

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "TRI-VALLEY CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE SECOND DAY OF OCTOBER, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SECOND DAY OF NOVEMBER, A.D. 2009, AT 11:48 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2010, AT 2 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2010, AT 10:59 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2010, AT 8:38 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2010, AT 8:41 O'CLOCK P.M.


CERTIFICATE OF AMENDMENT, FILED THE TWELFTH DAY OF JANUARY, A.D. 2011, AT 5:41 O'CLOCK P.M.



0775332 8100X

110429655

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8703017

DATE: 04-19-11

# Delaware

PAGE 2

*The First State*

CERTIFICATE OF DESIGNATION, FILED THE FIRST DAY OF APRIL,  
A.D. 2011, AT 9:40 O'CLOCK A.M.



0775332 8100X

110429655

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8703017

DATE: 04-19-11

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION OF  
TRI-VALLEY CORPORATION**

Pursuant to the provisions of Sections 242 and 245 of the Delaware General Corporation Law, the undersigned adopts the following Amended and Restated Certificate of Incorporation of such corporation:

**FIRST:** At a meeting of the Board of Directors of Tri-Valley Corporation (a corporation which was first incorporated in the State of Delaware on September 27, 1971, as Commodity Resources Incorporated), resolutions were duly adopted setting forth a proposed amended and restated certificate of incorporation of said corporation, declaring said amendment to be advisable and recommending its adoption at a meeting of stockholders of the corporation called for that purpose. The resolution setting forth the proposed amended and restated certificate of incorporation is as follows:

**RESOLVED,** that the corporation hereby adopts the following amended and restated Certificate of Incorporation, which amends all existing Articles contained in the Certificate of Incorporation prior to adoption of this amended and restated Certificate:

**ARTICLE ONE  
NAME**

The name of the corporation is **TRI-VALLEY CORPORATION.**

**ARTICLE TWO  
DURATION**

The period of its duration is perpetual.

**ARTICLE THREE  
PURPOSES**

The purpose for which this corporation is organized is to transact any or all lawful business for which corporations may be incorporated under the Delaware General Corporation Law.

**ARTICLE FOUR  
CAPITALIZATION**

The aggregate number of shares which the corporation shall have authority to issue is 5,000,000 shares of preferred stock with \$0.001 par value and 100,000,000 shares of common stock with \$0.001 par value.

ARTICLE FIVE  
PURCHASE OF SHARES

The corporation may purchase, directly or indirectly, its own shares to the extent of the aggregate of unrestricted surplus available therefor, and to any further extent that may be allowed by law.

ARTICLE SIX  
REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, County of Newcastle, Delaware. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE SEVEN  
LIABILITY OF DIRECTORS

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for any breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after the filing of the Amended and Restated Certificate of Incorporation of which this article is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. The corporation shall be obligated to indemnify its officers and directors against any and all judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses incurred by that person to the full extent permitted under Delaware law. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability or rights to indemnification of a director of the corporation existing at the time of the repeal or modification.

ARTICLE EIGHT  
NO PREEMPTIVE RIGHTS

No stockholder of the corporation shall any preemptive or similar right to subscribe for any additional shares of stock.

ARTICLE NINE  
NO CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to vote in person or by proxy the number of shares owned by such shareholder for as many persons as there are directors to be elected and for whose election that shareholder has a right to vote. Elections of directors need not be by written ballot except and to the extent provided in the by-laws of the corporation. No shareholder shall have the right to cumulate the votes of that shareholder in any election of directors, except to the extent required by Section 2115 of the California Corporations Code on the date of such election.

ARTICLE TEN  
RELATIONSHIP WITH CREDITORS

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court or equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ARTICLE ELEVEN  
MEETINGS

(a) Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be written ballot unless the by-laws of the corporation shall so provide.

(b) Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action, by any provision of the General Corporation Law of Delaware, the meeting and vote of stockholders may be dispensed with if the holders of a majority of the stock entitled to vote upon the action if a meeting were held (or of a majority of each class of stock when such vote is required to be taken by classes) shall consent in writing to such corporate action being taken, provided that in no case shall the written consent be

by the holders of stock having less than the minimum percentage of the vote required by statute for the proposed corporate action, and provided that prompt notice be given to all stockholders of the taken of corporate action without a meeting and by less than unanimous written consent.

## ARTICLE TWELVE INTERESTED DIRECTORS

No contract or other transaction of the corporation with any other persons, firm or corporation, or in which this corporation is interested, shall be affected or invalidated by (1) the fact that any one or more of the stockholders, directors or officers of this corporation is interested in or is a director or officer of such other firm or corporation; or (2) the fact that any stockholder, director or officer of this corporation, individually or jointly with others, may be a party to or may be interested in any such contract or transaction. Each person who may become a stockholder, director or officer of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any way interested.

## ARTICLE THIRTEEN AMENDMENT

(a) The corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

(b) The board of directors of the corporation is expressly authorized to make, alter or repeal the by-laws of the corporation.

