

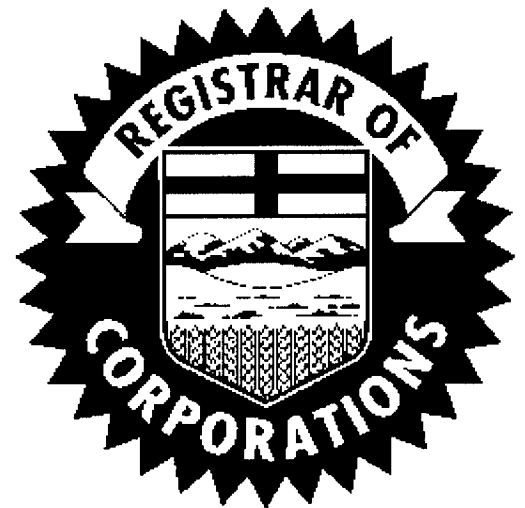
CORPORATE ACCESS NUMBER: 2015788686

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

KEYERA CORP.
IS THE RESULT OF AN AMALGAMATION FILED ON 2011/01/01.



Alberta

MUNICIPAL AFFAIRS
Registries

Articles of Amalgamation

1. NAME OF AMALGAMATED CORPORATION KEYERA CORP.	2. CORPORATE ACCESS NUMBER
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3. THE CLASSES OF SHARES, AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE:

The Corporation is authorized to issue an unlimited number of Common Shares.

4. RESTRICTIONS ON SHARE TRANSFERS (IF ANY):

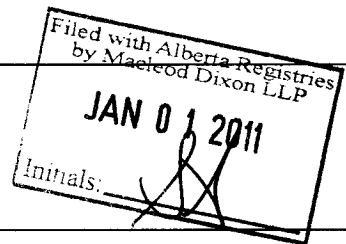
None.

5. NUMBER, OR MINIMUM AND MAXIMUM NUMBER OF DIRECTORS:

Minimum 3 - Maximum 12

6. Restrictions if any on business the corporation may carry on

None.



7. OTHER PROVISIONS (IF ANY):

The attached Schedule is incorporated into and forms part of the Articles of the Corporation.

8. NAME OF AMALGAMATING CORPORATIONS	CORPORATE ACCESS NUMBER
Keyera Energy Management Ltd.	2012121212
Keyera Corp.	2015198241
Keyera Energy Facilities Limited	2015788660

9. DATE	SIGNATURE	TITLE
January 1, 2011		Director

FOR DEPARTMENTAL USE ONLY	FILED

J.V. Bertram
President & CEO
KEYERA Energy

THIS SCHEDULE IS INCORPORATED INTO
AND FORMS PART OF THE ARTICLES OF
KEYERA CORP. (the "Corporation")

OTHER RULES OR PROVISIONS (IF ANY):

The directors may, between annual general meetings, appoint one or more additional directors of Keyera Corp. to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at the expiration of the last annual meeting of Keyera Corp.

Meetings of the shareholders of Keyera Corp. may be held outside Alberta at any place within Canada as the Board of Directors of Keyera Corp. may determine.

**Articles of Amalgamation
For
KEYERA CORP.**

Share Structure: THE CORPORATION IS AUTHORIZED TO ISSUE AN UNLIMITED NUMBER OF COMMON SHARES.

Share Transfers Restrictions: NONE.

Number of Directors:

Min Number of Directors: 3

Max Number of Directors: 12

Business Restricted To: NONE.

Business Restricted From: NONE.

Other Provisions: THE ATTACHED SCHEDULE IS INCORPORATED INTO AND FORMS PART OF THE ARTICLES OF THE CORPORATION.

**Registration Authorized By: DION J. LEGGE
SOLICITOR**

THIS SCHEDULE IS INCORPORATED INTO
AND FORMS PART OF THE ARTICLES OF
KEYERA CORP. (the "Corporation")

OTHER RULES OR PROVISIONS (IF ANY):

The directors may, between annual general meetings, appoint one or more additional directors of Keyera Corp. to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at the expiration of the last annual meeting of Keyera Corp.

Meetings of the shareholders of Keyera Corp. may be held outside Alberta at any place within Canada as the Board of Directors of Keyera Corp. may determine.