

Commonwealth of Kentucky

Department of State



Office of Secretary of State

THELMA L. STOVALL
SECRETARY
FRANKFORT, KENTUCKY

CERTIFICATE

I, THELMA L. STOVALL, Secretary of State for the Commonwealth of Kentucky, do certify that the foregoing writing has been carefully compared by me with the original record thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of

amendment to the articles of incorporation of ASHLAND OIL & REFINING COMPANY, filed January 17th, 1966.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal.

Done at Frankfort this 14TH day of

FEBRUARY

19 66

Thelma L. Stovall
Secretary of State, Commonwealth of Kentucky

By _____
Assistant Secretary of State

**ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION
OF ASHLAND OIL & REFINING COMPANY**

KNOW ALL MEN BY THESE PRESENTS, that Orin E. Atkins, as President, and Arloe W. Mayne, as an Assistant Secretary of ASHLAND OIL & REFINING COMPANY, a Kentucky corporation, do hereby certify that at a meeting of the holders of its issued and outstanding stock, which meeting was duly called upon notice of the specific purpose, the holders of more than two-thirds ($\frac{2}{3}$) of the outstanding shares of Common Stock, the holders of more than two-thirds ($\frac{2}{3}$) of the outstanding shares of \$5.00 Cumulative Preferred Stock and the holders of more than two-thirds ($\frac{2}{3}$) of the outstanding shares of Cumulative Second Preferred Stock, and more than a majority of the voting power of all shareholders entitled to vote, adopted the following resolution and amendment of the Articles of Incorporation of said Company:

RESOLVED that Article 4 of the Articles of Incorporation of the Company, as heretofore amended, be, and it hereby is, further amended so that Article 4 shall read as follows:

4. The total number of shares which the Company is authorized to issue is (A) 3,000,000 shares of Cumulative Preferred Stock, without par value (hereinafter called Preferred Stock), and (B) 30,000,000 shares of Common Stock, par value \$1.00 per share (hereinafter called Common Stock).

A description of the respective classes of stock of the Company and a statement of the voting powers, designations, preferences and rights and the qualifications, limitations or restrictions granted to or imposed upon the shares of each class are as follows:

I.

PREFERRED STOCK

(a) Authority is hereby vested in the Board of Directors, by resolution, to divide any or all of the authorized shares of Preferred Stock into series and, within the limitations provided by law, to fix and determine as to each such series:

- (1) the designation of and the number of shares issuable in each such series,
- (2) the annual dividend rate expressed in a dollar amount per share for each such series,
- (3) the price at and the terms and conditions on which shares of each such series may be redeemed,
- (4) the amounts payable upon shares of each such series in the event of the voluntary or involuntary dissolution, liquidation or winding up of the Company,
- (5) the sinking fund provisions for the redemption or purchase of shares of each such series,
- (6) the terms and conditions, if any, on which shares of each such series may be converted into shares of stock of any other class or classes, and
- (7) such other provisions as may be fixed by the Board of Directors of the Company pursuant to Kentucky law.

(b) All shares of any one series of Preferred Stock shall be identical with each other in all respects, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be cumulative. Except as permitted by the foregoing provisions of paragraph (a), all series of Preferred Stock shall rank equally and be identical in all respects.

(c) Before any dividends (other than dividends payable in stock ranking junior to the Preferred Stock) on any class or classes of stock of the Company ranking junior to the Preferred Stock as to dividends or upon liquidation shall be declared and set apart for payment or paid, the holders of shares of Preferred Stock of each series shall be entitled to receive cash dividends, when and as declared by the Board of Directors at the annual rate, and no more, fixed in the resolution adopted by the Board of Directors providing for the issue of such series. Such dividends shall be payable in cash quarterly on March 15, June 15, September 15 and December 15 in each year to holders of Preferred Stock of record on the respective dates, not exceeding 40 days preceding such quarterly dividend payment dates, fixed for that purpose by the Board of Directors. With respect to each series of Preferred Stock, such dividends shall be cumulative from the date or dates of issue of such series. No dividends shall be declared on any series of Preferred Stock in respect of any quarterly dividend period unless there shall likewise be or have been declared on all shares of Preferred Stock of each other series at the time outstanding like dividends for all quarterly dividend periods coinciding with or ending before such quarterly dividend period, ratably in proportion to the respective annual dividend rates fixed therefor as hereinbefore provided. Accruals of dividends shall not bear interest.

