

**SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
SILVER RUN ACQUISITION CORPORATION II**

**February 9, 2018**

Silver Run Acquisition Corporation II, a corporation organized and existing under the laws of the State of Delaware (the “*Corporation*”), DOES HEREBY CERTIFY AS FOLLOWS:

1. The name of the Corporation is “Silver Run Acquisition Corporation II”. The original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on November 16, 2016 (the “*Original Certificate*”).

2. An amended and restated certificate of incorporation, which amended and restated the Original Certificate in its entirety, was filed with the Secretary of State of the State of Delaware on March 21, 2017, and a certificate of amendment thereto was filed with the Secretary of State of the State of Delaware on March 22, 2017 (as so amended, the “*Amended Certificate*”).

3. This Second Amended and Restated Certificate of Incorporation (the “*Second Amended and Restated Certificate*”), which both restates and further amends the provisions of the Original Certificate, was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware (as amended from time to time, the “*DGCL*”) and by the Corporation’s stockholders in accordance with Section 212 of the DGCL.

4. This Second Amended and Restated Certificate shall become effective on the date of filing with the Secretary of State of the State of Delaware.

5. The text of the Amended Certificate is hereby amended and restated in its entirety to read as follows:

**ARTICLE I  
NAME**

The name of the corporation is Alta Mesa Resources, Inc.

**ARTICLE II  
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL. In addition to the powers and privileges conferred upon the Corporation by law and those incidental thereto, the Corporation shall possess and may exercise all the powers and privileges that are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation,

including, but not limited to, effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination, involving the Corporation and one or more businesses (a “**Business Combination**”).

### **ARTICLE III REGISTERED AGENT**

The address of the Corporation’s registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, State of Delaware, 19801, and the name of the Corporation’s registered agent at such address is The Corporation Trust Company.

### **ARTICLE IV CAPITALIZATION**

Section 4.1 *Authorized Capital Stock*. The total number of shares of all classes of capital stock, each with a par value of \$0.0001 per share, which the Corporation is authorized to issue is 1,531,000,000 shares, consisting of (a) 1,530,000,000 shares of common stock (the “**Common Stock**”), including (i) 1,200,000,000 shares of Class A Common Stock (the “**Class A Common Stock**”), (ii) 50,000,000 shares of Class B Common Stock (the “**Class B Common Stock**”), and (iii) 280,000,000 shares of Class C Common Stock (the “**Class C Common Stock**”), and (b) 1,000,000 shares of preferred stock, par value \$0.0001 per share (the “**Preferred Stock**”).

Section 4.2 *Preferred Stock*. The Board of Directors of the Corporation (the “**Board**”) is hereby expressly authorized to provide out of the unissued shares of the Preferred Stock for one or more series of Preferred Stock and to establish from time to time the number of shares to be included in each such series and to fix the voting rights, if any, designations, powers, preferences and relative, participating, optional, special and other rights, if any, of each such series and any qualifications, limitations and restrictions thereof, as shall be stated in the resolution or resolutions adopted by the Board providing for the issuance of such series and included in a certificate of designation (a “**Preferred Stock Designation**”) filed pursuant to the DGCL, and the Board is hereby expressly vested with the authority to the full extent provided by law, now or hereafter, to adopt any such resolution or resolutions.

Section 4.3 *Common Stock*.

(a) Voting.

(i) Except as otherwise required by law or this Second Amended and Restated Certificate (including any Preferred Stock Designation), the holders of the Common Stock shall exclusively possess all voting power with respect to the Corporation.

(ii) Except as otherwise required by law or this Second Amended and Restated Certificate (including any Preferred Stock Designation), the holders of shares of Common Stock shall be entitled to one vote for each such share on each matter properly submitted to the stockholders on which the holders of the Common Stock are entitled to vote.

(iii) Except as otherwise required by law or this Second Amended and Restated Certificate (including any Preferred Stock Designation), at any annual or special meeting of the stockholders of the Corporation, holders of the Class A Common Stock, holders of the Class B Common Stock and holders of the Class C Common Stock, voting together as a single class, shall have the exclusive right to vote for the election of directors and on all other matters properly submitted to a vote of the stockholders. Notwithstanding the foregoing, except as otherwise required by law or this Second Amended and Restated Certificate (including any Preferred Stock Designation), holders of shares of any series of Common Stock shall not be entitled to vote on any amendment to this Second Amended and Restated Certificate (including any amendment to any Preferred Stock Designation) that relates solely to the terms of one or more outstanding series of Preferred Stock or other series of Common Stock if the holders of such affected series of Preferred Stock or Common Stock, as applicable, are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to this Second Amended and Restated Certificate (including any Preferred Stock Designation) or the DGCL.

(b) Class B Common Stock.

(i) Shares of Class B Common Stock shall be convertible into shares of Class A Common Stock on a one-for-one basis (the “**Initial Conversion Ratio**”) (A) at any time and from time to time at the option of the holder thereof and (B) automatically upon the consummation of the Business Combination. Concurrently with such conversion pursuant to this Section 4.3(b)(i)(B), the number of authorized shares of Class B Common Stock shall be reduced to zero. It is intended that the conversion of shares of Class B Common Stock into shares of Class A Common Stock pursuant to this Section 4.3(b)(i)(B) will be treated as a reorganization within the meaning of Section 368(a)(1)(E) of the Internal Revenue Code of 1986, as amended.

(ii) Notwithstanding the Initial Conversion Ratio, in the case that additional shares of Class A Common Stock, or Equity-linked Securities (as defined below), are issued or deemed issued in excess of the amounts sold in the Corporation’s initial public offering of securities (the “**Offering**”) and related to the closing of the initial Business Combination (other than the Forward Purchase Securities (as defined below)), all issued and outstanding shares of Class B Common Stock shall automatically convert into shares of Class A Common Stock at the time of the closing of the initial Business Combination at a ratio for which:

- the numerator shall be equal to the sum of (A) 25% of all shares of Class A Common Stock issued or issuable (upon the conversion or exercise of any Equity-linked Securities or otherwise) by the Corporation, related to or in connection with the consummation of the initial Business Combination (excluding the Forward Purchase Securities and any securities issued or issuable to any seller in the initial Business Combination) plus (B) the number of shares of Class B Common Stock issued and outstanding prior to the closing of the initial Business Combination; and

- the denominator shall be the number of shares of Class B Common Stock issued and outstanding prior to the closing of the initial Business Combination.

