

BY-LAWS
of
MICHIGAN ASSOCIATION OF PROFESSIONAL LANDMEN, INC.

ARTICLE I
NAME

The Association shall be incorporated under the name of the Michigan Association of Professional Landmen, Inc., hereinafter called MAPL.

ARTICLE II
LOCATION

1. Principal Office. The principal office of the corporation shall be at such place within the State of Michigan as the Board of Directors shall determine from time to time.

2. Other Offices. The corporation may also have offices at such other places as the Board of Directors from time to time determines.

ARTICLE III
MISSION STATEMENT

MAPL's mission is to promote and advance the highest standards of professionalism for all landmen and to actively engage in sound stewardship of mineral and energy resources.

ARTICLE IV
SEAL

1. Seal. The corporation shall not have a seal.

ARTICLE V
MEMBERSHIP

1. Membership. The MAPL is organized as a non-stock corporation. Membership in MAPL shall be classified as follows:

(A) Active Membership in the MAPL shall be open to those individuals functioning as professional landmen regularly engaged in land work relating to the exploration development and production of oil and gas and other natural mineral and energy resources. An Active Member shall have a minimum of two years experience as a landman and the recommendation of at least two Active Members of the MAPL who know the applicant. Those individuals who are functioning as supervisors or managers of professional landmen engaged in land work shall also be eligible for Active Membership. Once qualified as an Active Member, eligibility shall not be affected by the member's location, classification of employment, or departmental assignment.

(B) Associate Membership in the MAPL shall be open to persons in the oil and gas industry who are directly and regularly engaged in or associated with petroleum landwork relating to mineral

and/or energy industries. Associate members shall have all rights that an active member has except that of voting and holding office or chairmanship of any committee. It is provided, however, that all questions relating to and touching the qualifications for and maintenance of membership shall be finally determined by the Board of Directors.

ARTICLE VI MEMBERSHIP MEETINGS

1. Place of Meetings. All meetings of the MAPL membership shall be held at a time and place as shall be determined by the Board of Directors/Executive Committee.

2. Annual Membership Meetings. An annual meeting of the MAPL membership shall be held during the fiscal year at a time and place determined by the Board of Directors. The officers of the MAPL shall be elected at each annual meeting, and such other business transacted as may properly come before the meeting.

3. Special Meetings. Special meetings of the MAPL membership may be called by the Board of Directors or the President, and shall be called by the President or Secretary at the written request of a majority of the MAPL membership who are entitled to vote. A membership request shall state the purpose of purposes for which the meeting is to be called.

4. Notice of Meetings. Except as otherwise provided by statute, written notice of the time, place and purpose of a meeting of the MAPL membership shall be given to each member of record entitled to vote at the meeting not less than 10 days nor more than 60 days before the date of the meeting. Notice shall be given either personally or by mailing to the last address of the member as it appears on the books of the MAPL. Notice need not be given of an adjourned meeting of the membership provided the time and place to which such meeting is adjourned are announced at the meeting at which the adjournment is taken and provided, further, that at the adjourned meeting only such business is transacted as might have been transacted at the original meeting. However, if after the adjournment, a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record on the new record date entitled to notice as provided in the By-Laws.

5. Record Dates. The Board of Directors/Executive Committee or the President may fix in advance a date as the record date for the purpose of determining members entitled to notice of and to vote at a meeting of members or an adjournment thereof, or to express consent or to dissent from a proposal without a meeting, or for the purpose of determining members entitled to allotment of a right or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 10 days before the date of the meeting, nor more than 60 days before any other action. In such case, only such MAPL members as shall be members of record on the date so fixed, shall be entitled to notice of and to vote at such meeting or adjournment thereof, or to express consent or to dissent from such proposal, or to receive such allotment of rights, or to participate in any other action, as the case may be.

6. Quorum. The MAPL membership present at a meeting in person or by proxy, who as of the record date of such meeting constitute a majority of the MAPL membership entitled to vote at the meeting shall constitute a quorum at the meeting.

7. Proxies. A member entitled to vote at a meeting or to express consent or dissent without a meeting may authorize other persons to act for him by Proxy. A proxy shall be signed by the member, or his authorized agent or representative, and shall not be valid after the expiration of three years from its date, unless otherwise provided in the proxy. A proxy is revocable by written notice delivered to the Secretary of the MAPL at the pleasure of the member executing it except as otherwise provided by the laws of the State of Michigan.

8. Voting. Each Active MAPL member is entitled to one (1) vote on each matter submitted to a vote, unless otherwise provided in the Articles of Incorporation. When an action, is to be taken by a vote of the MAPL membership, it shall be authorized by a majority of the votes cast by the members entitled to vote thereon, unless a greater plurality is required by the Articles of Incorporation or by the laws of the State of Michigan.

