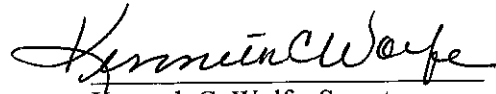


SECRETARY'S CERTIFICATE

As Secretary of Missouri Gas Utility, Inc., this is to certify that the Board of Directors of Missouri Gas Utility, Inc. on April 14, 2011, at a meeting duly called, adopted the following resolution:

RESOLVED, that the Company shall proceed with the consolidation of Southern Missouri Gas Company, L.P. with Missouri Gas Utility, Inc.

April 19, 2011



Kenneth C. Wolfe, Secretary

RESOLUTION

As representative of the General Partnership of SMNG, this is to certify that the following resolution is acceptable to the General Partners:

RESOLVED, that the Company shall proceed with the consolidation of Southern Missouri Gas Company, L.P. with Missouri Gas Utility, Inc.

April 26, 2011


Kenneth I. Bonn, Representative