

# State of Idaho

## Department of State.

### CERTIFICATE OF AUTHORITY OF

TEXACO OILS INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of TEXACO OILS INC.

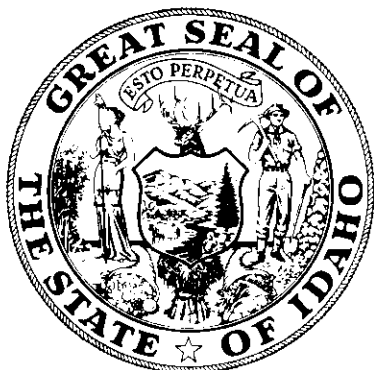
\_\_\_\_\_ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to TEXACO OILS INC.

to transact business in this State under the name TEXACO OILS INC.

\_\_\_\_\_ and attach hereto a duplicate original of the Application for such Certificate.

Dated February 22, 1984.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is TEXACO OILS INC.
2. \*The name which it shall use in Idaho is \_\_\_\_\_
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is November 16, 1983 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 229 South State Street, Dover, Delaware 19901
6. The address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., One Capital Center, 999 Main Street, Boise, Idaho 83702 and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
List attached		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
10	Common	\$100

(continued on reverse)

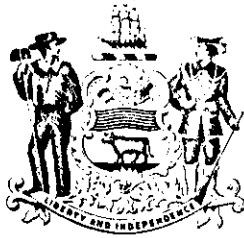


TEXACO OILS INC.

ATTACHMENT

The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office/Title</u>	<u>Street Address</u>
R.R. McCall	Director and Chairman of the Board	1111 Rusk Street Houston, TX 77002
G.F. Rome	Director and President	1111 Rusk Street Houston, TX 77002
R.G. Brinkman	Director and Vice President	2000 Westchester Avenue White Plains, NY 10650
D.E. Hyer	Director and Vice President	1111 Rusk Street Houston, TX 77002
D.H. Schmude	Vice President	2424 East 21st Street Tulsa, OK 74114
C.B. Davidson	Secretary	2000 Westchester Avenue White Plains, NY 10650
E.W. Wolahan	Director and Treasurer	2000 Westchester Avenue White Plains, NY 10650
A.J. Bradford	Comptroller	2000 Westchester Avenue White Plains, NY 10650
A.G. Taylor	General Counsel	2000 Westchester Avenue White Plains, NY 10650
R.S. Bevan	General Tax Counsel	2000 Westchester Avenue White Plains, NY 10650
J.K. Burnett	Assistant Secretary	4601 South Tamarac Pky. Denver, CO 80237
R.E. Koch	Assistant Secretary	2000 Westchester Avenue White Plains, NY 10650
W.L. Soula	Assistant Secretary	1111 Rusk Street Houston, TX 77002
J.A. Hewitt	Assistant Treasurer	2000 Westchester Avenue White Plains, NY 10650

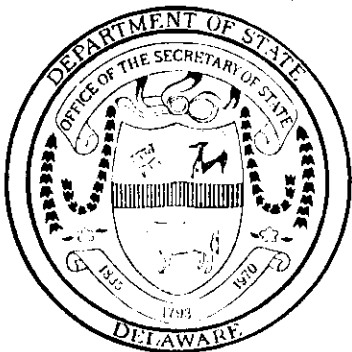


# State of DELAWARE



## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of \_\_\_\_\_ Incorporation \_\_\_\_\_  
filed in this office on ~~November 16, 1983~~ \_\_\_\_\_.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

BY: \_\_\_\_\_

*M. Toon*

DATE: \_\_\_\_\_

February 14, 1984

CERTIFICATE OF INCORPORATION

OF

TEXACO OILS INC.

FIRST: The name of the corporation is  
TEXACO OILS INC.

SECOND: Its registered office in the State of Delaware is located at 229 South State Street, in the City of Dover, County of Kent. The name and address of its registered agent is The Prentice-Hall Corporation System, Inc., 229 South State Street, Dover, Delaware.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is One Hundred (100) and the par value of each of such shares is One Hundred Dollars (\$100.00) each, amounting in the aggregate to Ten Thousand Dollars (\$10,000.00).

FIFTH: The name and the mailing address of the incorporator are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
R. G. Dickerson	229 South State Street, Dover, Delaware

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized, without necessity of stockholders' approval or vote, except as otherwise expressly provided:

(1) To make, alter or repeal the By-Laws of the corporation.

(2) To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

(3) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose, or to abolish any such reserve in the manner in which it was created.

(4) To provide for in the By-Laws, or by resolution or resolutions passed by a majority of the whole Board, to designate one or more committees, each committee to consist of two or more of the Directors of the corporation and such non-Director members as the Board may specify, which, to the extent provided in said resolution or resolutions or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it.

(5) When and as authorized by the affirmative vote of the holders of a majority of the stock, issued and outstanding, having voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration as its Board of Directors shall deem expedient and for the best interests of the corporation.

(6) The corporation may in its By-Laws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by statute.

NINTH: Meetings of stockholders and Directors may be held without the State of Delaware, if the By-Laws so provide. The corporation may maintain one or more offices, and books of the corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be from time to time designated by the Board of Directors.

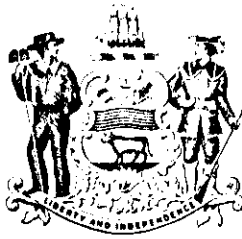
TENTH: No contract or other transaction between this corporation and any other corporation and no action of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or

otherwise interested in, or are directors or officers of, such other corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ELEVENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this 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.

Signed on November 16, 1983.

\_\_\_\_\_  
R. G. Dickerson  
R. G. Dickerson  
Incorporator

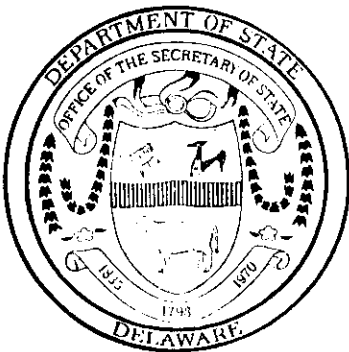


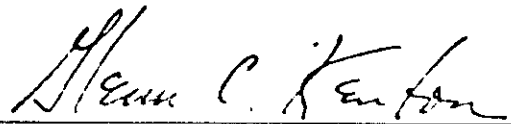
# State of DELAWARE



## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of \_\_\_\_\_ Amendment \_\_\_\_\_  
filed in this office on \_\_\_\_\_ January 24, 1984 \_\_\_\_\_.



  
Glenn C. Kenton, Secretary of State

BY: M. Toss

DATE: February 14, 1984

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
TEXACO OILS INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is


TEXACO OILS INC.

2. The certificate of incorporation of the corporation is hereby amended by striking out Article FOURTH thereof and by substituting in lieu of said Article the following new Article:

"FOURTH: The total number of shares of stock which the corporation shall have authority to issue is Ten (10), and the par value of each of such shares is One Hundred Dollars (\$100.00) each, amounting in the aggregate to One Thousand Dollars (\$1,000.00)."

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Section 141 and 241 of the General Corporation Law of the State of Delaware, the corporation not having received any payment for any of its stock.

Signed and attested to on *December 30*, 1983.

  
\_\_\_\_\_  
President

*mm*

  
  
\_\_\_\_\_  
Asst. Secretary