As used herein, the term “*Equity-linked Securities*” means any securities of the Corporation which are convertible into or exchangeable or exercisable for Common Stock.

Notwithstanding anything to the contrary contained herein, (i) the foregoing adjustment to the Initial Conversion Ratio may be waived as to any particular issuance or deemed issuance of additional shares of Class A Common Stock or Equity-linked Securities by the written consent or agreement of holders of a majority of the shares of Class B Common Stock then outstanding consenting or agreeing separately as a single class in the manner provided in Section 4.3(b)(iii), and (ii) in no event shall the Class B Common Stock convert into Class A Common Stock at a ratio that is less than one-for-one.

As used herein, the term “*Forward Purchase Securities*” means the shares of Class A Common Stock and warrants to purchase shares of Class A Common Stock issued pursuant to that certain Forward Purchase Agreement, dated as of March 17, 2017, by and between the Corporation and Riverstone VI SR II Holdings, L.P., as the same may be amended.

The foregoing conversion ratio shall also be adjusted to account for any subdivision (by stock split, subdivision, exchange, stock dividend, reclassification, recapitalization or otherwise) or combination (by reverse stock split, exchange, reclassification, recapitalization or otherwise) or similar reclassification or recapitalization of the outstanding shares of Class A Common Stock into a greater or lesser number of shares occurring after the original filing of this Second Amended and Restated Certificate without a proportionate and corresponding subdivision, combination or similar reclassification or recapitalization of the outstanding shares of Class B Common Stock.

Each share of Class B Common Stock shall convert into its pro rata number of shares of Class A Common Stock pursuant to this Section 4.3(b). The pro rata share for each holder of Class B Common Stock will be determined as follows: Each share of Class B Common Stock shall convert into such number of shares of Class A Common Stock as is equal to the product of one (1) multiplied by a fraction, the numerator of which shall be the total number of shares of Class A Common Stock into which all of the issued and outstanding shares of Class B Common Stock shall be converted pursuant to this Section 4.3(b) and the denominator of which shall be the total number of issued and outstanding shares of Class B Common Stock at the time of conversion.

(iii) *Voting*. Except as otherwise required by law or this Second Amended and Restated Certificate (including any Preferred Stock Designation), for so long as any shares of Class B Common Stock shall remain outstanding, the Corporation shall not, without the prior vote or written consent of the holders of a majority of the shares of Class B Common Stock then outstanding, voting separately as a single class, amend, alter or repeal any provision of this Second Amended and Restated Certificate,

whether by merger, consolidation or otherwise, if such amendment, alteration or repeal would alter or change the powers, preferences or relative, participating, optional or other or special rights of the Class B Common Stock. Any action required or permitted to be taken at any meeting of the holders of Class B Common Stock may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of the outstanding Class B Common Stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares of Class B Common Stock were present and voted and shall be delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which minutes of proceedings of stockholders are recorded. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. Prompt written notice of the taking of corporate action without a meeting by less than unanimous written consent of the holders of Class B Common Stock shall, to the extent required by law, be given to those holders of Class B Common Stock who have not consented in writing and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for notice of such meeting had been the date that written consents signed by a sufficient number of holders of Class B Common Stock to take the action were delivered to the Corporation.

(c) Class C Common Stock.

(i) *Permitted Owners*. Shares of Class C Common Stock may be issued only to, and registered in the name of, an Existing Owner (as defined below), its successors and assigns as well as its respective transferees permitted in accordance with Section 4.3(c)(iv) (including all subsequent successors, assigns and permitted transferees) (each Existing Owner, together with such persons, collectively, "***Permitted Class C Owners***"). As used in this Second Amended and Restated Certificate, (i) "***Existing Owner***" means each of High Mesa Holdings, LP, a Delaware limited partnership, High Mesa Holdings GP, LLC, a Texas limited liability company, KFM Holdco, LLC, a Delaware limited liability company, and Riverstone VI Alta Mesa Holdings, L.P., a Delaware limited partnership, and (ii) "***Common Unit***" means a common unit representing limited partner interests in SRII Opco, LP, a Delaware limited partnership, or any successor entities thereto (the "***Partnership***"), authorized and issued under its Amended and Restated Agreement of Limited Partnership, dated as of February 9, 2018, as such agreement may be further amended, restated, amended and restated, supplemented or otherwise modified from time to time (the "***Partnership Agreement***"), and constituting a "Common Unit" as defined in the Partnership Agreement as in effect as of the effective time of this Second Amended and Restated Certificate.

(ii) *Voting*. Except as otherwise required by law or this Second Amended and Restated Certificate (including any Preferred Stock Designation), for so long as any shares of Class C Common Stock shall remain outstanding, the Corporation shall not, without the prior vote or written consent of the holders of at least 75% of the shares of Class C Common Stock then outstanding, voting separately as a single class, amend,

alter or repeal any provision of this Second Amended and Restated Certificate, whether by merger, consolidation or otherwise, if such amendment, alteration or repeal would alter or change the powers, preferences or relative, participating, optional or other special rights of the Class C Common Stock. Any action required or permitted to be taken at any meeting of the holders of Class C Common Stock may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of the outstanding Class C Common Stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares of Class C Common Stock were present and voted and shall be delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which minutes of proceedings of stockholders are recorded. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. Prompt written notice of the taking of corporate action without a meeting by less than unanimous written consent of the holders of Class C Common Stock shall, to the extent required by law, be given to those holders of Class C Common Stock who have not consented in writing and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for notice of such meeting had been the date that written consents signed by a sufficient number of holders of Class C Common Stock to take the action were delivered to the Corporation.