## ARTICLE FOURTEEN ELECTION TO BE GOVERNED BY DGCL SECTION 203(b)

Pursuant to Section 203(b) of the Delaware General Corporation Law, the corporation elects be governed by the provisions of Section 203(a) of the Delaware General Corporation Law, regardless of the number of stockholders of record holding the corporation's stock.

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amended and restated Articles of Incorporation.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 and 245 of the General Corporation Law of the State of Delaware.

**FOURTH:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

9.28.00  
Date

Thomas J. Cunningham  
By: Thomas J. Cunningham, Secretary

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION**

Tri-Valley Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

**DOES HEREBY CERTIFY:**

**FIRST:** That at the July 31, 2009 meeting of the Board of Directors of the Corporation, resolutions were duly adopted in connection with the proposed amendments to the Amended and Restated Certificate of Incorporation of the Corporation, as amended, declaring said amendments to be advisable and recommending that the resolution be presented to the stockholders of the Corporation for consideration thereof at the annual meeting of stockholders. The resolution pertaining to the proposed amendments is as follows:

**RESOLVED**, that Article Four of the Corporation's Amended and Restated Certificate of Incorporation shall be amended and shall read as follows:

**ARTICLE FOUR  
CAPITALIZATION**

The aggregate number of shares which the corporation shall have authority to issue is 20,000,000 shares of preferred stock with \$0.001 par value and 100,000,000 shares of common stock with \$0.001 par value.

The Board of Directors of the corporation is authorized, subject to the limitations prescribed by law, by resolution or resolutions, to provide for the issuance of the shares of preferred stock in one or more series, and, by filing a certificate pursuant to the applicable law of the State of Delaware (hereinafter referred to as a "Certificate of Designation"), to establish from time to time the number of shares to be included in each such series, and to determine or to fix the voting powers, full or limited, if any, and such designations, powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof. The authority of the Board of Directors with respect to each series shall include, but not be limited to, the determination or fixing of the following:

- (1) The designation of the series, which may be by distinguishing number, letter or title.
- (2) The number of shares of the series, which number the Board of Directors may thereafter (except where otherwise provided in the Certificate of Designation) increase or decrease (but not below the number of shares thereof then outstanding).

- (3) The amounts payable on, and the preferences, if any, of shares of the series in respect of dividends, the relation which such dividends shall bear to the dividends payable on any other class or classes or of any other series of stock, and whether such dividends, if any, shall be cumulative or noncumulative.
- (4) The redemption rights and price or prices, if any, for the shares of the series.
- (5) The terms and amount of any sinking fund provided for the purchase or redemption of shares of the series.
- (6) The amounts payable on, and the preferences, if any, of shares of the series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation.
- (7) Whether the shares of the series shall be convertible into or exchangeable for shares of any other class or series, or any other security, of the corporation or any other corporation, and if so, the specification of such other class or series or such other security, the conversion or exchange price or prices or rate or rates, any adjustments thereof, the date or dates at which such shares shall be convertible or exchangeable and all other terms and conditions upon which such conversion or exchange may be made.
- (8) Restrictions on the issuance of shares of the same series or of any other series.
- (9) The voting rights, if any, of the holders of shares of the series.

**SECOND:** That thereafter, pursuant to the resolution of the Board of Directors, an annual meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF,** said corporation has caused this certificate to be signed on October 30, 2009.

  
F. Lynn Blystone, Chairman and Chief  
Executive Officer

**CERTIFICATE OF DESIGNATION**  
**in respect of**  
**SERIES A PREFERRED STOCK**  
**of**  
**TRI-VALLEY CORPORATION**

**Pursuant to Section 151 of the Delaware General Corporation Law**

The undersigned, being President of Tri-Valley Corporation (the "Corporation"), a corporation organized and existing under the Delaware General Corporation Law, hereby certifies that the Corporation is establishing Series A Preferred Stock as described in the Resolution below:

**RESOLVED**, that, pursuant to Section 151 of the Delaware General Corporation Law, the Corporation hereby establishes a series of Preferred Stock, par value \$.001 per share, of the Corporation and fixes the number of shares of such series and the powers, designations, preferences and relative rights of such series, and the qualifications, limitations or restrictions thereof as follows:

The first series of Preferred Stock, par value \$.001 per share, of the Corporation shall be, and hereby is, designated Series A Preferred Stock (the "Series A Preferred Stock"), and the number of shares constituting such series shall be 355,000. The relative rights and preferences of the Series A Preferred Stock shall be as follows:

