

CORPORATE ACCESS NUMBER: 2013474677

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**CRESCENT POINT GENERAL PARTNER CORP.
IS THE RESULT OF AN AMALGAMATION FILED ON 2007/09/05.**



Articles of Amalgamation
Business Corporations Act
Section 185

1. Name of Amalgamated Corporation

CRESCENT POINT GENERAL PARTNER CORP.

2. The classes of shares, and any maximum number of shares that the corporation is authorized to issue:

The attached schedule respecting authorized shares is incorporated in this form.

3. Restrictions on share transfers (if any):

The attached schedule respecting share transfer restrictions is incorporated in this form.

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

Minimum – 1; Maximum – 15

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

None

6. Other provisions (if any):


The attached schedule respecting other provisions is incorporated in this form.

7. Name of Amalgamating Corporations

Crescent Point General Partner Corp.
Rising Tide Oil and Gas Ltd.

Corporate Access Number

207177213
2013045584

Name of Person Authorizing <i>(please print)</i> Greg Tisdale Chief Financial Officer	Signature 
Title	Identification Date

**Registered Sept 5/07,
Heenan Blaikie LLP**

SCHEDULE RE AUTHORIZED SHARES
CRESCENT POINT GENERAL PARTNER CORP.

The Corporation is authorized to issue an unlimited number of Common Shares, an unlimited number of Class A Preferred Shares (“Class A Shares”) and an unlimited number of Class B Preferred Shares (“Class B Shares”).

I. COMMON SHARES

The rights, privileges, restrictions and conditions attaching to the Common Shares shall be as follows:

1. Voting

1.1 The holders of the Common Shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each Common Share held at such meetings.

2. Dividends

2.1 Holders of Common Shares shall be entitled to receive, if, as and when declared by the Board of Directors, such dividends as may be declared thereon by the Board of Directors from time to time to the exclusion of holders of Class A Shares and Class B Shares.

3. Liquidation, Dissolution or Winding-Up

3.1 In the event of the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, or any other distribution of its assets among its shareholders for the purpose of winding-up its affairs (such event referred to herein as a “Distribution”), holders of Common Shares shall be entitled, subject to the preferences accorded to holders of any other shares of the Corporation ranking senior to the Common Shares from time to time with respect to payment on a Distribution, to share equally, share for share, in the remaining property of the Corporation.

II. CLASS A PREFERRED SHARES

The rights, privileges, restrictions and conditions attaching to the Class A Shares are as follows:

1. Definition of Redemption Amount

1.1 “Redemption Amount” for a Class A Share shall be equal to \$0.10 per share, plus all declared and unpaid dividends in respect of such share to the date of redemption.

2. Voting Rights and Amendments

2.1 Subject to the Business Corporations Act (Alberta) (the "Act"), holders of Class A Shares shall not be entitled to receive notice of, attend or vote at meetings of shareholders of the Corporation.

2.2 The rights, privileges, restrictions and conditions attached to the Class A Shares may be amended, modified, suspended, altered or repealed but only if consented to, or approved by, the holders of the Class A Shares in accordance with the requirements of the Act.

3. Dividends

3.1 Holders of Class A Shares shall be entitled to receive, if, as and when declared by the Board of Directors, such dividends as may be declared thereon by the Board of Directors from time to time to the exclusion of holders of Common Shares and Class B Shares.

4. Liquidation

4.1 The holders of the Class A Shares and Class B Shares shall rank equally with respect to any Distribution and in the event of a Distribution, shall be entitled to payment of an amount equal to the Redemption Amount for each Class A Share and each Class B Share in priority to the holders of the Common Shares or any class ranking junior to the Class A Shares and Class B Shares.

5. Redemption by the Corporation

5.1 Subject to the Act, the Corporation may, without providing notice to the holders thereof, redeem at any time the whole or from time to time any part of the then outstanding Class A Shares on payment or deposit of the Redemption Amount for each Class A Share to be redeemed.

If part only of the Class A Shares represented by any certificate are redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

5.2 Subject to the Act, the Corporation shall pay to the holder of the Class A Shares to be redeemed the Redemption Amount of each such share on or after the date of redemption, provided that such holder has presented and surrendered to the Corporation the certificates representing the Class A Shares so called for redemption. Payment for Class A Shares to be redeemed by the Corporation may at its option be paid in trust units or fractional trust units of Crescent Point Energy Trust having a fair market value equal to the Redemption Amount. If the Corporation elects to pay the Redemption Amount in cash, such payment shall be made by cheque payable at par in Canadian funds at any branch of the Corporation's bankers. Such payment shall be sent in accordance with the Act to the holder of such Class A Shares and redemption shall be deemed to have taken place upon such sending.