(d) The Company at the option of the Board of Directors may, at any time permitted by the resolution adopted by the Board of Directors providing for the issue of any series of Preferred Stock and at the redemption price or prices stated in said resolution, redeem the whole or any part of the shares of such series at the time outstanding (the total sum so payable on any such redemption being herein referred to as the "redemption price"). Notice of every such redemption shall be mailed to the holders of record of the shares of Preferred Stock so to be redeemed at their respective addresses as the same shall appear on the books of the Company. Such notice shall be mailed not less than 30 days in advance of the date designated for such redemption (such date being herein referred to as the "redemption date") to the holders of record of shares so to be redeemed. In case of the redemption of a part only of any series of Preferred Stock at the time outstanding, the shares of such series so to be redeemed shall be selected by lot or in such other manner as the Board of Directors may determine.

If, on the redemption date, the funds necessary for such redemption shall have been set aside by the Company, separate and apart from its other funds, in trust for the pro rata benefit of the holders of the shares so called for redemption, then, notwithstanding that any certificates for shares of Preferred Stock so called for redemption shall not have been surrendered for cancellation, after the redemption date the right to receive dividends thereon shall cease to accrue and all rights of the holders of the shares of Preferred Stock so called for redemption shall forthwith, after the redemption date, cease and terminate, excepting only the right of such holders to receive the redemption price therefor but without interest, and such shares shall no longer be deemed outstanding. Any funds so set aside by the Company and unclaimed at the end of six years from the redemption date shall revert to the general funds of the Company, after which reversion the holders of such shares so called for redemption shall look only to the Company for payment of the redemption price.

If, after the giving of such notice but before the redemption date, the Company shall deposit with a bank or trust company in Ashland, Kentucky, or in the Borough of Manhattan, The City of New York, having a capital and surplus of at least \$5,000,000, in trust to be applied to the redemption of the shares of Preferred Stock so called for redemption, the funds necessary for such redemption, then after the date of such deposit all rights of the holders of the shares of Preferred Stock so called for redemption shall forthwith, after such date, cease and terminate, excepting only the right of such holders to receive the redemption price therefor but without interest and the right to exercise on or before the close of business on the third business day prior to the redemption date any conversion privilege not theretofore expired, and such shares shall no longer be deemed outstanding. Any funds so deposited which shall not be required for such redemption because of the exercise of any such right of conversion subsequent to the date of such deposit shall be returned to the Company. In case the holders of shares of Preferred Stock so called for redemption shall not, at the end of six years from the redemption date, have claimed any

funds so deposited, such bank or trust company shall pay over to the Company, upon its demand, such unclaimed funds, and thereupon such bank or trust company shall be relieved of all responsibility in respect thereof to such holders and such holders shall look only to the Company for payment of the redemption price. Any interest accrued on funds so deposited shall be paid to the Company from time to time.

(e) Shares of any series of Preferred Stock which have been redeemed (whether through the operation of a sinking fund or otherwise) or which, if convertible, have been converted into shares of stock of any other class or classes shall have the status of authorized and unissued shares of Preferred Stock of the same series and may be reissued as a part of the series of which they were originally a part or may be reclassified and reissued as part of a new series of Preferred Stock to be created by resolution of the Board of Directors or as part of any other series of Preferred Stock.