**ARTICLE 1**  
**DIVIDENDS**

1.01. The Holders of the Series A Preferred Stock shall be entitled to receive, in preference to the holders of the Common Stock or any class or series of stock ranking junior to the Series A Preferred Stock, cumulative dividends at the rate of ten percent (10%) per annum, of the purchase price per share (\$10.00) of the Series A Preferred Stock from and after the original issue date. Such dividends are payable only as and when the Board of Directors declares and pays dividends in cash out of funds legally available therefor. Dividends shall only be declared and be payable in cash on each share of Series A Preferred Stock from time to time as determined by the Board of Directors but shall accrue and be due and payable in full (i) upon redemption of Series A Preferred Stock in accordance with Article 3, or (ii) upon the dissolution of the Corporation as provided in Section 2.02. The dividends are cumulative so that if for any dividend period the dividends on the outstanding Series A Preferred Stock are not paid and/or declared and set apart, the deficiency is fully paid or declared and set apart for payment, without interest, before any other distribution (by dividend or otherwise), is paid on, declared or set apart for the Series A Preferred Stock. Any dividends paid by the Corporation to a holder shall first be applied in payment of accumulated dividends which are most in arrears on the shares owned by such holder. The Holders of the Series A Preferred Stock shall not be entitled to dividends except as aforesaid and except as set forth in this Section, nor shall they be entitled to any interest on any dividends which may be declared but not yet paid.

## ARTICLE 2 PRIORITIES

2.01. *Dividends and Redemption.* No redemption or payment of dividends to Common Stock or any other class or series of stock ranking junior to the Series A Preferred Stock shall occur as to dividends or assets, except to the extent that sufficient stockholders' equity exists to fully redeem all shares of Series A Preferred Stock issued and outstanding including any declared and unpaid dividends on Series A Preferred Stock, prior to the redemption or dividend payment, as of the dates of declaration and payment of such dividend or redemption on Common Stock or other junior stock.

2.02. *Dissolution.*

a. *Preferences.* The Series A Preferred Stock shall have preference over the Common Stock and any class or series of stock ranking junior to the Series A Preferred Stock as to the distribution of assets in the event of any liquidation, dissolution or winding up of the Corporation and, in that event, subject to the provisions of applicable law, the Series A Holders shall be entitled to receive, out of the assets of the Corporation available for distribution to its stockholders, and in addition to any accrued and unpaid dividends on the Series A Preferred Stock, \$10.00 per share of Series A Preferred Stock (the "Series A Liquidation Preference"). Upon any liquidation, dissolution or winding up of the Corporation, after payment shall have been made in full on any other securities which are senior as to distribution of assets to the Series A Preferred Stock, and after payment shall have been made in full on the Series A Preferred Stock, as provided in this Section, but not prior thereto, the holders of all remaining capital stock including Common Stock or other class or series of stock ranking junior to the Series A Preferred Stock as to distribution of assets shall, subject to the respective terms and provisions of the Certificate of Incorporation of the Corporation, if any, applying thereto, be entitled to receive any and all assets remaining to be paid or distributed, and the Series A Holders shall not be entitled to share therein. The merger or consolidation of the Corporation with another entity and/or the sale, lease, pledge or mortgage of all or substantially all of the assets of the Corporation shall not be deemed to be a liquidation, dissolution or winding up of the Corporation for purposes of this Section.

## ARTICLE 3 REDEMPTION OF SERIES A PREFERRED STOCK

3.01. Subject to the restrictions imposed herein and by Delaware law, the Corporation may, at its option, redeem the shares of the Series A Preferred Stock in whole or in part, at any time upon sixty (60) days' advance written notice, in exchange for the payment of the Series A Liquidation Preference. Redemption shall be accomplished using the procedures set forth below:

a. *Notice Procedure.* The Corporation shall give notice to the holder of record (the "Holder") by certified mail, return receipt requested, at least sixty (60) days in advance of the date set forth in such notice as the date on which such redemption is to be effected. The shares shall be redeemed upon payment by the Corporation to the Holder of the Series A Liquidation Preference, together with the amount of any dividends declared and unpaid thereon, as of the redemption date. The Corporation shall be required to redeem pro rata, based

on the number of shares of Series A Preferred Stock held by Holder in relation to the number of shares of Series A Preferred Stock issued and outstanding as of the record date for redemption, at any time it elects to redeem the Series A Preferred Stock in part. Any redemptions hereunder shall be subject to restrictions imposed by Delaware law regarding the circumstances under which such a redemption may be effected.

b. *Payment Procedures.* To facilitate the redemption of any shares of Series A Preferred Stock, as provided in this Article 3, the Board of Directors shall be authorized to cause the transfer books of the Corporation to be closed not more than sixty (60) days prior to the designated redemption date. Any notice mailed by the Corporation shall contain the information required by Delaware law and shall be mailed to the Holder at his, her or its address, certified mail, return receipt requested, as the same shall appear on the books of the Corporation. If fewer than all the outstanding shares of Series A Preferred Stock are to be redeemed, the redemption shall be made pro rata as set forth in subsection a above. From and after the date fixed in any notice from the Corporation as the date of redemption, and after all amounts necessary to effect such redemption have been set aside for such purpose, all rights of the Holder thereof as a shareholder of the Corporation with respect to the shares redeemed, except the right to receive the redemption price and any declared and unpaid dividends, shall cease and terminate.