(iii) *Dividends.* Notwithstanding anything to the contrary in this Second Amended and Restated Certificate, other than as set forth in Section 4.3(e), dividends shall not be declared or paid on the Class C Common Stock.

(iv) *Transfer of Class C Common Stock.*

(1) A holder of Class C Common Stock may surrender shares of Class C Common Stock to the Corporation for no consideration at any time. Following the surrender of any shares of Class C Common Stock to the Corporation, the Corporation will take all actions necessary to retire such shares and such shares shall not be re-issued by the Corporation.

(2) A holder of Class C Common Stock may transfer shares of Class C Common Stock to any transferee (other than the Corporation) only if, and only to the extent permitted by the Partnership Agreement, such holder also simultaneously transfers an equal number of such holder's Common Units to such transferee in compliance with the Partnership Agreement. The transfer restrictions described in this Section 4.3(c)(iv)(2) are referred to as the "**Restrictions**."

(3) Any purported transfer of shares of Class C Common Stock in violation of the Restrictions shall be null and void. If, notwithstanding the Restrictions, a person shall, voluntarily or involuntarily, purportedly become or attempt to become, the purported owner ("**Purported Owner**") of shares of Class C Common Stock in violation of the Restrictions, then the Purported Owner shall not obtain any rights in and to such shares of Class C Common Stock (the

“*Restricted Shares*”), and the purported transfer of the Restricted Shares to the Purported Owner shall not be recognized by the Corporation’s transfer agent (the “*Transfer Agent*”).

(4) Upon a determination by the Board that a person has attempted or may attempt to transfer or to acquire Restricted Shares in violation of the Restrictions, the Board may take such action as it deems advisable to refuse to give effect to such transfer or acquisition on the books and records of the Corporation, including without limitation, to cause the Transfer Agent to record the Purported Owner’s transferor as the record owner of the Restricted Shares and to institute proceedings to enjoin or rescind any such transfer or acquisition.

(5) The Board may, to the extent permitted by law, from time to time establish, modify, amend or rescind, by bylaw or otherwise, regulations and procedures that are consistent with the provisions of this Section 4.3(c)(iv) for determining whether any transfer or acquisition of shares of Class C Common Stock would violate the Restrictions and for the orderly application, administration and implementation of the provisions of this Section 4.3(c)(iv). Any such procedures and regulations shall be kept on file with the Secretary of the Corporation and with the Transfer Agent and shall be made available for inspection by any prospective transferee and, upon written request, shall be mailed to holders of shares of Class C Common Stock.

(6) The Board shall have all powers necessary to implement the Restrictions, including without limitation, the power to prohibit the transfer of any shares of Class C Common Stock in violation thereof.

(v) *Issuance of Class A Common Stock Upon Redemption; Cancellation of Class C Common Stock.*

(1) To the extent that any Permitted Class C Owner exercises its right pursuant to the Partnership Agreement to have its Common Units redeemed by the Partnership in accordance with the Partnership Agreement, then simultaneous with the payment of the consideration due under the Partnership Agreement to such Permitted Class C Owner, the Corporation shall cancel for no consideration a number of shares of Class C Common Stock registered in the name of the redeeming or exchanging Permitted Class C Owner equal to the number of Common Units held by such Permitted Class C Owner that are redeemed or exchanged in such redemption or exchange transaction. The Corporation will at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of issuance upon redemption of the Common Units for Class A Common Stock pursuant to the Partnership Agreement, such number of shares of Class A Common Stock that shall be issuable upon any such redemption pursuant to the Partnership Agreement; provided that nothing contained herein shall be construed to preclude the Corporation from satisfying its obligations in respect of any such redemption of Common Units pursuant to the Partnership Agreement by delivering to the holder of Common Units upon such redemption cash in lieu of shares of Class A Common Stock in the amount permitted by and provided in the Partnership Agreement. All shares of Class A Common Stock that shall be issued upon any

such redemption will, upon issuance in accordance with the Partnership Agreement, be validly issued, fully paid and nonassessable.

(2) Notwithstanding the Restrictions, (A) in the event that an outstanding share of Class C Common Stock shall cease to be held by a registered holder of Common Units, such share of Class C Common Stock shall automatically and without further action on the part of the Corporation or any holder of Class C Common Stock be cancelled for no consideration, and the Corporation will take all actions necessary to retire such share and such share shall not be re-issued by the Corporation, (B) in the event that one or more of the Common Units held by a registered holder of Class C Common Stock ceases to be held by such holder (other than as a result of a transfer of one or more Common Units together with an equal number of shares of Class C Common Stock as permitted by the Partnership Agreement), a corresponding number of shares of Class C Common Stock registered in the name of such holder shall automatically and without further action on the part of the Corporation or such holder be cancelled for no consideration, and the Corporation will take all actions necessary to retire such shares and such shares shall not be re-issued by the Corporation and (C) in the event that no Permitted Class C Owner owns any Common Units that are redeemable pursuant to the Partnership Agreement, then all shares of Class C Common Stock will be cancelled for no consideration, and the Corporation will take all actions necessary to retire such shares and such shares shall not be re-issued by the Corporation.

(vi) *Restrictive Legend.* All certificates or book entries representing shares of Class C Common Stock, as the case may be, shall bear a legend substantially in the following form (or in such other form as the Board may determine):

THE SECURITIES REPRESENTED BY THIS [CERTIFICATE][BOOK ENTRY] ARE SUBJECT TO THE RESTRICTIONS (INCLUDING RESTRICTIONS ON TRANSFER) SET FORTH IN THE SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION (A COPY OF WHICH IS ON FILE WITH THE SECRETARY OF THE CORPORATION AND SHALL BE PROVIDED FREE OF CHARGE TO ANY STOCKHOLDER MAKING A REQUEST THEREFOR).

(vii) *Amendment.* At any time when there are no longer any shares of Class C Common Stock outstanding, this Second Amended and Restated Certificate automatically shall be deemed amended to delete this Section 4.3(c).

