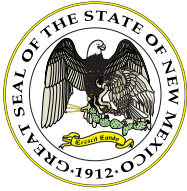




3137086



**STATE OF NEW MEXICO**

*Secretary of State*

325 Don Gaspar, Suite 300  
Santa Fe, New Mexico 87501

**DOMESTIC PROFIT CORPORATION AMENDMENT**

Non-Refundable Application Fee: Based on the number of shares;  
Minimum \$100, Maximum \$1,000

New Mexico Secretary of State

**-FILED-**

File #: 3137086  
Date Filed: 12/19/2025

C0585-6089 12/19/2025 12:45 PM Received by New Mexico Secretary of State

Current Business Information	
Business ID	334755
Business Name	MCBRIDE OIL & GAS CORPORATION
Formation Date	01/18/1956
Business Sub Type	Domestic Profit
Formation Locale	New Mexico
Name of Corporation	
Do you wish to change the name of the corporation?	No
Alternative Business Names (optional)	
Alternative Business Name	
None Entered	
Business Address and Contact Information	
<b>Principal Place of Business Address</b>	
Principal Place of Business Address	400 N PENNSYLVANIA AVE SUITE 1200 Roswell, NM 88201
<b>Business Mailing Address</b>	
Mailing Address	P O Box 1515 Roswell, NM 88202-1515
Duration	
Duration of the Company	Perpetual
Purpose Statement	
<input type="checkbox"/> This corporation is a designated benefit corporation.	

## Business Purpose

The nature of the business and purposes to be conducted or promoted by the Corporation are to engage in, carry on and conduct any lawful act or activity for which corporations may be organized under the Business Corporation 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 and participate in acquiring, buying, owning, selling, leasing, trading, purchasing and pooling of oil rights, gas rights, oil and gas rights, mineral rights, royalties and royalty interests 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 interests; to drill, dig, 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 interests in such leases. 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 do everything necessary, suitable, convenient or proper for the accomplishment, attainment or furtherance of, and to do every act or thing incidental or appurtenant to, growing out of or connected with, the purposes set forth herein, whether alone or in association with others, to possess all the rights, powers and privileges now or hereafter conferred by the laws of the State of New Mexico upon corporations organized under the Business Corporation Act of the State of New Mexico (as may be amended) or any statute which may be enacted to supplement or replace it, and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or a partnership, association, corporation or other entity, or any of them, might or could do; provided, that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object or power, or to do any act or thing, forbidden by law to a corporation organized under the Business Corporation Act of the State of New Mexico. D. 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 Corporation. 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 Corporation by the laws of the State of New Mexico.

Number of aggregate shares that the corporation has authority to issue: 500000

Check if the shares are divided and/or identified by classes.

Directors of the Corporation

Title	Full Name	Address
Director	DOUGLAS L MCBRIDE III	PO BOX 1515 Roswell, NM 88202
Director	JULIE MCBRIDE	PO BOX 1515 Roswell, NM 88202
Director	JOYCE MCBRIDE	PO BOX 1515 Roswell, NM 88202
Director	SUE MCBRIDE	PO BOX 1515 Roswell, NM 88202

Officers of the Corporation

Title	Full Name	Address
Treasurer	TASIA MARKER	PO BOX 1515 Roswell, NM 88202
Vice President	Shari Hamilton	P O Box 1515 Roswell, NM 88202-1515
President	John C. Maxey	P O Box 1515 Roswell, NM 88202-1515
Secretary	TASIA MARKER	PO BOX 1515 Roswell, NM 88202

Adopted Articles of Amendment

Signed Amended Articles (upload optional) McBride Oil Gas Amendment (02957458) (03180065).PDF

Additional Articles

**No additional articles stated.**

Act Information - For SOS Use Only

Act Formed Under Chapter 53, Article 12 NMSA 1978 "Business Corporation Act".

Attestations

- I understand that the information I enter into the online system is public information and will appear online and on copy requests exactly as I enter it into the system.
- I have been authorized by the business entity to file this document online.
- I, HEREBY SWEAR AND/OR AFFIRM, under penalty of law, including criminal prosecution, that the facts contained in this document are true. I certify that I am signing this document as the person(s) whose signature is required, or as an agent of the person(s) whose signature is required, who has authorized me to place his/her signature on this document.