c. *Delivery of Certificates.* The Holder shall be entitled to receive the redemption price plus any unpaid dividends upon actual delivery to the Corporation or to such other entity as may be designated by the notice referred to in subsection b of this Section of certificates for the number of shares to be redeemed, duly endorsed in blank or accompanied by proper instruments of assignment and transfer duly endorsed in blank. Series A Preferred Stock redeemed pursuant to the provisions of this Section may, in the sole discretion of the Board of Directors, be held in the treasury of the Corporation or retired and canceled and given the status of authorized and unissued Series A Preferred Stock.

d. *No Sinking Fund.* The Corporation is authorized but not required to redeem the Series A Preferred Stock, and no sinking fund will be created for the redemption or purchase of such shares. The Series A Preferred Stock is not redeemable at the option of the Holder.

#### ARTICLE 4 NO VOTING RIGHTS

4.01. *Voting Rights.* The Series A Preferred Stock shall be non-voting and holders thereof shall not be entitled to cast any vote on any matter presented to the shareholders of the Corporation, unless otherwise required by the laws of Delaware.

#### ARTICLE 5 MISCELLANEOUS

5.01. *Notices of Record Date.* In the event of any taking by the Corporation of record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property or to


receive any other right, the Corporation shall mail to each Holder of Series A Preferred Stock at least ten (10) days prior to such record date, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution or right, and the amount and character of such dividend or right.

5.02. *No Fractional Shares.* No fractional shares of Common Stock shall be issued upon any conversion or redemption of Series A Preferred Stock. If any fraction of a share would be issuable on a conversion or redemption, the fractional interest shall be rounded up to the nearest whole share.

IN TESTIMONY WHEREOF, Tri-Valley Corporation has caused this Certificate to be signed by its President on September 30, 2010.

TRI-VALLEY CORPORATION

By:

  
Maston N. Cunningham, President  
and Chief Executive Officer

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:59 PM 12/22/2010  
FILED 10:59 PM 12/22/2010  
SRV 101226730 - 0775332 FILE

**CERTIFICATE OF OWNERSHIP  
AND  
MERGER**

**TRI-VALLEY POWER CORPORATION  
INTO  
TRI-VALLEY CORPORATION**

Tri-Valley Corporation, a corporation incorporated on the 27th day of September, 1971, pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify:

1. Tri-Valley Corporation owns all the outstanding stock of Tri-Valley Power Corporation, a corporation incorporated on the 11th day of December, 1997, pursuant to the provisions of the General Corporation Law of the State of Delaware.

2. The following Resolutions were adopted by Unanimous Written Consent of the Directors of Tri-Valley Corporation on December 21, 2010:

WHEREAS, Tri-Valley Corporation owns 100 percent of the outstanding shares of Tri-Valley Power Corporation, a Delaware Corporation.

WHEREAS, it is deemed in the best interest of this Corporation to effect a merger of Tri-Valley Power Corporation into this Corporation.


NOW, THEREFORE, BE IT RESOLVED, Tri-Valley Power Corporation is hereby merged into this Corporation pursuant to Section 253 of the Delaware Corporation Law.

RESOLVED, FURTHER, upon the merger of Tri-Valley Power Corporation into this Corporation becoming effective, this Corporation hereby assumes all liabilities and obligations of Tri-Valley Power Corporation.

RESOLVED, FURTHER, that the merger of Tri-Valley Power Corporation into this Corporation shall be effective upon the filing with the Delaware Secretary of State of a Certificate of Ownership and Merger as set forth in Section 253(a) of the Delaware General Corporation Law.

RESOLVED, FURTHER, that the officers of this Corporation are, and each of them acting singly is, hereby authorized and directed in the name and on behalf of the Corporation to do all things necessary or proper, including the execution of certificates, additional documents, instruments, or agreements (including any amendments to, and restatements of, any such documents, instruments or agreements), to effectuate the foregoing resolutions.

IN WITNESS WHEREOF, Tri-Valley Corporation, the parent of Tri-Valley Power Corporation, has caused this Certificate to be executed by an authorized officer this 21st day of December, 2010.

By:   
John E. Durbin,  
Secretary

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:38 PM 12/23/2010  
FILED 08:38 PM 12/23/2010  
SRV 101234299 - 0775332 FILE

**STATE OF DELAWARE  
CERTIFICATE OF MERGER  
OF  
GREAT VALLEY DRILLING COMPANY, LLC  
INTO  
TRI-VALLEY CORPORATION**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executes this Certificate of Merger:

**FIRST:** The name of the surviving corporation is TRI-VALLEY CORPORATION, a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is GREAT VALLEY DRILLING COMPANY, LLC, a Delaware Limited Liability Company.

**SECOND:** The Agreement of Merger has been approved, adopted, certified executed and acknowledged by the surviving corporation and the merging limited liability company.