(viii) *Liquidation, Dissolution or Winding Up of the Corporation.* The holders of Class C Common Stock shall not be entitled to receive any assets of the Corporation in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

(d) Dividends. Subject to applicable law and the rights, if any, of the holders of any outstanding series of the Preferred Stock, the holders of shares of Common Stock (other than holders of shares of Class C Common Stock) shall be entitled to receive such dividends and other distributions (payable in cash, property or capital stock of the Corporation) when, as and if declared thereon by the Board from time to time out of any

assets or funds of the Corporation legally available therefor and shall share equally on a per share basis in such dividends and distributions.

(e) Class A Common Stock and Class C Common Stock. In no event shall the shares of either Class A Common Stock or Class C Common Stock be split, divided, or combined (including by way of stock dividend) unless the outstanding shares of the other class shall be proportionately split, divided or combined.

(f) Liquidation, Dissolution or Winding Up of the Corporation. Subject to applicable law, and the rights, if any, of the holders of any outstanding series of the Preferred Stock, in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of shares of Common Stock (other than holders of shares of Class C Common Stock) shall be entitled to receive all the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of Common Stock (other than shares of Class C Common Stock) held by them.

Section 4.4 Rights and Options. The Corporation has the authority to create and issue rights, warrants and options entitling the holders thereof to acquire from the Corporation any shares of its capital stock of any class or classes, with such rights, warrants and options to be evidenced by or in instrument(s) approved by the Board. The Board is empowered to set the exercise price, duration, times for exercise and other terms and conditions of such rights, warrants or options; provided, however, that the consideration to be received for any shares of capital stock issuable upon exercise thereof may not be less than the par value thereof.

## **ARTICLE V BOARD OF DIRECTORS**

Section 5.1 Board Powers. The business and affairs of the Corporation shall be managed by, or under the direction of, the Board. In addition to the powers and authority expressly conferred upon the Board by statute, this Second Amended and Restated Certificate or the Bylaws of the Corporation (“*Bylaws*”), the Board is hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the DGCL, this Second Amended and Restated Certificate, and any Bylaws adopted by the stockholders; provided, however, that no Bylaws hereafter adopted by the stockholders shall invalidate any prior act of the Board that would have been valid if such Bylaws had not been adopted.

Section 5.2 Number, Election and Term.

(a) The number of directors of the Corporation shall be fixed from time to time in the manner provided in the Bylaws.

(b) Subject to Section 5.5, the Board shall be divided into three classes, as nearly equal in number as possible and designated Class I, Class II and Class III. The Board is authorized to assign members of the Board already in office to Class I, Class II or Class III. The term of the initial Class I Directors shall expire at the first annual meeting of the

stockholders of the Corporation following the effectiveness of this Second Amended and Restated Certificate; the term of the initial Class II Directors shall expire at the second annual meeting of the stockholders of the Corporation following the effectiveness of this Second Amended and Restated Certificate; and the term of the initial Class III Directors shall expire at the third annual meeting of the stockholders of the Corporation following the effectiveness of this Second Amended and Restated Certificate. At each succeeding annual meeting of the stockholders of the Corporation, beginning with the first annual meeting of the stockholders of the Corporation following the effectiveness of this Second Amended and Restated Certificate, successors to the class of directors whose term expires at that annual meeting shall be elected for a three-year term or until the election and qualification of their respective successors in office, subject to their earlier death, resignation or removal. Subject to Section 5.5, if the number of directors is changed, any increase or decrease shall be apportioned by the Board among the classes so as to maintain the number of directors in each class as nearly equal as possible, but in no case shall a decrease in the number of directors shorten the term of any incumbent director. Directors shall be elected by a plurality of the votes cast at an annual meeting of stockholders by holders of the Common Stock. The Board is hereby expressly authorized, by resolution or resolutions thereof, to assign members of the Board already in office to the aforesaid classes at the time this Second Amended and Restated Certificate (and therefore such classification) becomes effective in accordance with the DGCL.

(c) Subject to Section 5.5, a director shall hold office until the annual meeting for the year in which his or her term expires and until his or her successor has been elected and qualified, subject, however, to such director's earlier death, resignation, retirement, disqualification or removal.

(d) Advance notice of nominations for the election of directors, other than by the Board or a duly authorized committee thereof, and information concerning nominees, shall be given in the manner provided in the Bylaws.

(e) Unless and except to the extent that the Bylaws shall so require, the election of directors need not be by written ballot.

Section 5.3 *Newly Created Directorships and Vacancies*. Subject to Section 5.5, newly created directorships resulting from an increase in the number of directors and any vacancies on the Board resulting from death, resignation, retirement, disqualification, removal or other cause may be filled solely and exclusively by a majority vote of the remaining directors then in office, even if less than a quorum, or by a sole remaining director (and not by stockholders), and any director so chosen shall hold office for the remainder of the full term of the class of directors to which the new directorship was added or in which the vacancy occurred and until his or her successor has been elected and qualified, subject, however, to such director's earlier death, resignation, retirement, disqualification or removal.

Section 5.4 *Removal*. Subject to Section 5.5, any or all of the directors may be removed from office at any time, but only for cause and only by the affirmative vote of holders of a majority of the voting power of all then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

Section 5.5 *Preferred Stock—Directors*. Notwithstanding any other provision of this Article V, and except as otherwise required by law, whenever the holders of one or more series of the Preferred Stock shall have the right, voting separately by class or series, to elect one or more directors, the term of office, the filling of vacancies, the removal from office and other features of such directorships shall be governed by the terms of such series of the Preferred Stock as set forth in this Second Amended and Restated Certificate (including any Preferred Stock Designation) and such directors shall not be included in any of the classes created pursuant to this Article V unless expressly provided by such terms.

