



101176970
Entity Number

Certificate of Amendment

THE BUSINESS CORPORATIONS ACT
EXTRA-PROVINCIAL BUSINESS CORPORATION

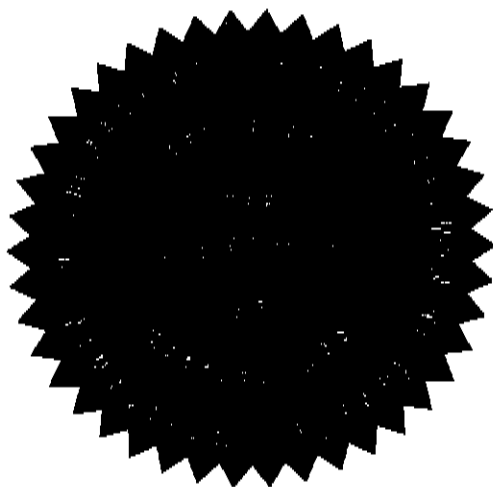
I certify that

ARC RESOURCES LTD.

has registered an amendment made to its Articles under the laws of Alberta in accordance with the attached.

Given under my hand and seal

this 12th day of January, 2011





Director of Corporations

CORPORATE ACCESS NUMBER: 2015785146



Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

ARC RESOURCES LTD.
IS THE RESULT OF AN AMALGAMATION FILED ON 2011/01/01.



ARTICLES OF AMALGAMATION

Business Corporations Act
(Alberta)
Section 185

1.	Name of Amalgamated Corporation: ARC RESOURCES LTD.
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2. The classes of shares, and any maximum number of shares that the Corporation is authorized to issue:

See Schedule "A" attached hereto

3. Restriction on share transfers, if any:

No restrictions

4. Number, or minimum and maximum number of directors:

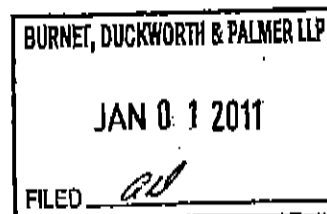
Minimum of three (3); Maximum of twelve (12)

5. If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restriction(s):

N/A

6. Other Provisions, if any:

See Schedule "B" attached hereto



7. Name of Amalgamating Corporations:	Corporate Access Number:
ARC Energy Ltd.	2015220276
ARC Resources Ltd.	2015533298
1485275 Alberta Ltd.	2014852756
ARC Petroleum Inc.	206981110
Smiley Gas Conservation Limited	2015730191

Steven W. Sinclair

 Name of Person Authorizing (please print)
 Senior Vice-President, Finance and Chief Financial
 Officer

 Title (please print)

 Signature

 January 1, 2011

 Date

This information is being collected for purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Co-ordinator for Alberta Registries, Research and Program Support, 3rd Floor, Commerce Place, 10155 - 102 Street, Edmonton, Alberta T5J 4L4, (780) 422-7330.

BURNET, DUCKWORTH & PALMER LLP
 JAN 0 1 2011
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PROVINCIAL REGISTERED
 NOTICE OF ADDRESS OR
 NOTICE OF CHANGE OF ADDRESS
 Business Corporations Act
 (Alberta)
 Section 20
 JAN 1 2 2011

1. Name of Corporation:
 .ARC RESOURCES LTD.

Corporate Access Number:
 20-15785146

3. Address of Registered Office (P.O. Box number can only be used by a Society):

Street	City/Town	Province	Postal Code
1400, 350 - 7 th Avenue S.W.	Calgary	Alberta	T2P 3N9

OR Legal Land Description

Section	Township	Range	Meridian

4. Records Address (P.O. Box number cannot be used)

Street	City/Town	Province	Postal Code
1400, 350 - 7 th Avenue S.W.	Calgary	Alberta	T2P 3N9

OR Legal Land Description

Section	Township	Range	Meridian

5. Address for Service by Mail (if different from Item 3)

NOTE: If this is a change, please read instructions carefully.