**THIRD:** The name of the surviving corporation is TRI-VALLEY CORPORATION, a Delaware Corporation.


**FOURTH:** The merger is to become effective on the filing of this Certificate of Merger with the Delaware Secretary of State.

**FIFTH:** The Agreement of Merger is on file at 4550 California Avenue, Suite 600, Bakersfield, CA 93309, the principal place of business of the surviving corporation.

**SIXTH:** A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

**SEVENTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

**IN WITNESS WHEREOF**, said Corporation has caused this certificate to be executed by an authorized officer this 22nd day of December, 2010.

By:   
\_\_\_\_\_  
John E. Durbin,  
Secretary

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:41 PM 12/23/2010  
FILED 08:41 PM 12/23/2010  
SRV 101234297 - 0775332 FILE

**STATE OF DELAWARE**  
**CERTIFICATE OF MERGER**  
**OF**  
**GREAT VALLEY PRODUCTION SERVICES, LLC**  
**INTO**  
**TRI-VALLEY CORPORATION**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executes this Certificate of Merger:

**FIRST:** The name of the surviving corporation is TRI-VALLEY CORPORATION, a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is GREAT VALLEY PRODUCTION SERVICES, LLC, a Delaware Limited Liability Company.

**SECOND:** The Agreement of Merger has been approved, adopted, certified executed and acknowledged by the surviving corporation and the merging limited liability company.

**THIRD:** The name of the surviving corporation is TRI-VALLEY CORPORATION, a Delaware Corporation.

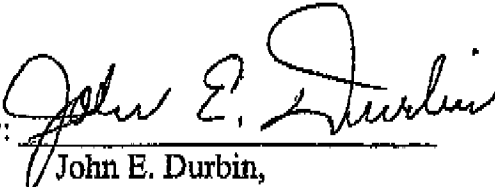
**FOURTH:** The merger is to become effective on the filing of this Certificate of Merger with the Delaware Secretary of State.

**FIFTH:** The Agreement of Merger is on file at 4550 California Avenue, Suite 600, Bakersfield, CA 93309, the principal place of business of the surviving corporation.

**SIXTH:** A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

**SEVENTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

**IN WITNESS WHEREOF**, said Corporation has caused this certificate to be executed by an authorized officer this 22nd day of December, 2010.

By:   
\_\_\_\_\_  
John E. Durbin,  
Secretary

**ARTICLES OF AMENDMENT OF  
CERTIFICATE OF DESIGNATION  
in respect of  
SERIES A PREFERRED STOCK  
OF  
TRI-VALLEY CORPORATION**

**Pursuant to Section 151 of the Delaware General Corporation Law**

The undersigned, being the President and Chief Executive Officer of Tri-Valley Corporation (the "CORPORATION"), a corporation organized and existing under the Delaware General Corporation Law, hereby certifies that, pursuant to the Resolution of the directors of the Corporation, and Section 151 of the Delaware General Corporation Law, the Corporation has increased the number of total authorized shares of Series A Preferred Stock as described in the resolution below:

RESOLVED, that these Articles of Amendment to the Certificate of Designation in respect of Series A Preferred Stock is filed pursuant to Section 151 of the Delaware General Corporation Law to increase the total number of shares of Series A Preferred Stock authorized, by amending the preamble to the Certificate of Designation as follows:

"The first series of Preferred Stock, par value \$.001 per share, of the Corporation shall be, and hereby is, designated Series A Preferred Stock (the "Series A Preferred Stock"), and the number of shares constituting such series shall be 505,000. The relative rights and preferences of the Series A Preferred Stock shall be as follows:"


The directors of the Corporation unanimously approved the increase in number of authorized shares of Series A Preferred Stock from 355,000 to 505,000.

The sole shareholder of all outstanding shares of Series A Preferred Stock has approved the increase in number of authorized shares of Series A Preferred Stock from 355,000 to 505,000.

In testimony whereof, Tri-Valley Corporation has caused this Certificate to be signed by its Secretary on January 12, 2011.

TRI-VALLEY CORPORATION

By:

  
John E. Durbin, Secretary

CERTIFICATE OF DESIGNATION OF RIGHTS, PREFERENCES AND PRIVILEGES  
OF SERIES A JUNIOR PARTICIPATING PREFERRED STOCK

OF

TRI-VALLEY CORPORATION

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PURSUANT TO SECTION 151 OF THE  
DELAWARE GENERAL CORPORATION LAW

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TRI-VALLEY CORPORATION, a corporation organized and existing under the Delaware General Corporation Law (the "Corporation"), does hereby certify that, pursuant to the authority conferred on the Board of Directors of the Corporation by the Amended and Restated Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") and in accordance with Section 151 of the Delaware General Corporation Law, the Board of Directors of the Corporation adopted the following resolution effective as of December 1, 2009, establishing and creating a series of Preferred Stock, no par value, of the Corporation designated as Series A Junior Participating Preferred Stock:

RESOLVED, that, pursuant to the authority vested in the Board of Directors of the Corporation in accordance with the provisions of the Certificate of Incorporation, as amended, of the Corporation, and subject to approval by the Corporation's lenders, a series of Preferred Stock, no par value, of the Corporation is hereby established and created, and that the designation and number of shares thereof and the voting and other powers, preferences and relative, participating, optional and other special rights of the shares of such series, and the qualifications, limitations and restrictions thereof, are as follows:

SERIES A JUNIOR PARTICIPATING PREFERRED STOCK

Section 1. Designation and Amount. The shares of such series shall be designated as "Series A Junior Participating Preferred Stock." The number of shares initially constituting the Series A Junior Participating Preferred Stock shall be 500,000; *provided, however*, that if more than a total of 500,000 shares of Series A Junior Participating Preferred Stock shall be issuable upon the exercise of rights (each, a "Right," and collectively, the "Rights") issued pursuant to the Rights Agreement dated December 1, 2009, as amended between the Corporation and Wells Fargo Bank, N.A., as successor Rights Agent (as the same may be amended from time to time, the "Rights Agreement"), the Board of Directors of the Corporation, pursuant to Section 151 of the Delaware General Corporation Law, shall direct by resolution or resolutions that a statement be properly executed, acknowledged, filed and recorded, in accordance with the provisions of Section 151, providing for the total number of shares of Series A Junior Participating Preferred Stock authorized to be issued to be increased (to the extent that the Certificate of Incorporation then permits) to the largest number of whole shares (rounded up to the nearest whole share) issuable upon exercise of such Rights.

Section 2. Dividends and Distributions.

(a) Subject to the prior and superior rights of the holders of shares of any other series of Preferred Stock or other class of stock of the Corporation ranking prior and superior to the Series A Junior Participating Preferred Stock with respect to dividends, the holders of shares of Series A Junior Participating Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of the assets of the Corporation legally available therefor:

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Secretary of State  
Division of Corporations  
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(i) quarterly dividends payable in cash on the last day of each fiscal quarter in each year, or such other dates as the Board of Directors of the Corporation shall approve (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or a fraction of a share of Series A Junior Participating Preferred Stock, in the amount of \$.01 per whole share (rounded to the nearest cent) less the amount of all cash dividends declared on the Series A Junior Participating Preferred Stock pursuant to the following clause (ii) since the immediately preceding Quarterly Dividend Payment Date or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Series A Junior Participating Preferred Stock (the total of which shall not, in any event, be less than zero); and

(ii) dividends payable in cash on the payment date for each cash dividend declared on the Common Stock in an amount per whole share (rounded to the nearest cent) equal to the Formula Number (as hereinafter defined) then in effect multiplied times the cash dividends then to be paid on each share of Common Stock. In addition, if the Corporation shall pay any dividend or make any distribution on the Common Stock payable in assets, securities or other forms of noncash consideration (other than dividends or distributions solely in shares of Common Stock), then, in each such case, the Corporation shall simultaneously pay or make on each outstanding whole share of Series A Junior Participating Preferred Stock a dividend or distribution in like kind equal to the Formula Number then in effect multiplied times such dividend or distribution on each share of the Common Stock. As used herein, the "Formula Number" shall be 1000; *provided, however*, that, if at any time after December 1, 2009, the Corporation shall (x) declare or pay any dividend on the Common Stock payable in shares of Common Stock or make any distribution on the Common Stock in shares of Common Stock, (y) subdivide (by a stock split or otherwise) the outstanding shares of Common Stock into a larger number of shares of Common Stock or (z) combine (by a reverse stock split or otherwise) the outstanding shares of Common Stock into a smaller number of shares of Common Stock, then in each such event the Formula Number shall be adjusted to a number determined by multiplying the Formula Number in effect immediately prior to such event by a fraction, the numerator of which is the number of shares of Common Stock that are outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that are outstanding immediately prior to such event (and rounding the result to the nearest whole number); and provided further, that, if at any time after December 1, 2009, the Corporation shall issue any shares of its stock in a merger, reclassification, or change of the outstanding shares of Common Stock, then in each such event the Board of Directors (or, if the Corporation is not the surviving corporation in any such transaction, the board of directors of the surviving corporation) shall make adjustments, determined by the Board of Directors in its discretion to be appropriate, to the Formula Number to reflect such merger, reclassification or change.

(b) The Corporation shall declare a dividend or distribution on the Series A Junior Participating Preferred Stock as provided in paragraph (a) of this Section immediately prior to or at the same time it declares a dividend or distribution on the Common Stock (other than a dividend or distribution solely in shares of Common Stock); *provided, however*, that, in the event no dividend or distribution (other than a dividend or distribution solely in shares of Common Stock) shall have been declared on the Common Stock during the period between any Quarterly Dividend Payment Date and the next subsequent Quarterly Dividend Payment Date, a dividend of \$.01 per share on the Series A Junior Participating Preferred Stock shall nevertheless be payable on such subsequent Quarterly Dividend Payment Date. The Board of Directors may fix a record date for the determination of holders of shares of Series A Junior Participating Preferred Stock entitled to receive a dividend or distribution declared thereon, which record date shall be not more than 60 days prior to the date fixed for the payment thereof.