ARTICLE VII OFFICERS AND THE BOARD OF DIRECTORS

1. Duties. The business and affairs of the MAPL shall be managed by a Board of Directors comprised of not less than all of the officers of MAPL nor more than all the officers of MAPL and the immediate past-president, as shall be fixed from time to time by the Board of Directors.

2. Number. The Board of Directors shall nominate a President, a Vice-President, a Secretary, a Treasurer, and a Membership Chairman and may nominate one or more Assistant Vice-Presidents, Assistant Secretaries and/or Assistant Treasurers to be elected and confirmed as MAPL officers by majority vote of the membership at the annual membership meeting. Any two of the above offices, except those of President and Vice President, may be held by the same person, but no member shall execute, acknowledge, or verify an instrument in more than one capacity.

3. Election, Resignation and Removal. MAPL Officers shall be elected at each annual membership meeting, each to hold office until the next annual membership meeting, and until a successor is elected and qualified, or until a resignation or a removal. An Officer may resign by written notice to the corporation. The resignation is effective upon its receipt by the MAPL or a subsequent time as set forth in the Notice of Resignation. An Officer or Officers may be removed, with or without cause, by vote of the majority of the members entitled to vote at an election of MAPL Officers. The removal of a member shall be without prejudice to that members contract rights, if any. The election or appointment of an office or a member does not of itself create contract rights.

4. Vacancies. The vacancy of an office occurring by reason of death, resignation, removal, increase in the number of officers or otherwise, shall be filled by the affirmative vote of a majority of the remaining Board of Directors though less than a quorum of the Board of Directors, unless filled by proper action of the members of the MAPL. Each person so elected shall be an Officer for a term of office continuing only until the next election of Officers by the membership of MAPL.

5. Annual Board Meeting. The Board of Directors shall meet each year immediately after the annual meeting of the members, or within three days of such time, excluding Sundays and legal holidays, if such later time is deemed advisable, at the place where such meeting of the members has been held or such other place as the majority of the board may determine, for consideration of such business that may properly be brought before the meeting; provided that if less than a majority of the directors appear for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and the matters which might have been taken up therein may be taken up at any later special or annual meeting, or by consent Resolution.

6. Regular and Special Meetings of the Board of Directors. Regular meetings of the Board of Directors may be held at such times and places as the majority of the Directors may, from time to time, determine at a prior meeting, or as shall be directed or approved by the vote or written consent of all the Directors. Special meetings of the board may be called by the President and shall be called by the President or Secretary upon the written request of any two directors.

7. Notices. No notice shall be required for annual meetings of the board or for adjourned meetings, whether regular or special. Three days written notice shall be given for regular meetings of the board, and such notice shall state the time, place and purpose or purposes of the meeting.

8. Quorum. A majority of the Board of Directors then in office, or of the members of a committee thereof, constitutes a quorum for the transaction of business. The vote of a majority of the directors present at any meeting at which there is a quorum shall be the acts of the board or of the committee, except as a larger vote may be required by the laws of the State of Michigan. A member of the board or of a committee designated by the board may participate in a meeting by means of prior or subsequent written consent to action or by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner constitutes presence in person at the meeting. A member of the board or of a committee may not vote and may not be considered as present by appointing an agent or proxy.

9. Other Committees. The Board of Directors may, by Resolution passed by a majority of the whole board, appoint three or more members of the Board as an Executive Committee to exercise all powers and authorities of the board in management of the business and affairs of the corporation; provided however, that such committee shall not have power or authority to:

- (a) Amend the Articles of Incorporation;
- (b) Adopt an agreement of merger or consolidation;

- (c) Recommend to members a dissolution of the corporation or revocation of a dissolution;
- (d) Amend these By-Laws;
- (e) Fill vacancies in the Board.

The Board of Directors from time to time may, by like Resolution, appoint such other committees of one or more directors to have such authority as shall be specified by the board in the Resolution making such appointments. The Board or Directors may designate one or more directors as alternate members of any committee who may replace an absent or disqualified member at any meeting thereof.

10. Dissent. A director who is present at a meeting of the Board of Directors, or a committee thereof of which he is a member, at which action on a corporate matter is taken is presumed to have concurred in that action unless his dissent is entered in the minutes of the meeting or unless he files his written dissent to the action with the person acting as Secretary of the meeting by Registered Mail to the Secretary of the corporation promptly after the adjournment of the meeting. Such right to dissent does not apply to a director who voted in favor of such action. A director who is absent from a meeting of the board, or a committee thereof of which he is a member, at which such action is taken is presumed to have concurred in the action unless he files his written dissent with the Secretary of the corporation within a reasonably prompt time after he has knowledge of the action.