Post office Box Only	City/Town	Province	Postal Code

Steven W. Sinclair
 Name of Person Authorizing (please print)

Telephone Number (daytime)

January 1, 2011
 Date

Steven W. Sinclair
 Signature

Senior Vice-President, Finance and Chief Financial Officer
 Title (please print)

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BURNET, DUCKWORTH & PALMER LLP

JAN 01 2011

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**NOTICE OF DIRECTORS OR
NOTICE OF CHANGE OF DIRECTORS**

**Business Corporations Act
(Alberta)**

Sections 106, 113 and 289

1. Name of Corporation: ARC RESOURCES LTD.	2. Alberta Corporate Access Number: 2015785146
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3. The following person(s) were appointed Director(s) on: 2011/01/01
year/month/day

Name of Director (Last, First, Second)	Mailing Address (including postal code)	Are you a Resident Canadian?
SEE SCHEDULE "A"		

4. The following person(s) ceased to hold office as Director(s): _____
year/month/day

Name	Mailing Address (including postal code)

5. As of this date, the Director(s) of the Corporation are:

Name of Director (Last, First, Second)	Mailing Address (including postal code)	Are you a Resident Canadian?
SEE SCHEDULE "A"		

6. To be completed only by Alberta Corporations:
Are at least half of the members of the board of directors resident Canadians? Yes No

Steven W. Sinclair January 1, 2011
Name of Person Authorizing (please print) Telephone Number (daytime) Date

Steven W. Sinclair Senior Vice-President, Finance and Chief Financial Officer
Signature Title (please print)

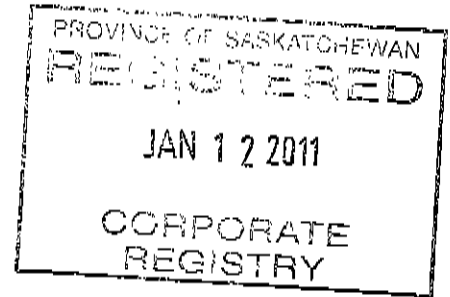
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SCHEDULE "A"

PROVINCE OF SASKATCHEWAN
REGISTERED
 JAN 12 2011
 CORPORATE
 REGISTRY

Name	Mailing Address	Resident Canadian
Michael M. Kanovsky	c/o 2000, 400 3 rd Avenue S.W. Calgary, AB T2P 4H2	Yes
Mac H. Van Wielingen	4300, 400 - 3rd Avenue S.W. Calgary, AB T2P 4H2	Yes
John P. Dielwart	243134 Range Road 31A Calgary, Alberta T3Z 3L5	Yes
Walter DeBoni	1003, 110 7 th Street S.W. Calgary, Alberta T2P 5M9	Yes
Fred John Dymont	242215 Range Road 33A Calgary, Alberta T3Z 2W1	Yes
Herbert Charles Pinder, Jr.	14 Poplar Road, Riverside Estates Saskatoon, Saskatchewan S7T 1A1	Yes
James C. Houck	3624 - 4th Street S.W. Calgary, AB T2S 1Y2	No
Harold N. Kvisle	1136 Varsity Estates Drive N.W. Calgary, Alberta T3B 3B4	Yes
Kathleen N. O'Neill	21 Wilgar Road Toronto, Ontario M8X 1J3	Yes

Corporations
Branch



POWER OF ATTORNEY
THE BUSINESS CORPORATIONS ACT

KNOW ALL MEN BY THESE PRESENTS that ARC Resources Ltd. (hereinafter called the "corporation") hereby appoints:

101176970

MICHAEL W. MILANI, Q.C.

1500 - 1881 Scarth Street
Regina, Saskatchewan
S4P 4K9

GORDON J. KUSKI, Q.C.

1500 - 1881 Scarth Street
Regina, Saskatchewan
S4P 4K9

to act as its attorney for the purpose of receiving service of process in all suits and proceedings by or against the corporation within Saskatchewan and for the purpose of receiving all lawful notices; and the corporation does hereby declare that service of process in respect of such suits and proceedings, and of such notices, upon the attorney are legal and binding to all intents and purposes whatsoever.

Where more than one person is hereby appointed, attorney, any one of them, without the others, may act as true and lawful attorney of the corporation.

This appointment revokes all previous appointments.

Date	Name	Office held	Signature
01/04/2011	Allan R. Tava	Secretary	

Consent to act as Attorney

I, MICHAEL W. MILANI, Q.C. and GORDON J. KUSKI, Q.C. each of 1500 - 1881 Scarth Street, Regina, Saskatchewan, S4P 4K9, hereby consent to act as the attorney pursuant to the aforementioned power of attorney.

DATED this 5th day of January, 2011

Michael W. Milani, Q.C. on his own behalf
and on behalf of Gordon J. Kuski, Q.C. as duly
authorized.