(c) Dividends shall begin to accrue and be cumulative on outstanding shares of Series A Junior Participating Preferred Stock from and after the Quarterly Dividend Payment Date next preceding the date of original issue of such shares of Series A Junior Participating Preferred Stock; *provided, however*, that dividends on such shares which are originally issued after the record date for the determination of holders of shares of Series A Junior Participating Preferred Stock entitled to receive a quarterly dividend and on or prior to the next succeeding Quarterly Dividend Payment Date shall begin to accrue and be cumulative from and after such Quarterly Dividend Payment Date. Notwithstanding the foregoing, dividends on shares of Series A Junior Participating Preferred Stock which are originally issued prior to the record date for the determination of holders of shares of Series A Junior Participating Preferred Stock entitled to receive a quarterly dividend on the first Quarterly Dividend Payment Date

shall be calculated as if cumulative from and after the last day of the fiscal quarter next preceding the date of original issuance of such shares. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series A Junior Participating Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding.

(d) So long as any shares of the Series A Junior Participating Preferred Stock are outstanding, no dividends or other distributions shall be declared, paid or distributed, or set aside for payment or distribution, on the Common Stock unless, in each case, the dividend required by this Section 2 to be declared on the Series A Junior Participating Preferred Stock shall have been declared and the Corporation shall have paid such dividend or shall have set apart a sum sufficient for the payment thereof.

(e) The holders of the shares of Series A Junior Participating Preferred Stock shall not be entitled to receive any dividends or other distributions except as provided herein.

Section 3. Voting Rights. The holders of shares of Series A Junior Participating Preferred Stock shall have the following voting rights:

(a) Each holder of Series A Junior Participating Preferred Stock shall be entitled to a number of votes equal to the Formula Number then in effect, for each share of Series A Junior Participating Preferred Stock held of record on each matter on which holders of the Common Stock or stockholders generally are entitled to vote, multiplied times the maximum number of votes per share which any holder of the Common Stock or stockholders generally then have with respect to such matter (assuming any holding period or other requirement to vote a greater number of shares is satisfied).

(b) Except as otherwise provided herein or by applicable law, the holders of shares of Series A Junior Participating Preferred Stock and the holders of shares of Common Stock shall vote together as one class for the election of directors of the Corporation and on all other matters submitted to a vote of stockholders of the Corporation.

(c) If, at the time of any annual meeting of stockholders for the election of directors, the equivalent of six quarterly dividends (whether or not consecutive) payable on any share or shares of Series A Junior Participating Preferred Stock are in default, the number of directors constituting the Board of Directors of the Corporation shall be increased by two. In addition to voting together with the holders of Common Stock for the election of other directors of the Corporation, the holders of record of the Series A Junior Participating Preferred Stock, voting separately as a class to the exclusion of the holders of Common Stock, shall be entitled at said meeting of stockholders (and at any subsequent annual meeting of stockholders), unless all dividends in arrears have been paid or declared and set apart for payment prior thereto, to vote for the election of two directors of the Corporation, the holders of any Series A Junior Participating Preferred Stock being entitled to cast a number of votes per share of Series A Junior Participating Preferred Stock equal to the Formula Number. Until the default in payments of all dividends which permitted the election of said directors shall cease to exist, any director who shall have been so elected pursuant to the next preceding sentence may be removed at any time, either with or without cause, only by the affirmative vote of the holders of the shares of Series A Junior Participating Preferred Stock at the time entitled to cast a majority of the votes entitled to be cast for the election of any such director at a special meeting of such holders called for that purpose, and any vacancy thereby created may be filled by the vote of such holders. If and when such default shall cease to exist, the holders of the Series A Junior Participating Preferred Stock shall be divested of the foregoing special voting rights, subject to reversion in the event of each and every subsequent like default in payments of dividends. Upon the termination of the foregoing special voting rights, the terms of office of all persons who have been elected directors pursuant to said special voting rights shall forthwith terminate, and the number of directors constituting the Board of Directors shall be reduced by two. The voting rights granted by this Section 3(c) shall be in addition to any other voting rights granted to the holders of the Series A Junior Participating Preferred Stock in this Section 3.

(d) Except as provided herein, in Section 11 or by applicable law, holders of Series A Junior Participating Preferred Stock shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for authorizing or taking any corporate action.

Section 4. Certain Restrictions.

