

The Digital Daily

Federal Tax ID / EIN

This is your provisional [REDACTED]

Today's Date is: September 29, 2006 GMT

You will receive a confirmation letter in U.S. mail within fifteen days. The letter will also contain useful tax information for your business or organization.

If you have input any of the information on your application in error, please wait seven days and contact the EIN Toll Free area at 1-800-829-4939, Monday - Friday, 7:30am - 5:30pm. If you do not want to call, please make corrections on the letter you receive confirming your [REDACTED] and return it to the IRS.

If you are going to complete other on-line applications that require your [REDACTED] you can copy it by performing the following steps:

- 1) Use your mouse to highlight your [REDACTED] (blue number on top of page) by moving your pointer on top of the number.
- 2) Press the Ctrl key at the same time pressing the C key.

Once you copy your [REDACTED] you can paste it in the appropriate place by pressing the Ctrl key at the same time pressing the V key.

You may click on the buttons below for different print options or to fill out another [REDACTED]

Click [here](#) to return to the Internet [REDACTED] landing (start) page.

746-1290

Judah Oil, LLC

Form **SS-4**
(Rev. February 2006)
Department of the Treasury
Internal Revenue Service

Application for Employer Identification Number

(For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, Indian tribal entities, certain individuals, and others.)

▶ See separate instructions for each line. ▶ Keep a copy for your records.

OMB No. 1545-0003

EIN

1 Legal name of entity (or individual) for whom the EIN is being requested
JUDAH OIL, LLC

2 Trade name of business (if different from name on line 1)

3 Executor, administrator, trustee, "care of" name

4a Mailing address (room, apt., suite no. and street, or P.O. box)
611 W. MAHONE AVE. SUITE D

5a Street address (if different) (Do not enter a P.O. box.)

4b City, state, and ZIP code
ARTBSIA, NM 88210

5b City, state, and ZIP code

6 County and state where principal business is located
EDDY COUNTY NEW MEXICO

7a Name of principal officer, general partner, grantor, owner, or trustee
JAMES B. CAMPANELLA

7b SSN, ITIN, or EIN

8a Type of entity (check only one box)

Sole proprietor

Partnership

Corporation (enter form number to be filed) ▶

Personal service corporation

Church or church-controlled organization

Other nonprofit organization (specify) ▶

Other (specify) ▶ **LIMITED LIABILITY COMPANY**

Estate of decedent

Plan administrator

Trust of grantor

National Guard

Farmers' cooperative

REMIC

State/local government

Federal government/military

Indian tribal governments/enterprises

Group Exemption Number (GEN) ▶

8b If a corporation, name the state or foreign country (If applicable) where incorporated

State

Foreign country

9 Reason for applying (check only one box)

Started new business (specify type) ▶ **OIL & GAS PRODUCTION**

Hired employees (Check the box and see line 12.)

Compliance with IRS withholding regulations

Other (specify) ▶

Banking purpose (specify purpose) ▶

Changed type of organization (specify new type) ▶

Purchased going business

Created a trust (specify type) ▶

Created a pension plan (specify type) ▶

10 Date business started or acquired (month, day, year). See instructions.
01-01-06

11 Closing month of accounting year
DECEMBER

12 First date wages or annuities were paid (month, day, year). Note: If applicant is a withholding agent, enter date income will first be paid to nonresident alien. (month, day, year) ▶ **NA**

13 Highest number of employees expected in the next 12 months (enter -0- if none).

Do you expect to have \$1,000 or less in employment tax liability for the calendar year? Yes No. (If you expect to pay \$4,000 or less in wages, you can mark yes.)

Agricultural	Household	Other
0	0	0

14 Check one box that best describes the principal activity of your business.

Construction Rental & leasing Transportation & warehousing Real estate Manufacturing Finance & insurance

Health care & social assistance Accommodation & food service Other (specify) **OIL & GAS EXTRACTION**

Wholesale-agent/broker Wholesale-other Retail

15 Indicate principal line of merchandise sold, specific construction work done, products produced, or services provided.
OIL & GAS PRODUCTION

16a Has the applicant ever applied for an employer identification number for this or any other business? Yes No

Note: If "Yes," please complete lines 16b and 16c.

16b If you checked "Yes" on line 16a, give applicant's legal name and trade name shown on prior application if different from line 1 or 2 above.

Legal name ▶

Trade name ▶

16c Approximate date when, and city and state where, the application was filed. Enter previous employer identification number if known.

Approximate date when filed (mo., day, year)

City and state where filed

Previous EIN

Complete this section only if you want to authorize the named individual to receive the entity's EIN and answer questions about the completion of this form.

Third Party Designee

Designee's name
JONI L. BARR

Designee's telephone number (include area code)
(505) 627-1400

Address and ZIP code
P.O. BOX 3600 ROSWELL, NM 88202

Designee's fax number (include area code)
(505) 627-1111

Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.

Name and title (type or print clearly) ▶

Date ▶ **9-12-06**

Applicant's telephone number (include area code)

Applicant's fax number (include area code)

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BEFORE THE OIL CONSERVATION COMMISSION
Santa Fe, New Mexico
Case No.'s 14547 & 14472 Exhibit No 10
Submitted by
JUDAH OIL, LLC
Hearing Date November 4, 2010