(f) If at any time the Company shall have failed to pay dividends in full on the Preferred Stock, thereafter and until dividends in full, including all accrued and unpaid dividends on shares of Preferred Stock at the time outstanding, shall have been declared and set apart for payment or paid, (1) the Company, without the affirmative vote or consent of the holders of at least 51% of the number of shares of Preferred Stock at the time outstanding, regardless of series, given in person or by proxy, either in writing or by resolution adopted at a special meeting called for the purpose, shall not redeem less than all the shares of Preferred Stock at such time outstanding, regardless of series, other than in accordance with paragraph (i) hereof, and (2) neither the Company nor any subsidiary shall purchase any shares of 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 Preferred Stock of all series upon such terms as the Board of Directors, in their sole discretion after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series, shall determine (which determination shall be final and conclusive) will result in fair and equitable treatment among the respective series; provided, however, that (3) unless prohibited by the provisions applicable to any series, the Company, to meet the requirements of any sinking fund provision with respect to any series, may use shares of such series acquired by it prior to such failure and then held by it as treasury stock and (4) nothing shall prevent the Company from completing the purchase or redemption of shares of Preferred Stock for which a purchase contract was entered into for any sinking fund purposes, or the notice of redemption of which was mailed to the holders thereof, prior to such default.

(g) So long as any shares of Preferred Stock are outstanding, the Company shall not

(1) Declare and set apart for payment or pay any dividends (other than dividends payable in stock ranking junior to the Preferred Stock) or make any distribution, on any other class or classes of stock of the Company ranking junior to the Preferred Stock as to dividends or upon liquidation and shall not redeem, purchase or otherwise acquire, or permit any subsidiary to purchase or otherwise acquire, any shares of any such junior class if at the time of making such declaration, payment, distribution, redemption, purchase or acquisition the Company shall be in default with respect to any dividend payable on, or any obligation to retire, shares of Preferred Stock; provided, however, that, notwithstanding the foregoing, the Company may at any time redeem, purchase or otherwise acquire shares of stock of any such junior class in exchange for, or out of the net cash proceeds from the sale of, other shares of stock of any junior class.

(2) Without the affirmative vote or consent of the holders of at least 66 $\frac{2}{3}$ % of the number of shares of Preferred Stock at the time outstanding, voting or consenting (as the case may be) separately as a class without regard to series, given in person or by proxy, either in writing or by resolution adopted at a special meeting called for the purpose, (i) create any class of stock ranking prior to the Preferred Stock as to dividends or upon liquidation or increase the authorized number of shares of any such class of stock or (ii) alter or change any of the provisions hereof so as adversely to affect the preferences, special rights or powers given to the Preferred Stock or (iii) increase the number of shares of Preferred Stock.

(3) Without the affirmative vote or consent of the holders of at least 66 $\frac{2}{3}$ % of the number of shares of any series of Preferred Stock at the time outstanding, given in person or by proxy, either in writing or by resolution adopted at a special meeting called for the purpose, the holders of such series, voting or consenting (as the case may be) separately as a series, alter or change any of the provisions hereof or in the resolution adopted by the Board of Directors providing for the issue of such series so as adversely to affect the preferences, special rights or powers given to such series.

(h) Whenever dividends payable on the Preferred Stock shall be in default in an aggregate amount equivalent to six full quarterly dividends on all shares of Preferred Stock at the time outstanding, the number of directors constituting the Board of Directors shall be increased by two, and the holders of the Preferred Stock shall have, in addition to any other voting rights, the exclusive and special right, voting separately as a class without regard to series, to elect two persons to fill such newly created directorships. Whenever such right of holders of shares of Preferred Stock shall have vested, it may be exercised initially either at a special meeting of such holders called as provided below, or at any annual meeting of stockholders, and thereafter at annual meetings of stockholders. The right of holders of shares of Preferred Stock voting separately as a class to elect members of the Board of Directors as aforesaid shall continue until such time as all dividends accumulated on the Preferred Stock shall have been paid in full, at which time the special right of the holders of shares of Preferred Stock so to vote separately as a class for the election of directors shall terminate, subject to revesting in the event of each and every subsequent default in an aggregate amount equivalent to six full quarterly dividends.