(a) Whenever quarterly dividends or other dividends or distributions payable on the Series A Junior Participating Preferred Stock as provided in Section 2 are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Series A Junior Participating Preferred Stock outstanding shall have been paid in full, the Corporation shall not:

(i) declare or pay dividends on, make any other distributions on, or redeem or purchase or otherwise acquire for consideration any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Junior Participating Preferred Stock;

(ii) declare or pay dividends, or make any other distributions, on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Junior Participating Preferred Stock, except dividends paid ratably on the Series A Junior Participating Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Junior Participating Preferred Stock; provided that the Corporation may at any time redeem, purchase or otherwise acquire shares of any such parity stock in exchange for shares of any stock of the Corporation ranking junior (either as to dividends or upon dissolution, liquidation or winding up) to the Series A Junior Participating Preferred Stock; or

(iv) purchase or otherwise acquire for consideration any shares of Series A Junior Participating Preferred Stock, or any shares of stock ranking on a parity with the Series A Junior Participating Preferred Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(b) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation could, under paragraph (a) of this Section 4, purchase or otherwise acquire such shares at such time and in such manner.

Section 5. Reacquired Shares. Any shares of Series A Junior Participating Preferred Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and canceled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock, without designation as to series, and may thereafter be issued as part of a new series of Preferred Stock subject to the conditions and restrictions on issuance set forth herein, in the Certificate of Incorporation, or in any other Certificate of Designations creating a series of Preferred Stock or any similar stock of the Corporation or as otherwise required by law.

Section 6. Liquidation, Dissolution or Winding Up. Upon the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, no distribution shall be made (i) to the holders of shares of stock

ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Junior Participating Preferred Stock unless, prior thereto, the holders of shares of Series A Junior Participating Preferred Stock shall have received an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment, plus an amount equal to the greater of (x) \$1.00 per whole share and (y) an aggregate amount per share equal to the Formula Number then in effect multiplied times the aggregate amount to be distributed per share to holders of Common Stock, or (ii) to the holders of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Junior Participating Preferred Stock, except distributions made ratably on the Series A Junior Participating Preferred Stock and all such parity stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up.

Section 7. Consolidation, Merger, etc. In case the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash or any other property, or any combination thereof, then in any such case the then outstanding shares of Series A Junior Participating Preferred Stock shall at the same time be similarly exchanged for or changed into an amount per share equal to the Formula Number then in effect multiplied times the aggregate amount of stock, securities, cash or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is exchanged or changed. In the event both this Section 7 and Section 2 appear to apply to a transaction, this Section 7 shall control.

Section 8. No Redemption; No Sinking Fund.

(a) The shares of Series A Junior Participating Preferred Stock shall not be subject to redemption by the Corporation; *provided, however*, that the Corporation may purchase or otherwise acquire outstanding shares of Series A Junior Participating Preferred Stock in the open market or by offer to any holder or holders of shares of Series A Junior Participating Preferred Stock.

(b) The shares of Series A Junior Participating Preferred Stock shall not be subject to or entitled to the operation of a retirement or sinking fund.

Section 9. Ranking. The Series A Junior Participating Preferred Stock shall rank, with respect to the payment of dividends and as to distributions of assets upon liquidation, dissolution or winding up of the Corporation, junior to all other series of Preferred Stock of the Corporation, if any, unless the Board of Directors shall specifically determine otherwise in fixing the powers, preferences and relative, participating, optional and other special rights of the shares of any such other series and the qualifications, limitations and restrictions thereof.

Section 10. Fractional Shares. The Series A Junior Participating Preferred Stock shall be issuable upon exercise of the Rights issued pursuant to the Rights Agreement in whole shares or in any fraction of a share that is one one-thousandth of a share or any integral multiple of such fraction which shall entitle the holder, in proportion to such holder's fractional shares, to receive dividends, exercise voting rights, participate in distributions and to have the benefit of all other rights of holders of Series A Junior Participating Preferred Stock. In lieu of fractional shares, the Corporation, prior to the first issuance of a share or a fraction of a share of Series A Junior Participating Preferred Stock, may elect (i) to make a cash payment as provided in the Rights Agreement for fractions of a share other than one one-thousandth of a share or any integral multiple thereof or (ii) to issue depository receipts evidencing such authorized fraction of a share of Series A Junior Participating Preferred Stock pursuant to an appropriate agreement between the Corporation and a depository selected by the Corporation; provided that such agreement shall provide that the holders of such depository receipts shall have all the rights, privileges and preferences to which they are entitled as holders of the Series A Junior Participating Preferred Stock.

Section 11. Amendment. None of the powers, preferences or relative, participating, optional or other special rights of the Series A Junior Participating Preferred Stock as provided herein or in the Certificate of Incorporation of the Corporation shall be amended in any manner that would alter or change the powers, preferences, rights or privileges of the holders of Series A Junior Participating Preferred Stock so as to affect them adversely without the affirmative vote of the holders of at least 66-2/3 percent of the outstanding shares of Series A Junior Participating Preferred Stock, voting as a separate class.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designation to be duly executed by its duly authorized President and Chief Executive Officer, this 31<sup>st</sup> of March, 2011.

TRI-VALLEY CORPORATION

By:



Maston N. Cunningham

President and Chief Executive Officer