5.3 From and after the date of redemption, the holders of any such Class A Shares to be redeemed shall not be entitled to exercise any of the rights of the holders of Class A Shares in respect thereof unless payment or deposit of the Redemption Amount per Class A Share shall not be made in accordance with the foregoing provisions, in which event the rights of the holders of such Class A Shares shall remain unaffected.

6. Redemption at the Option of the Holders of Class A Shares

6.1 Subject to the provisions of the Act, a holder of Class A Shares shall be entitled to require the Corporation to redeem at any time or from time to time all or any part of the Class A Shares held by such holder by depositing with the Corporation:

- (a) an irrevocable request in writing specifying:
 - (i) that such holder desires to have the whole or any part of the Class A Shares held by such holder redeemed by the Corporation; and
 - (ii) the business day, which shall not be less than three business days after the day on which the request in writing is deposited with the Corporation, on which the holder desires to have the Corporation redeem such shares (the "Retraction Date") and
- (b) the share certificate(s) representing the Class A Shares which the holder desires to have the Corporation redeem.

If part only of the Class A Shares represented by any certificate are to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

6.2 On the Retraction Date the Corporation, if permitted by the Act, shall redeem the number of Class A Shares to be redeemed by paying the holder of such Class A Shares an amount per share equal to the Redemption Amount, provided that all requirements set out under this clause have been complied with. Payment for Class A Shares to be redeemed by the Corporation shall be made by cheque payable at par in Canadian funds at any branch of the Corporation's bankers. Such payment shall be sent in accordance with the Act to the holder of such Class A Shares and redemption shall be deemed to have taken place upon such sending. If on the Retraction Date the Corporation would be prevented by the Act from redeeming all of the Class A Shares requested by the holder thereof to be redeemed, the Corporation shall redeem, disregarding fractions, that number of Class A Shares that it is permitted by the Act to redeem and the Corporation shall redeem the balance of the outstanding Class A Shares requested by such holder to be redeemed at the earliest time or times as the redemption is permitted by the Act.

6.3 From and after the Retraction Date, the holders of any such Class A Shares to be redeemed shall not be entitled to exercise any of the rights of the holders of Class A Shares in respect thereof unless payment of the Redemption Amount per Class A Share

shall not be made in accordance with the foregoing provisions, in which event the rights of the holders of such Class A Shares shall remain unaffected.

III. CLASS B PREFERRED SHARES

The rights, privileges, restrictions and conditions attaching to the Class B Shares are as follows:

1. Definition of Redemption Amount

1.1 "Class B Share Consideration Amount" shall be an amount which is equal to the aggregate fair market value of the consideration received by the Corporation for the issuance of the Class B Shares which are issued and outstanding from time to time.

1.2 "Redemption Amount" for a Class B Share shall be equal to the quotient obtained by dividing the Class B Share Consideration Amount by the number of issued and outstanding Class B Shares plus all declared and unpaid dividends in such Class B Shares to the date of redemption.

2. Voting Rights and Amendments

2.1 Subject to the Act, holders of Class B Shares shall not be entitled to receive notice of, attend or vote at meetings of shareholders of the Corporation.

2.2 The rights, privileges, restrictions and conditions attached to the Class B Shares may be amended, modified, suspended, altered or repealed but only if consented to, or approved by, the holders of the Class B Shares in accordance with the requirements of the Act.

3. Dividends

3.1 Holders of Class B Shares shall be entitled to receive, if, as and when declared by the Board of Directors, such dividends as may be declared thereon by the Board of Directors from time to time to the exclusion of holders of Common Shares and Class A Shares.

4. Liquidation

4.1 The holders of the Class A Shares and Class B Shares shall rank equally with respect to any Distribution and in the event of a Distribution, shall be entitled to payment of an amount equal to the Redemption Amount for each Class A Share and each Class B Share in priority to the holders of the Common Shares or any class ranking junior to the Class A Shares and Class B Shares.

5. Redemption by the Corporation

5.1 Subject to the Act, the Corporation may, without providing notice to the holders thereof, redeem at any time the whole or from time to time any part of the then outstanding Class B Shares on payment or deposit of the Redemption Amount for each Class B Share to be redeemed.