At any time when such special voting power shall have vested in the holders of shares of Preferred Stock as provided in this paragraph (h), a proper officer of the Company shall, upon the written request of the holders of record of at least 10% of the number of shares of Preferred Stock at the time outstanding, regardless of series, addressed to the Secretary of the Company, call a special meeting of the holders of shares of Preferred Stock and of any other class or classes of stock having voting power, for the purpose of electing directors. Such meeting shall be held at the earliest practicable date at the principal office of the Company. If such meeting shall not be called by the proper officers of the Company within 20 days after personal service of said written request upon the Secretary of the Company, or within 20 days after mailing the same within the United States of America by registered mail addressed to the Secretary of the Company at its principal office, then the holders of record of at least 10% of the number of shares of Preferred Stock at the time outstanding, regardless of series, may designate in writing one of their number to call such meeting at the expense of the Company, and such meeting may be called by such person so designated upon the notice required for annual meetings of stockholders and shall be held at said principal office. Any holder of shares of Preferred Stock so designated shall have access to the stock books of the Company for the purpose of causing meetings of stockholders to be called pursuant to these provisions. Notwithstanding the provisions of this paragraph (h) no such special meeting shall be called during the 90 days immediately preceding the date fixed for the next annual meeting of stockholders.

At any meeting held for the purpose of electing directors at which the holders of shares of Preferred Stock shall have the special right, voting separately as a class, to elect directors as provided in this paragraph (h), the presence, in person or by proxy, of the holders of 33 $\frac{1}{3}$ % of the number of shares of Preferred Stock at the time outstanding shall be required to constitute a quorum of such group for the election of any director by the holders of the Preferred Stock as a group. At any such meeting or adjournment thereof, (1) the absence of a quorum of Preferred Stock shall not prevent the election of directors other than those to be elected by the holders of shares of Preferred Stock voting as a class and the absence of a quorum for the election of such other directors shall not prevent the election of the directors to be elected by holders of shares of Preferred Stock voting as a class and (2) in the absence of either or both such quorums, a majority of the holders present in person or by proxy of the stock or stocks which lack a quorum shall have power to adjourn the meeting for the election of directors which they are entitled to elect from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

During any period the holders of shares of Preferred Stock have the right to vote as a class for directors as provided in this paragraph (h), (1) the directors so elected by the holders of the Preferred Stock shall continue in office until the next succeeding annual meeting or until their successors, if any, are elected by such holders and qualify or, unless required by applicable law to continue in office for a longer period, until termination of the right of the holders of the Preferred Stock to vote as a class for directors, and (2) any vacancies in the Board of Directors shall be filled only by vote of a majority (even if that be only a single director) of the remaining directors theretofore elected by the holders of the class or classes of stock which elected the director whose office shall have become vacant. If and to the extent permitted by applicable law, immediately upon any termination of the right of the holders of shares of Preferred Stock to vote as a class for directors as provided in this paragraph (h), the term of office of the directors then in office so elected by the holders of the Preferred Stock shall terminate. Whenever the term of office of the directors elected by the holders of shares of Preferred Stock shall end and the special voting power vested in such holders as provided in this paragraph (h) shall have expired, the number of directors shall be such number as may be provided for in the by-laws irrespective of any increase made pursuant to the provisions of this paragraph (h).

(i) If in any case the amounts payable with respect to any obligations to retire shares of Preferred Stock are not paid in full in the case of all series with respect to which such obligations exist, the number of shares of the various series to be retired shall be in proportion to the respective amounts which would be payable on account of such obligations if all amounts payable were discharged in full.

(j) Preferred Stock shall be preferred as to assets over Common Stock so that the holders of shares of Preferred Stock of each series shall be entitled to be paid before any distribution is made to the holders of Common Stock upon the voluntary or involuntary dissolution, liquidation or winding up of the Company the amount fixed in accordance with paragraph (a), but in such case the holders of Preferred Stock shall not be entitled to any other or further payment.

If upon any such liquidation, dissolution or winding up of the Company its net assets shall be insufficient to permit the payment in full of the respective amounts to which the holders of all outstanding Preferred Stock are entitled as above provided, the entire remaining net assets of the Company shall be distributed among the holders of Preferred Stock in amounts proportionate to the full preferential amounts to which they are respectively entitled.