## **ARTICLE VI BYLAWS**

In furtherance and not in limitation of the powers conferred upon it by law, the Board shall have the power and is expressly authorized to adopt, amend, alter or repeal the Bylaws. The affirmative vote of a majority of the Board shall be required to adopt, amend, alter or repeal the Bylaws. The Bylaws also may be adopted, amended, altered or repealed by the stockholders; provided, however, that in addition to any vote of the holders of any class or series of capital stock of the Corporation required by law or by this Second Amended and Restated Certificate (including any Preferred Stock Designation), the affirmative vote of the holders of at least a majority of the voting power of all then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required for the stockholders to adopt, amend, alter or repeal the Bylaws; and provided further, however, that no Bylaws hereafter adopted by the stockholders shall invalidate any prior act of the Board that would have been valid if such Bylaws had not been adopted.

## **ARTICLE VII MEETINGS OF STOCKHOLDERS; ACTION BY WRITTEN CONSENT**

Section 7.1 *Meetings*. Subject to the rights, if any, of the holders of any outstanding series of the Preferred Stock, and to the requirements of applicable law, special meetings of stockholders of the Corporation may be called only by the Chairman of the Board, Chief Executive Officer of the Corporation, or the Board pursuant to a resolution adopted by a majority of the Board, and the ability of the stockholders to call a special meeting is hereby specifically denied. Except as provided in the foregoing sentence, special meetings of stockholders may not be called by another person or persons.

Section 7.2 *Advance Notice*. Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the Bylaws.

Section 7.3 *Action by Written Consent*. Except as may be otherwise provided for or fixed pursuant to this Second Amended and Restated Certificate (including any Preferred Stock Designation) relating to the rights of the holders of any outstanding series of Preferred Stock, subsequent to the consummation of the Offering, any action required or

permitted to be taken by the stockholders of the Corporation must be effected by a duly called annual or special meeting of such stockholders and may not be effected by written consent of the stockholders.

## **ARTICLE VIII LIMITED LIABILITY; INDEMNIFICATION**

Section 8.1 *Limitation of Director Liability.* A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as the same exists or may hereafter be amended unless they violated their duty of loyalty to the Corporation or its stockholders, acted in bad faith, knowingly or intentionally violated the law, authorized unlawful payments of dividends, unlawful stock purchases or unlawful redemptions, or derived improper personal benefit from their actions as directors. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

### *Section 8.2 Indemnification and Advancement of Expenses.*

(a) To the fullest extent permitted by applicable law, as the same exists or may hereafter be amended, the Corporation shall indemnify and hold harmless each person who is or was made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a “*proceeding*”) by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, other enterprise or nonprofit entity, including service with respect to an employee benefit plan (an “*indemnitee*”), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent, or in any other capacity while serving as a director, officer, employee or agent, against all liability and loss suffered and expenses (including, without limitation, attorneys’ fees, judgments, fines, ERISA excise taxes and penalties and amounts paid in settlement) reasonably incurred by such indemnitee in connection with such proceeding. The Corporation shall to the fullest extent not prohibited by applicable law pay the expenses (including attorneys’ fees) incurred by an indemnitee in defending or otherwise participating in any proceeding in advance of its final disposition; provided, however, that, to the extent required by applicable law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking, by or on behalf of the indemnitee, to repay all amounts so advanced if it shall ultimately be determined that the indemnitee is not entitled to be indemnified under this Section 8.2 or otherwise. The rights to indemnification and advancement of expenses conferred by this Section 8.2 shall be contract rights and such rights shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators. Notwithstanding the foregoing provisions of this Section 8.2(a), except for proceedings to

enforce rights to indemnification and advancement of expenses, the Corporation shall indemnify and advance expenses to an indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board.

(b) The rights to indemnification and advancement of expenses conferred on any indemnitee by this Section 8.2 shall not be exclusive of any other rights that any indemnitee may have or hereafter acquire under law, this Second Amended and Restated Certificate, the Bylaws, an agreement, vote of stockholders or disinterested directors, or otherwise.

(c) Any repeal or amendment of this Section 8.2 by the stockholders of the Corporation or by changes in law, or the adoption of any other provision of this Second Amended and Restated Certificate inconsistent with this Section 8.2, shall, unless otherwise required by law, be prospective only (except to the extent such amendment or change in law permits the Corporation to provide broader indemnification rights on a retroactive basis than permitted prior thereto), and shall not in any way diminish or adversely affect any right or protection existing at the time of such repeal or amendment or adoption of such inconsistent provision in respect of any proceeding (regardless of when such proceeding is first threatened, commenced or completed) arising out of, or related to, any act or omission occurring prior to such repeal or amendment or adoption of such inconsistent provision.

(d) This Section 8.2 shall not limit the right of the Corporation, to the extent and in the manner authorized or permitted by law, to indemnify and to advance expenses to persons other than indemnitees.

## **ARTICLE IX CORPORATE OPPORTUNITY**

The doctrine of corporate opportunity, or any other analogous doctrine, shall not apply with respect to the Corporation or any of its officers or directors, or any of their respective affiliates, in circumstances where the application of any such doctrine would conflict with any fiduciary duties or contractual obligations they may have as of the date of this Second Amended and Restated Certificate or in the future. In addition to the foregoing, the doctrine of corporate opportunity shall not apply to any other corporate opportunity with respect to any of the directors or officers of the Corporation unless such corporate opportunity is offered to such person solely in his or her capacity as a director or officer of the Corporation and such opportunity is one the Corporation is legally and contractually permitted to undertake and would otherwise be reasonable for the Corporation to pursue.