11. Compensation. The Board of Directors and/or Executive Committee shall not be entitled to compensation for services to the MAPL as a director or officer.

12. Authority. All officers, employees, and agents of the corporation shall have such authority, and perform such duties in the conduct and management of the business and affairs of the corporation as may be designed by the Board of Directors/Executive Committee and/or these By-Laws.

ARTICLE VIII DUTIES OF OFFICERS

1. Chairman of the Board. The Chairman of the Board, if such office is filled, shall be the Chief Executive Officer of the corporation and shall preside at all meetings of the members and of the Board of Directors/Executive Committee at which he is present. He shall see that all orders and Resolutions of the Board are carried into effect, and he shall have the general powers of supervision and management usually vested in the Chief Executive Officer of a corporation, including the authority to vote all securities of other corporations and business organizations which are held by the corporation.

2. President. The President shall be the Chief Operating Officer of the corporation and shall have the general powers of supervision and management over the day-to-day operations of the corporation in the absence or disability of the Chairman of the Board, or if that office has not been

filled, he also shall perform the duties and execute the powers of the Chairman of the Board as set forth above in these By-Laws.

3. Vice President. The Vice President shall, in the absence or disability of the President, perform his duties and exercise his powers and shall perform such other duties as the Board of Directors or the President may prescribe from time to time.

4. Secretary. The Secretary shall attend all meetings of the Board of Directors/Executive Committee and shall record all votes and minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the membership and of the Board of Directors/Executive Committees. The Secretary may delegate any of his duties, powers and authorities to one or more Assistant Secretaries, if any, unless such delegation is disapproved by the board.

5. Treasurer. The Treasurer shall have the custody of the corporate funds and securities; shall keep full and accurate accounts of receipts and disbursements in books of the corporation; and shall deposit all monies and other valuable affects in the name and to credit of the corporation in such depositories as may be designated by the Board of Directors. He shall render to the President and Directors, whenever they may require it, an account of his transactions as Treasurer and of the financial condition of the corporation. The Treasurer may designate any of his duties, powers and authorities to one or more Assistant Treasurers unless such delegation be disapproved by the Board of Directors.

6. Membership Chairman. The Membership Chairman shall have custody of the MAPL membership files and shall act at the direction of the Board of Directors.

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NOTICES, WAIVERS OF NOTICE AND MANNER OF ACTING

1. Notices. All notices of meetings required to be given to members, directors, or any committee of directors, may be given by mail, mailgram, telegram, radiogram, cablegram, or fax to any member, officer, Director or committee member at his last address as it appears on the books of the corporation. Such notice shall be deemed to be given at the time when the same shall be mailed or otherwise dispatched.

2. Waiver of Notice. Notice of the time, place and purpose of any meeting of members, directors or committee of directors may be waived by letter, mailgram, telegram, radiogram, cablegram or other writing, either before or after the meeting, or in such other manner as may be permitted by the laws of the State of Michigan. Attendance of a person at any meeting of members, in person or by proxy, or at any meeting of directors or of a committee of directors, constitutes a waiver of notice of the meeting, except when the person attends the meeting for the express purpose

of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

3. Action Without a Meeting. Any action required or permitted at any meeting of the members or directors or committee of directors may be taken without a meeting, without prior notice and without a vote, if all of the members or directors or committee members entitled to vote thereon consent thereto in writing.

X DUES AND ASSESSMENTS

1. Annual Dues. The annual dues shall be set by the Board of Directors, with the approval of the membership at any regular or special meeting, the same to be payable annually in advance.

2. Fiscal Year. The fiscal year shall be June 1st to May 31st.

3. Special Assessments. Special assessments may be made and will be effective only upon being passed by the Board of Directors and a majority of the members present at any regular or special meeting.

XI CODE OF ETHICS

The Code of Ethics shall be the basis of conduct, business principles and ideals for the members of the MAPL; and it shall be understood that conduct of any member of the MAPL inconsistent with the provisions set forth in this Article shall be considered unethical and said individual's membership status shall be subject to review for possible disciplinary action as determined by the Board of Directors.

Section 1. It shall be the duty of each MAPL member at all times to promote and, in a fair and honest matter, represent the industry to the public at large with the view of establishing and maintaining goodwill between the industry and the public and among industry parties.

The MAPL member, in his/her dealings with landowners, industry parties, and others outside the industry, shall conduct himself/herself in a manner consistent with fairness and honesty, such as to maintain the respect of the public.

Section 2. Competition among those engaged in the mineral and energy industries shall be kept at a high level with careful adherence to established rules of honesty and courtesy.