For the purposes of this paragraph (j), the voluntary sale, lease, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all the Company's property or assets to, or its consolidation or merger with, one or more corporations shall not be deemed to be a liquidation, dissolution or winding up of the Company, voluntary or involuntary.

(k) Except when otherwise herein or by statute specifically provided, the holders of shares of Preferred Stock shall be entitled to one vote for each share of Preferred Stock standing in their names on the books of the Company at the election of directors and on any question arising at any meeting of shareholders of the Company, the holders of Preferred Stock and Common Stock at all such times voting together as one class.

(l) For the purposes hereof and of any resolution of the Board of Directors providing for the issue of any series of Preferred Stock or of any statement filed with the Secretary of State of the Commonwealth of Kentucky (unless otherwise provided in any such resolution or statement):

(1) The term "outstanding", when used in reference to shares of stock, shall mean issued shares, excluding (i) shares held by the Company or a subsidiary and (ii) shares called for redemption if funds for the redemption thereof have been deposited in trust.

(2) Any class or classes of stock of the Company shall be deemed to rank

(i) prior to the Preferred Stock, either as to dividends or upon liquidation, if the holders of such class or classes shall be entitled to the receipt of dividends or of amounts distributable

upon liquidation, dissolution or winding up, as the case may be, in preference or priority to the holders of shares of Preferred Stock;

(ii) on a parity with the Preferred Stock, either as to dividends or upon liquidation, whether or not the dividend rates, dividend payment dates, or redemption or liquidation prices per share thereof be different from those of the Preferred Stock, if the holders of such class or classes shall be entitled to the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be, in proportion to their respective dividend rates or liquidation prices, without preference or priority one over the other as between the holders of such class or classes and the holders of shares of Preferred Stock; and

(iii) junior to the Preferred Stock, either as to dividends or upon liquidation, if the rights of the holders of such class or classes shall be subject or subordinate to the rights of the holders of shares of Preferred Stock in respect of the receipt of dividends or of amounts distributable upon liquidation, dissolution or winding up, as the case may be.

(3) The term "subsidiary" as used herein shall be deemed to include any corporation 51% or more of the outstanding stock having voting rights of which is at the time owned or controlled directly or indirectly by the Company.

II.

COMMON STOCK

(a) Subject to the foregoing provisions, such dividends (either in cash, stock or otherwise) as may be determined by the Board of Directors may be declared and paid on the Common Stock from time to time in accordance with the laws of the Commonwealth of Kentucky; and the Preferred Stock shall not be entitled to participate in any such dividends whether payable in cash, stock or otherwise.

(b) Except when otherwise herein or by statute specifically provided, the holders of the Common Stock shall be entitled to one vote for each share of Common Stock standing in their names on the books of the Company at the election of directors and on any question arising at any meeting of shareholders of the Company.

III.

GENERAL

(a) No holder of shares of the Company of any class, as such, shall have any preemptive right to subscribe to stock, obligations, warrants, subscription rights or other securities of the Company of any class, whether now or hereafter authorized.

(b) Shares of any class of the Company may, from time to time, be allotted for subscription or purchase for such lawful consideration payable in cash, or labor or property, all as determined by the Board of Directors.

IN TESTIMONY WHEREOF, witness our signatures on this 17th day of January, 1966.

.....
ORIN E. ATKINS, *President*

.....
ARLOE W. MAYNE, *Assistant Secretary*

STATE OF KENTUCKY, } ss.:
 COUNTY OF BOYD, }

I, James V. Moore, a Notary Public, in and for said ~~State and County~~ *State at Large* aforesaid, do hereby certify that the foregoing Articles of Amendment to the Articles of Incorporation of Ashland Oil & Refining Company, a Kentucky corporation, was this day produced before me in said County and acknowledged and delivered by Orin E. Atkins and Arloe W. Mayne, the President and an Assistant Secretary, respectively, of Ashland Oil & Refining Company to be their act and deed and the act and deed of said corporation.

WITNESS my signature and seal of office this 17th day of January, 1966

My commission expires July 30, 1969

James V. Moore
 Notary Public,
~~Boyd County, Kentucky~~
State at Large