

# Commonwealth of Pennsylvania

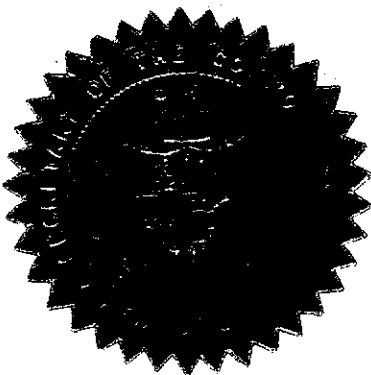


August 28, 1973

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

IN RE: "GULF OIL CORPORATION"

I, C. DE LORES TUCKER, Secretary of the Commonwealth  
of the Commonwealth of Pennsylvania do hereby certify that the foregoing  
and annexed is a true and correct photocopy of Articles & Certificate  
of Merger  
which appear of record in this Department.



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and caused the  
seal of the Secretary's Office to be  
affixed, the day and year above  
written.

*C. DeLores Tucker*  
Secretary of the Commonwealth

j1w

ARTICLES OF MERGER

3-1-73 695

To the Department of State  
Commonwealth of Pennsylvania:

In compliance with the requirements of the Pennsylvania Business Corporation Law of May 5, 1933 (Pennsylvania laws No. 364), as amended, providing for the merging of corporations, GULF OIL CORPORATION ("GULF"), a corporation of the Commonwealth of Pennsylvania and TREMARCO CORPORATION ("TREMARCO"), a corporation of the State of Delaware, each do hereby certify under their respective corporate seals:

1.

That the name of the surviving corporation is GULF OIL CORPORATION, its domiciliary State is Pennsylvania, the location and post office address of its registered office in the Commonwealth of Pennsylvania is Gulf Building, Seventh Avenue and Grant Street, Pittsburgh, Pennsylvania 15219.

2.

- a) That at the time of the adoption of the Plan of Merger, and at all times thereafter, GULF OIL CORPORATION, the surviving corporation, has owned all of the outstanding shares of TREMARCO, the merged corporation.
- b) That the business address of TREMARCO, the foreign business corporation which is a party to the Plan of Merger is 100 West Tenth Street, Wilmington, Delaware 19801, and the Pennsylvania registered office address of TREMARCO is 123 South Broad Street, Philadelphia, c/o C T Corporation System.
- c) That the joint Plan of Merger was approved without shareholder approval under the provisions of Section 902.1 of the Pennsylvania Business Corporation Law, as amended, and the General Corporation Law of the State of Delaware, as amended.
- d) That the Plan of Merger shall be effective on the 31st day of August, 1973, at 11:59 o'clock P.M., Eastern Daylight time.

The number of the first Directors of the surviving corporation shall be ten (10) and the names and addresses of the persons to be the first Directors of the surviving corporation are:

<u>Names of Directors</u>	<u>Addresses</u>
B. R. Dorsey, Chairman	102 Pheasant Dr., Pittsburgh, PA 15238
Charles M. Beeghly	P. O. Box 604, Ligonier, PA 15658
E. D. Brockett	Hunting Hill, Ligonier, PA 15658
R. Hal Dean	4 Devon Rd., Glendale, MO 63122
James H. Higgins	608 Maple La., Sewickley, PA 15143
James E. Lee	903 Waldheim Rd., Pittsburgh, PA 15215
Beverley Matthews	45 Ardmore Rd., Toronto, Ontario, Canada
Nathan W. Pearson	10 Woodland Rd., Sewickley, PA 15143
Edwin Singer	3642 Aransas St., Corpus Christi, TX 78411
James M. Walton	5601 Aylesboro Av., Pittsburgh, PA 15217

## 4.

The Plan of Merger is as follows:

TREMARCO CORPORATION shall be merged into and with GULF OIL CORPORATION, the surviving corporation, effective August 31, 1973 at 11:59 o'clock P.M., Eastern Daylight time.

The By-Laws of GULF OIL CORPORATION shall remain and be the By-Laws of the corporation which shall survive the merger until the same shall be altered or amended according to the provisions thereof, and in the nature permitted by the statutes of the Commonwealth of Pennsylvania.

The Board of Directors of the corporation which shall survive this merger, who shall manage the affairs of this corporation, at the effective date of this merger and until their successors are duly elected and shall be qualified, shall consist of those persons who are now Directors of GULF OIL CORPORATION.

The first annual meeting of the stockholders of the corporation which shall survive the merger, to be held after the effective date of the merger, shall be the annual meeting provided, or to be provided, by the By-Laws of the said corporation.

All persons who at the date when said merger shall become effective shall be executive or administrative officers of GULF OIL CORPORATION, shall be and remain like officers of the corporation which shall survive the merger, until the Board of Directors of such corporation shall elect their respective successors.

The corporation which shall survive the merger shall pay all expenses of carrying said merger into effect and of accomplishing the said merger.