A MAPL member shall not betray his/her partner's, employer's, or client's trust by directly turning confidential information into personal gain.

The MAPL member shall exercise the utmost good faith and loyalty to his/her employer (or client) and shall not act adversely or engage in any enterprise in conflict with the interest of his/her employer (or client). Further, he/she shall act in good faith in his/her dealing with the industry associates.

The MAPL member shall represent others only in his/her areas of expertise and shall not represent himself/herself to be skilled in professional areas in which he/she is not professionally qualified.

XII SPECIAL CORPORATE ACTS

1. Orders for Payment of Money. All checks, drafts, notes, bonds, bills of exchange and orders for payment of money of the corporation shall be signed by such members or persons as the Board of Directors/Executive Committee may, from time to time, designate.

2. Contracts and Conveyances. The Board of Directors/Executive Committee of the MAPL may, in any instance, designate the member and/or agent who shall have authority to execute any contract, conveyance, mortgage or other instrument on behalf of the corporation, or may ratify or confirm any execution. When the execution of any instrument has been authorized without specification of the executing members or agent, the President or Vice President, and the Secretary or Assistant Secretary or Treasurer or Assistant Treasurer, may execute the same in the name and on behalf of this corporation.

XIII BOOKS AND RECORDS

1. Maintenance of Books and Records. The proper members and agents of the corporation shall keep and maintain such books, records and accounts of the corporation's business and affairs, minutes of the proceedings of its members, Board and Committees, if any, and such ledgers, as the Board of Directors/Executive Committee shall deem advisable, and as shall be required by the laws of the State of Michigan and other states or jurisdictions empowered to impose such requirements. Books, records and minutes may be kept within or without the State of Michigan in a place which the Board/Executive Committee appropriately determine.

XIV INDEMNIFICATION

1. Non-Derivative Actions. Subject to all of the other provisions of this Article, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, duty or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was an Officer, a Director, member, employee or agent of the corporation, or is or was serving at the request of the corporation as Officer, a Director, member, employee,

attorney, accountant, servant or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, costs (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or imposed upon him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation or its members, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation or its members, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was lawful.

2. Derivative Actions. Subject to all of the provisions of this Article, the corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgement in its favor by reason of the fact that he is or was an Officer, a Director, member, employee, attorney, accountant, servant, or agent of the corporation, or is or was serving at the request of the corporation as an Officer, a Director, member, employee, attorney, accountant, servant or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, costs, and/or liability (including reasonable attorneys' fees) actually and reasonably incurred by him or imposed upon him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation or its members and accept that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such Court shall deem proper.

3. Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section XIV (1) or (2) of these By-Laws, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including actual attorneys' fees) actually and reasonably incurred by him in connection therewith.

4. Determination that Indemnification is Proper. Any indemnification under Section XIV (1) or (2) of these By-Laws (unless ordered by a Court) shall be made by the corporation only as authorized in the specific case upon a determination as set forth below that indemnification of the person is proper in the circumstances because he has met the applicable standard of conduct set forth in Section (1) or (2), whichever is applicable. Such determination shall be made in any of the following ways:

- (a) By the Board of Directors/Executive Committee by a majority vote of a quorum consisting of Directors/members who were not parties to such action, suit or

- proceeding; or
- (b) If such quorum is not available, or even if obtainable, a quorum of disinterested Directors/members so directs, by independent legal counsel in a written opinion; or
 - (c) By the members.

5. Former Directors and Members. The indemnification provided in the foregoing sections continues as to a person who has ceased to be an Officer, a Director, member, employee, attorney, accountant, servant or agent and shall insure to the benefit of its heirs, executors and administrators and estates of such persons.

6. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was an Officer, a Director, member, employee, attorney, accountant, servant or agent of the corporation, or who is or was serving at the request of the corporation as an Officer, a Director, member, employee, attorney, accountant, servant or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have power to indemnify him against such liability under these By-Laws or the laws of the State of Michigan.

7. Changes in Michigan Law. In the event of any change of the Michigan statutory provisions applicable to the corporation relating to the subject matter of this article of these By-Laws, then the indemnification to which any person shall be entitled hereunder shall be determined by such changed provisions. The Board of Directors/Executive Committee is authorized to amend this By-Law to conform to any such changed statutory provisions.

XV AMENDMENTS

1. Amendments. The By-Laws of the corporation may be amended, altered or rejected, in whole or in part, by the members or by the Board of Directors/Executive Committee at any meeting duly held in accordance with these By-Laws, provided that notice of the meeting includes notice of the proposed amendment, alternative or repeal, and provided further, that the Board of Directors/Executive Committee shall not make or alter any By-Law fixing their number, qualifications, classifications or term of office.