Authorized Agent Tasia Marker 12/19/2025  
 Signer's Capacity On behalf of TASIA MARKER Date

Authorized Agent Shari Hamilton 12/19/2025  
 Signer's Capacity On behalf of Shari Hamilton Date

<i>Authorized Agent</i>	<i>John C. Maxey</i>	<i>12/19/2025</i>
Signer's Capacity	On behalf of John C. Maxey	Date

<i>Authorized Agent</i>	<i>Tasia Marker</i>	<i>12/19/2025</i>
Signer's Capacity	On behalf of TASIA MARKER	Date

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF  
MCBRIDE OIL & GAS CORPORATION  
BUSINESS ID# 334755**

**Entity Information:**

The name of the filing entity is: MCBRIDE OIL & GAS CORPORATION

The filing entity is a: for-profit Corporation.

The duration of the corporation is perpetual.

The file number issued to the filing entity by the Secretary of State is 334755.

This Amendment was adopted on January 1, 2025.

The corporation is authorized to issue 500,000 shares, and only 37,559 shares have been issued to date, and said issued shares are all voting shares.

All 37,559 shares voted in favor of this amendment, and 0 shares voted against this amendment.

**Amendment**

The amendment changes the certificate of incorporation to amend Article IV. Article IV is amended to read as follows:

The corporation is authorized to issue two classes of shares to be designated respectively "Class A Voting Common" and "Class B Nonvoting Common." The total number of shares that the corporation is authorized to issue is 500,000. The number of Class A Voting Common shares authorized is 50,000, and the par value of each such share is \$1.00. The number of Class B Nonvoting Common shares authorized is 450,000 and the par value of each such share is \$1.00. Both Class A Voting Common and Class B Nonvoting Common shall have identical participation rights in dividends, corporate distributions, profits, losses and distributions in liquidation of the corporation, the only difference in the two classes of stock being that Class A Voting stock has all rights to vote for any and all purposes at stockholders' meetings.

**Statement of Approval**

The amendments to the Certificate of Incorporation have been approved in the manner required by Chapter 53 of the New Mexico Statutes.

{20020/01/02957458.DOCX / 1}

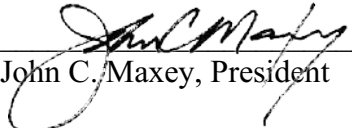
**Effectiveness of Filing**

This document becomes effective when the document is filed by the Secretary of State.

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty or perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: December 18, 2025

  
\_\_\_\_\_  
John C. Maxey, President

**PLAN OF RECAPITALIZATION OF  
MCBRIDE OIL & GAS CORPORATION**

MCBRIDE OIL & GAS CORPORATION, a New Mexico corporation hereinafter referred to as the "Corporation", with Joyce McBride, life estate, Douglas McBride III, Julie McBride, and Sue McBride, who together presently own 100% of the common stock and comprise the Board of Directors. There are presently no other stockholders or other classes of stock.

The following plan for recapitalization of MCBRIDE OIL & GAS CORPORATION, was unanimously adopted by the Board of Directors and Shareholders of the corporation on January 1, 2025.

**The Proposed Plan of Recapitalization**

The Corporation is currently owned as follows:

<b>Shareholder</b>	<b>Shares</b>	<b>Cert No.</b>
Douglas McBride III	10,115 7/12	19
Julie McBride	10,115 7/12	18
Sue McBride	10,115 7/12	17
Joyce McBride, life estate	7,212 ¼	16

Under the proposed plan of recapitalization, the Company's Certificate of Organization will be amended to authorize the creation of two classes of members, Class A Voting and Class B Nonvoting. Both classes of members shall have identical participation rights in distributions, profits, losses and distributions in liquidation or termination of the company. The only difference in the two classes of members being the Class A Voting members have all rights to vote for any and all purposes at members meeting. Under the proposed plan, all membership interest certificates will be surrendered, with each Member receiving approximately 10% of their original holdings as Class A voting membership interest and approximately 90% of their original holdings as Class B nonvoting membership interest.

*Holdings after Exchange*

<u>Name</u>	<u>Class A Voting</u>	<u>Class B Non-Voting</u>	<u>Total</u>
Douglas McBride III	1,011.55833	9,104.025	10,115 7/12
Julie McBride	1,011.55833	9,104.025	10,115 7/12
Sue McBride	1,011.55833	9,104.025	10,115 7/12
Joyce McBride, life estate	721.225	6,491.025	7,212 1/4

The Corporation will pay all expenses of carrying out the Plan of Recapitalization.

The Board of Directors may abandon this Plan of Recapitalization if the Internal Revenue Service issues a ruling with respect to the transactions contemplated by this Plan, prior to the time the exchange of stock has taken place, which is unsatisfactory in substance to the Board of Directors.