

State of Delaware



Office of Secretary of State

I, Harris B. McDowell, Jr., Secretary of State of the State of Delaware,
do hereby certify *that the above and foregoing is a true and correct copy of*
Certificate of Amendment of the "PHILLIPS PETROLEUM COMPANY", as
received and filed in this office the nineteenth day of June, A. D.
1951 at 3:15 o'clock P.M., Eastern Saving Time.

In Testimony Whereof, I have hereunto set my hand
and official seal, at Dover, this nineteenth *day*
of June *in the year of our Lord*
one thousand nine hundred and fifty-one.

Harris B. McDowell, Jr.
Secretary of State.

Reverend A. M. H. H.
Ass't. Secretary of State

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
PHILLIPS PETROLEUM COMPANY

(Adopted in accordance with the provisions of Section 26, of Chapter 65 of the Revised Code, as amended, of the State of Delaware.)

We, Paul Endacott, President, and Paul J. Parker, Secretary, of Phillips Petroleum Company, a corporation existing under the laws of the State of Delaware, do hereby certify under the seal of the said corporation as follows:

First: That it appears by the certificate of Harry D. Turner and H. K. Hudson, the judges who were duly appointed at a meeting of the stockholders of the corporation duly called in accordance with the By-Laws and the Laws of the State of Delaware and held on the 24th day of April, 1951, at ten o'clock in the forenoon, to conduct the vote of the stockholders for and against a proposed amendment to its Certificate of Incorporation, as amended, that the persons or bodies corporate holding 4,814,168 shares of the capital stock of the corporation, constituting not less than a majority of the issued and outstanding capital stock of the corporation, voted in favor of such amendment; that 15,402 shares of the capital stock voted against the proposed amendment.

Second: That the following is a true and correct copy of the amended Article number FOURTH of the Certificate of Incorporation as it was adopted at the stockholders meeting as aforesaid:

FOURTH: The total number of shares authorized to be issued by this corporation is Twenty Million (20,000,000), all of which shall be common stock without nominal or par value.

Upon the effective date of this amendment, each of the shares of stock of the corporation issued and outstanding and each of the shares reserved for issuance upon conversion of the corporation's \$75,644,900 principal amount of 2-3/8% debentures due 1975 and each of the shares reserved for issuance upon exercise of options granted theretofore to employees under the corporation's Key Executive Employees' Stock Option Plan, approved in 1946 and amended in 1948 by the stockholders, shall be reclassified and exchanged for two shares of stock of the corporation, without increasing, decreasing or otherwise changing the capital or surplus of the corporation; and that pursuant to such reclassification each stockholder of record at the close of business on the day this amendment becomes effective shall retain his stock certificate or certificates for shares previously issued and in addition thereto there shall be issued to such stockholder a certificate for a number of shares of stock of the corporation equal to the number of shares of stock of the corporation held of record by such stockholder at said time.

The corporation will commence business with a minimum amount of One Thousand Dollars (\$1,000).

Third: That such amendment has been duly adopted in accordance with the provisions of Section 26, of Chapter 65, of the Revised Code, as amended, of the state of Delaware, and that the capital of the corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, We, Paul Endacott, President, and
Paul J. Parker, Secretary, of Phillips Petroleum Company, have signed
this certificate and caused the corporate seal of the corporation to
be hereunto affixed this 11th day of June, 1951

Phillips Petroleum Company
Delaware
1917

(SEAL)

(X) Paul Endacott
President

(S) Paul J. Parker
Secretary

STATE OF OKLAHOMA,)
 (SS.
WASHINGTON COUNTY.)

BE IT REMEMBERED, That on this 11th day of June, 1951, personally came before me, B. J. Fournier, a Notary Public in and for the County and State aforesaid, duly commissioned and sworn to take acknowledgment or proof of deeds, Paul Endacott, President of Phillips Petroleum Company, a corporation of the State of Delaware, the corporation described in the foregoing certificate, known to me personally to be such, and he, the said Paul Endacott, as such President, duly executed said certificate before me, and acknowledged the said certificate to be his act and deed and made on behalf of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and of the Secretary of said corporation, respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation, and that his act of sealing, executing, acknowledging, and delivering the said certificate was duly authorized by the stockholders of said corporation.

In Witness Whereof, I have hereunto set my hand and the seal of office the day and year aforesaid.

B. J. Fournier
Notary Public
In and for State
of Oklahoma
Bartlesville, Oklahoma
(SEAL)

(X) B. J. Fournier
Notary Public

My Commission expires September 9, 1952