If part only of the Class B Shares represented by any certificate are redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

5.2 Subject to the Act, the Corporation shall pay to the holder of the Class B Shares to be redeemed the Redemption Amount of each such share on or after the date of redemption, provided that such holder has presented and surrendered to the Corporation the certificates representing the Class B Shares so called for redemption. Payment for Class B Shares to be redeemed by the Corporation may at its option be paid in trust units or fractional trust units of Crescent Point Energy Trust having a fair market value equal to the Redemption Amount. If the Corporation elects to pay the redemption in cash, such payment shall be made by cheque payable at par in Canadian funds at any branch of the Corporation's bankers. Such payment shall be sent in accordance with the Act to the holder of such Class B Shares and redemption shall be deemed to have taken place upon such sending.

5.3 From and after the date of redemption, the holders of any such Class B Shares to be redeemed shall not be entitled to exercise any of the rights of the holders of Class B Shares in respect thereof unless payment or deposit of the Redemption Amount per Class B Share shall not be made in accordance with the foregoing provisions, in which event the rights of the holders of such Class B Shares shall remain unaffected.

6. Redemption at the Option of the Holders of Class B Shares

6.1 Subject to the provisions of the Act, a holder of Class B Shares shall be entitled to require the Corporation to redeem at any time or from time to time all or any part of the Class B Shares held by such holder by depositing with the Corporation:

- (a) an irrevocable request in writing specifying:
 - (i) that such holder desires to have the whole or any part of the Class B Shares held by such holder redeemed by the Corporation; and
 - (ii) the business day, which shall not be less than three business days after the day on which the request in writing is deposited with the Corporation, on which the holder desires to have the Corporation redeem such shares (the "Retraction Date") and
- (b) the share certificate(s) representing the Class B Shares which the holder desires to have the Corporation redeem.

If part only of the Class B Shares represented by any certificate are to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

6.2 On the Retraction Date the Corporation, if permitted by the Act, shall redeem the number of Class B Shares to be redeemed by paying the holder of such Class B Shares an amount per share equal to the Redemption Amount, provided that all requirements set out under this clause have been complied with. Payment for Class B Shares to be redeemed by the Corporation shall be made by cheque payable at par in Canadian funds at any branch of the Corporation's bankers. Such payment shall be sent in accordance with the Act to the holder of such Class B Shares and redemption shall be deemed to have taken place upon such sending. If on the Retraction Date the Corporation would be prevented by the Act from redeeming all of the Class B Shares requested by the holder thereof to be redeemed, the Corporation shall redeem, disregarding fractions, that number of Class B Shares that it is permitted by the Act to redeem and the Corporation shall redeem the balance of the outstanding Class B Shares requested by such holder to be redeemed at the earliest time or times as the redemption is permitted by the Act.

6.3 From and after the Retraction Date, the holders of any such Class B Shares to be redeemed shall not be entitled to exercise any of the rights of the holders of Class B Shares in respect thereof unless payment of the Redemption Amount per Class B Share shall not be made in accordance with the foregoing provisions, in which event the rights of the holders of such Class B Shares shall remain unaffected.

SCHEDULE RE SHARE TRANSFER RESTRICTIONS
CRESCENT POINT GENERAL PARTNER CORP.

No share of the Corporation may be transferred unless its transfer complies with the restriction on the transfer of securities set out in the Schedule re Other Provisions to these Articles.

SCHEDULE RE OTHER PROVISIONS
CRESCENT POINT GENERAL PARTNER CORP.

- (1) The directors may, between annual general meetings, appoint one or more additional directors of the Corporation 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 expiration of the last annual meeting.
- (2) No security of the Corporation, other than a non-convertible debt security, may be transferred without the consent of:
 - (a) the board of directors of the Corporation, expressed by a resolution duly passed at a meeting of the directors;
 - (b) a majority of the directors of the Corporation, expressed by an instrument or instruments in writing signed by such directors;
 - (c) the holders of the voting shares of the Corporation, expressed by a resolution duly passed at a meeting of the holders of voting shares; or
 - (d) the holders of the voting shares of the Corporation representing a majority of the votes attached to all the voting shares, expressed by an instrument or instruments in writing signed by such holders.
- (3) Meetings of shareholders may be held outside of Alberta.
- (4) The by-laws of former Crescent Point General Partner Corp. shall, mutatis mutandis, be the by-laws of the Corporation, such by-laws from and after the effective date hereof to be supplemented, amended or repealed in accordance with the provisions of the Business Corporations Act (Alberta) relating to the making, amending and repealing of by-laws.