## **ARTICLE X EXCLUSIVE JURISDICTION FOR CERTAIN ACTIONS**

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by applicable law, be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a

fiduciary duty owed by any director, officer or other employee or agent of the Corporation to the Corporation or the Corporation's stockholders, creditors or other constituents, (iii) any action asserting a claim against the Corporation or any director or officer of the Corporation arising pursuant to any provision of the DGCL or this Second Amended and Restated Certificate or the Bylaws (as either may be amended from time to time), (iv) any action to interpret, apply, enforce or determine the validity of this Second Amended and Restated Certificate or the Bylaws, or (v) any action asserting a claim against the Corporation or any director or officer of the Corporation governed by the internal affairs doctrine, in each such case subject to said Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein; provided, however, that, if and only if the Court of Chancery of the State of Delaware dismisses any such action for lack of subject matter jurisdiction, such action may be brought in another state or federal court sitting in the State of Delaware with subject matter jurisdiction over the matter. To the fullest extent permitted by law, any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article X. If any provision or provisions of this Article X shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article X (including, without limitation, each portion of any sentence of this Article X containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

**ARTICLE XI**  
**AMENDMENT OF AMENDED AND RESTATED**  
**CERTIFICATE OF INCORPORATION**

The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Second Amended and Restated Certificate (including any Preferred Stock Designation), and other provisions authorized by the laws of the State of Delaware at the time in force that may be added or inserted, in the manner now or hereafter prescribed by this Second Amended and Restated Certificate and the DGCL; and, except as set forth in Article VIII, all rights, preferences and privileges of whatever nature herein conferred upon stockholders, directors or any other persons by and pursuant to this Second Amended and Restated Certificate in its present form or as hereafter amended are granted subject to the right reserved in this Article XI.

IN WITNESS WHEREOF, Silver Run Acquisition Corporation II has caused this Second Amended and Restated Certificate to be duly executed and acknowledged in its name and on its behalf by an authorized officer as of the date first set forth above.

SILVER RUN ACQUISITION  
CORPORATION II

By: /s/ Stephen S. Coats  
Name: Stephen S. Coats  
Title: Secretary

*[Signature Page to Amended and Restated Certificate of Incorporation]*

**CERTIFICATE OF DESIGNATION OF  
SERIES A PREFERRED STOCK OF  
ALTA MESA RESOURCES, INC.**

Alta Mesa Resources, Inc. (f/k/a Silver Run Acquisition Corporation II), a Delaware corporation (the “**Corporation**”), hereby certifies that, pursuant to the provisions of Sections 103, 141 and 151 of the General Corporation Law of the State of Delaware, on February 9, 2018, the board of directors of the Corporation (the “**Board**”) adopted the resolution shown immediately below, which resolution is now, and at all times since its date of adoption has been, in full force and effect:

RESOLVED, that pursuant to the provisions of the Second Amended and Restated Certificate of Incorporation of the Corporation (as such may be amended, modified or restated from time to time, the “**Second Amended and Restated Certificate**”) (which authorizes 1,000,000 shares of preferred stock, par value \$0.0001 per share (the “**Preferred Stock**”), and the authority thereby vested in the Board, a series of Preferred Stock be, and it hereby is, created, and that the designation and number of shares of such series, and the voting and other powers, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof are as set forth in the Second Amended and Restated Certificate and this Certificate of Designation, as it may be amended from time to time (the “**Certificate of Designation**”) as follows:

SECTION 1. *Designation and Number of Shares.* Pursuant to the Second Amended and Restated Certificate, there is hereby created out of the authorized and unissued shares of Preferred Stock a series of Preferred Stock consisting of three (3) shares of Preferred Stock designated as “Series A Preferred Stock” (the “**Series A Preferred Stock**”), which shall consist of the following: (a) one (1) share designated as Series A-1 Preferred Stock (the “**Series A-1 Preferred Stock**”), (b) one (1) share designated as Series A-2 Preferred Stock (the “**Series A-2 Preferred Stock**”) and (c) one (1) share designated as Series A-3 Preferred Stock (the “**Series A-3 Preferred Stock**”). Except as otherwise provided herein, all shares of Series A Preferred Stock shall have the same terms.

SECTION 2. *Permitted Owners.* The Series A-1 Preferred Stock may be issued only to, and registered in the name of Bayou City Energy Management LLC, a Delaware limited liability company (“**Bayou City**”), its successors and assigns as well as their respective transferees permitted in accordance with Section 5. The Series A-2 Preferred Stock may be issued only to, and registered in the name of HPS Investment Partners, LLC, a Delaware limited liability company (“**HPS**”), its successors and assigns as well as their respective transferees permitted in accordance with Section 5. The Series A-3 Preferred Stock may be issued only to, and registered in the name of AM Equity Holdings, LP, a Texas limited partnership (“**Management**”), its successors and assigns as well as their respective transferees permitted in accordance with Section 5.

SECTION 3. *Voting.* Except as provided herein, the holder of a share of Series A Preferred Stock shall not be entitled to vote on any matter on which stockholders of the Corporation generally are entitled to vote.

SECTION 4. *Dividends.* Notwithstanding anything to the contrary in the Second Amended and Restated Certificate, dividends shall not be declared or paid on the Series A Preferred Stock.

SECTION 5. *Transfer of Series A Preferred Stock.* Neither the Series A Preferred Stock nor any rights, powers, preferences or privileges thereunder shall be transferable, in whole or in part, except that each of Bayou City, HPS and Management may transfer its applicable share of Series A Preferred Stock to an Affiliate (as defined below) of the transferor.

SECTION 6. *Conversion; Redemption.* The Series A Preferred Stock is not convertible into any other security of the Corporation. Each share of Series A Preferred Stock will be redeemable for the par value thereof by the Corporation upon the earliest to occur of (1) February 9, 2023, (2) the optional redemption of such Series A Preferred Stock at the election of the holder thereof or (3) a breach of the restrictions on transfer in Section 5.

SECTION 7. *Director Election.*

(a) So long as the applicable share of Series A Preferred Stock of Bayou City, HPS and Management remains outstanding, but in no event after February 9, 2023, such holder will be entitled to nominate directors for election to the Board in connection with any vote (whether at a meeting or by written consent) of the stockholders of the Corporation for the election of directors as follows:

(i) if Bayou City and its Affiliates collectively Beneficially Own at least 10% of the total outstanding shares of Common Stock, the holder of the Series A-1 Preferred Stock shall be entitled to nominate one director who shall be an Independent Director (unless the director to be nominated by Bayou City is William M. McMullen who need not be an independent director);

(ii) if HPS and its Affiliates collectively Beneficially Own at least 10% of the total outstanding shares of Common Stock, the holder of the Series A-2 Preferred Stock shall be entitled to nominate one director who shall be an Independent Director;

(iii) if Management and AM MME Holdings, LP, a Texas limited partnership, and their Affiliates and Beneficial Owners (collectively, the “**Management Group**”), collectively Beneficially Own at least 10% of the total outstanding shares of Common Stock, the holder of the Series A-3 Preferred Stock shall be entitled to nominate two directors who need not be Independent Directors; and

(iv) if the Management Group collectively Beneficially Owns less than 10% but at least 5% of the total outstanding shares of Common Stock, and either Harlan H. Chappelle or Michael E. Ellis continues to participate as a member of management of the Corporation, the holder of the Series A-3 Preferred Stock shall be entitled to nominate one director who need not be an Independent Director.

(b) The vote of the holder of the applicable share of Series A Preferred Stock shall be the only vote required to elect such nominees to the Board (each such director, in such capacity, a “**Series A Director**”). So long as the holder of a share of Series A Preferred Stock has the right to designate one or more individuals to serve as a Series A Director pursuant to Section 7(a),

subject to the limitations set forth in Section 7(a), vacancies on the Board resulting from the death, resignation, retirement, disqualification or removal of a Series A Director shall be filled only by the affirmative vote of the holder of the applicable share of Series A Preferred Stock (and not pursuant to Section 5.3 of the Second Amended and Restated Certificate).

(c) In the event that the holder of a share of Series A Preferred Stock ceases to have the right to designate an individual to serve as a Series A Director pursuant to Section 7(a), (i) the number of Series A Directors for which the holder of such share of Series A Preferred Stock ceases to have the right to designate to serve as a Series A Director shall resign no later than the next annual meeting of stockholders of the Corporation or, if earlier, such time as such Series A Director's successor is appointed or elected (provided that the holder of such share of Series A Preferred Stock shall have the authority to select which such particular Series A Director or Series A Directors designated by such holder will resign), and (ii) the vacancy created by such resignation or removal shall be filled as provided in the Second Amended and Restated Certificate and the Bylaws of the Corporation. The Corporation shall also have the right to cause the removal of any Series A Director from the Board immediately upon redemption of an applicable share of Series A Preferred Stock in accordance with Section 6.

(d) The Series A Directors shall be included in the classes created pursuant to Section 5.2(b) of the Second Amended and Restated Certificate as agreed upon between the holder(s) of the Series A Preferred Stock and the Corporation.

(e) For purposes of this Section 7:

(i) “**Affiliate**” means any Person that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with the Person specified. For purposes of this definition, control of a Person means the power, direct or indirect, to direct or cause the direction of the management and policies of such Person whether through ownership of voting securities or ownership interests, by contract or otherwise.

(ii) “**Beneficial Owner**” has the meaning assigned to such term in Rule 13d-3 and Rule 13d-5 under the Securities Exchange Act of 1934 (the “**Exchange Act**”), except that in calculating the beneficial ownership of any particular “person” (as that term is used in Section 13(d)(3) of the Exchange Act), such “person” will be deemed to have beneficial ownership of all securities that such “person” has the right to acquire by conversion or exercise of other securities, whether such right is currently exercisable or is exercisable only after the passage of time. The terms “**Beneficially Owns**” and “**Beneficially Owned**” have a corresponding meaning.

(iii) “**Class A Common Stock**” shall mean the Corporation's Class A Common Stock, par value \$0.0001 per share.

(iv) “**Common Stock**” shall mean, collectively, the Class A Common Stock and the Corporation's Class C Common Stock, par value \$0.0001 per share.

(v) “**Independent Director**” shall mean a director who, as of such director's election or appointment to the Board, (a) if the Class A Common Stock is listed on the NASDAQ Capital Market (the “**NASDAQ**”), is not an executive officer or

employee of the Corporation and in the opinion of the Board has no relationship, which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and is not otherwise disqualified from acting as an independent director under NASDAQ Rule 5605(a)(2) or (ii) if the Class A Common Stock is not listed on the NASDAQ, qualifies as an “independent director” under the listing rules of the national securities exchange on which shares of the Class A Common Stock are then listed for trading.

(vi) “**Person**” means any natural person, corporation, general partnership, limited partnership, limited liability company, proprietorship, other business organization, trust, union, association or governmental authority.

SECTION 8. *Liquidation, Dissolution or Winding Up of the Corporation.* In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, each holder of a share of Series A Preferred Stock shall be entitled to receive, out of the assets of the Corporation or proceeds thereof available for distribution to stockholders of the Corporation, before any distribution of such assets or proceeds is made to or set aside for the holders of common stock of the Corporation and any other stock of the Corporation ranking junior to the Series A Preferred Stock as to such distribution, payment in full in an amount equal to \$0.0001 per share.

[signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designation to be signed by its undersigned duly authorized officer this 9th day of February, 2018.

ALTA MESA RESOURCES, INC.

By: /s/ Stephen S. Coats  
Name: Stephen S. Coats  
Title: Secretary

*[Signature Page to Series A Certificate of Designation]*

**CERTIFICATE OF DESIGNATION OF  
SERIES B PREFERRED STOCK OF  
ALTA MESA RESOURCES, INC.**

Alta Mesa Resources, Inc. (f/k/a Silver Run Acquisition Corporation II), a Delaware corporation (the “**Corporation**”), hereby certifies that, pursuant to the provisions of Sections 103, 141 and 151 of the General Corporation Law of the State of Delaware, on February 9, 2018, the board of directors of the Corporation (the “**Board**”) adopted the resolution shown immediately below, which resolution is now, and at all times since its date of adoption, has been in full force and effect:

RESOLVED, that pursuant to the provisions of the Second Amended and Restated Certificate of Incorporation of the Corporation (as such may be amended, modified or restated from time to time, the “**Second Amended and Restated Certificate**”) (which authorizes 1,000,000 shares of preferred stock, par value \$0.0001 per share (the “**Preferred Stock**”), and the authority thereby vested in the Board, a series of Preferred Stock be, and it hereby is, created, and that the designation and number of shares of such series, and the voting and other powers, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof are as set forth in the Second Amended and Restated Certificate and this Certificate of Designation, as it may be amended from time to time (the “**Certificate of Designation**”) as follows:

SECTION 1. *Designation and Number of Shares.* Pursuant to the Second Amended and Restated Certificate, there is hereby created out of the authorized and unissued shares of Preferred Stock a series of Preferred Stock consisting of one (1) share of Preferred Stock designated as “Series B Preferred Stock” (the “**Series B Preferred Stock**”).

SECTION 2. *Permitted Owners.* The Series B Preferred Stock may be issued only to, and registered in the name of, Riverstone VI Alta Mesa Holdings, L.P., a Delaware limited partnership (“**Riverstone**”), its successors and assigns as well as its transferees permitted in accordance with Section 5.

SECTION 3. *Voting.* Except as provided herein, the holder of the Series B Preferred Stock shall not be entitled to vote on any matter on which stockholders of the Corporation generally are entitled to vote.

SECTION 4. *Dividends.* Notwithstanding anything to the contrary in the Second Amended and Restated Certificate, dividends shall not be declared or paid on the Series B Preferred Stock.

SECTION 5. *Transfer of Series B Preferred Stock.* Neither the Series B Preferred Stock nor any rights, powers, preferences or privileges thereunder shall be transferable, in whole or in part, except to an Affiliate (as defined in the Amended and Restated Agreement of Limited Partnership of SR II Opco, LP, a Delaware limited partnership, dated as of February 9, 2018, as such agreement may be further amended, restated, amended and restated, supplemented or otherwise modified from time to time (the “**LP Agreement**”) of Riverstone.

SECTION 6. *Conversion; Redemption.* The Series B Preferred Stock is not convertible into any other security of the Corporation. The Series B Preferred Stock will be redeemable for the par value thereof by the Corporation upon the earliest to occur of (1) the optional redemption of such Series B Preferred Stock at the election of the holder thereof or (2) a breach of the restrictions on transfer in Section 5.

SECTION 7. *Director Election.*

(a) Prior to February 9, 2023, so long as the Series B Preferred Stock remains outstanding, the holder of the Series B Preferred Stock will be entitled to nominate directors for election to the Board in connection with any vote (whether at a meeting or by written consent) of the stockholders of the Corporation for the election of directors as follows:

- (i) if Riverstone and its Affiliates collectively Beneficially Own at least 15% of the total outstanding shares of Common Stock, up to three directors (one of whom shall be designated as the Chairman of the Board),
- (ii) if Riverstone and its Affiliates collectively Beneficially Own less than 15% but at least 10% of the outstanding shares of Common Stock, up to two directors (one of whom shall be designated as the Chairman of the Board), and
- (iii) if Riverstone and its Affiliates collectively Beneficially Own less than 10% but at least 5% of the outstanding shares of Common Stock, up to one director (who may be the Chairman of the Board if such person is Jim Hackett).

(b) The vote of the holder of the Series B Preferred Stock shall be the only vote required to elect such nominees to the Board (each such director, in such capacity, a “*Series B Director*”). So long as the holder of Series B Preferred Stock has the right to designate an individual to serve as a Series B Director pursuant to Section 7(a), subject to the limitations set forth in Section 7(a), vacancies on the Board resulting from the death, resignation, retirement, disqualification or removal of a Series B Director shall be filled only by the affirmative vote of the holder of the Series B Preferred Stock (and not pursuant to Section 5.3 of the Second Amended and Restated Certificate).

(c) In the event that the holder of the Series B Preferred Stock ceases to have the right to designate an individual to serve as a Series B Director pursuant to Section 7(a), (i) the number of Series B Directors for which the holder of the Series B Preferred Stock ceases to have the right to designate to serve as a Series B Director shall resign no later than the next annual meeting of stockholders of the Corporation or, if earlier, such time as such Series B Director’s successor is appointed or elected (provided that the holder of the Series B Preferred Stock shall have the authority to select which such particular Series B Director or Series B Directors directed by such holder will resign), and (ii) the vacancy created by such resignation or removal shall be filled as provided in the Second Amended and Restated Certificate and the Bylaws of the Corporation. The Corporation shall also have the right to cause the removal of any Series B Director from the Board immediately upon redemption of the Series B Preferred Stock in accordance with Section 6.

(d) The Series B Directors shall be included in the classes created pursuant to Section 5.2(b) of the Second Amended and Restated Certificate as agreed upon between the holder of the Series B Preferred Stock and the Corporation.

(e) For purposes of this Section 7:

(i) “**Beneficial Owner**” has the meaning assigned to such term in Rule 13d-3 and Rule 13d-5 under the Securities Exchange Act of 1934 (the “**Exchange Act**”), except that in calculating the beneficial ownership of any particular “person” (as that term is used in Section 13(d)(3) of the Exchange Act), such “person” will be deemed to have beneficial ownership of all securities that such “person” has the right to acquire by conversion or exercise of other securities, whether such right is currently exercisable or is exercisable only after the passage of time. The terms “**Beneficially Owns**” and “**Beneficially Owned**” have a corresponding meaning.

(ii) “**Class A Common Stock**” shall mean the Corporation’s Class A Common Stock, par value \$0.0001 per share.

(iii) “**Common Stock**” shall mean, collectively, the Class A Common Stock and the Corporation’s Class C Common Stock, par value \$0.0001 per share.

**SECTION 8. *Liquidation, Dissolution or Winding Up of the Corporation.*** In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, the holder of the Series B Preferred Stock shall be entitled to receive, out of the assets of the Corporation or proceeds thereof available for distribution to stockholders of the Corporation, before any distribution of such assets or proceeds is made to or set aside for the holders of common stock of the Corporation and any other stock of the Corporation ranking junior to the Series B Preferred Stock as to such distribution, payment in full in an amount equal to \$0.0001 per share.

[signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designation to be signed by its undersigned duly authorized officer this 9th day of February, 2018.

ALTA MESA RESOURCES, INC.

By: /s/ Stephen S. Coats

Name: Stephen S. Coats

Title: Secretary

*[Signature Page to Series B Preferred Certificate of Designation]*