The manner and basis of converting the shares of the corporations, parties to these Articles and Plan of Merger, into shares of the corporation which shall survive this merger, are as follows:

a) The shares of capital stock of GULF OIL CORPORATION shall constitute the same shares of the corporation surviving this merger, and on the consummation of the merger no new shares of capital stock of the corporation surviving this merger are to be issued to the holders of shares of capital stock of said GULF OIL CORPORATION.

b) The issued and outstanding shares of capital stock of TREMARCO shall be cancelled on the consummation of the merger and no new shares of capital stock or other securities or obligations of the corporation surviving this merger are to be issued to the holders of the shares of capital stock of said TREMARCO.

When this merger shall have become effective, all and singular, the rights, privileges, powers and franchises of each of the corporations, parties hereto, whether of a public or private nature, and all properties, real, personal and mixed, and all debts due to each of said corporations on whatever account, as well as for stock subscriptions as all other things in action or belonging to any of the said corporations, shall be vested in the corporation which shall survive this merger; and all property rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the corporation which shall survive this merger, as they were respectively of the corporations, parties hereto, and the title to any real or personal property, whether by deed or otherwise, vested in each of the corporations, parties hereto, shall not revert or be in anyway impaired by reason hereof; provided, however, that all rights of creditors and all liens upon any property of each of the corporations, parties hereto, shall be preserved unimpaired, remain in lien to the property affected by such liens immediately prior to the time of the said merger; and all debts, liabilities, obligations and duties of TREMARCO shall thenceforth attach to the corporation which shall survive this merger and may be enforced against it to the same extent as if said debts, liabilities,

obligations and duties had been incurred or contracted by it.

If at any time the corporation which shall survive this merger shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of TREMARCO, the proper officers and directors of TREMARCO shall and will execute and make all such proper assignments and assurances in law and of all things necessary or proper to vest title in such property or rights in the corporation which shall survive the merger, and otherwise to carry out the purposes of this merger.

IN TESTIMONY WHEREOF, the undersigned corporations have caused these Articles and Plan of Merger to be signed by their respective officers and their respective corporate seals to be hereunto affixed this 3rd day of August, 1973.

GULF OIL CORPORATION

By Albert C. Manning  
Vice President  
By Arthur T. L. ...  
Assistant Secretary

TREMARCO CORPORATION

By W. D. ...  
Vice President  
By Fullard  
Assistant Secretary

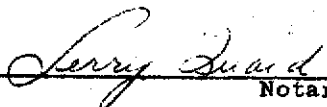
COMMONWEALTH OF PENNSYLVANIA:  
: SS  
COUNTY OF ALLEGHENY :

3-1-1973 690

BE IT REMEMBERED, that on this 3<sup>rd</sup> day of August, 1973, personally came before me, the undersigned, a Notary Public, Herbert C. Manning and Arthur L. Vengeli, the Vice President and Assistant Secretary, respectively, of GULF OIL CORPORATION, one of the corporations that are parties to the foregoing Articles and Plan of Merger, known to me personally to be such, and acknowledged that they signed said Articles and Plan of Merger, that said Articles and Plan of Merger is the act, deed and agreement of GULF OIL CORPORATION, and that the facts stated therein in respect of GULF OIL CORPORATION are true.

GIVEN under my hand and seal of office the day and year aforesaid.

Notary Public  
Pittsburgh, Allegheny County, Penna.  
My Commission Expires  
February 14, 1975

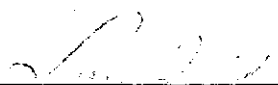
  
Notary Public

COMMONWEALTH OF PENNSYLVANIA:  
: SS  
COUNTY OF ALLEGHENY :

BE IT REMEMBERED, that on this 3<sup>rd</sup> day of August, 1973, personally came before me, the undersigned, a Notary Public, D. G. Linn and L. J. M. Scord, the Vice President and Assistant Secretary, respectively of TREMARCO CORPORATION, one of the corporations that are parties to the foregoing Articles and Plan of Merger, known to me personally to be such, and acknowledged that they signed said Articles and Plan of Merger, that said Articles and Plan of Merger is the act, deed and agreement of TREMARCO CORPORATION, and that the facts stated therein in respect of TREMARCO CORPORATION are true.

GIVEN UNDER MY hand and seal of office the day and year aforesaid.

Notary Public  
Pittsburgh, Allegheny County, Penna.  
My Commission Expires  
February 14, 1975



3-1-73.38 <sup>700</sup>

Filed in the Department of State on the 20th day of  
August, A. D. 1973, effective August 31, 1973.

*C. McLaughlin Tucker*

Secretary of the Commonwealth  
jmw

3-1-73.38 701

# Commonwealth of Pennsylvania



## Department of State

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

WHEREAS, Under the provisions of Article IX of the Business Corporation Law (Act of May 5, 1933, P. L. 364), as amended, the Department of State is authorized and required to issue a

### CERTIFICATE OF MERGER

evidencing the merger of any one or more domestic corporations, and any one or more foreign corporations into one of such domestic corporations under the provisions of that law:

AND WHEREAS, The stipulations and conditions of that law relating to the merger of such corporations have been fully complied with by TREMARCO CORPORATION, a Delaware corporation, and GULF OIL CORPORATION, a Pennsylvania corporation.

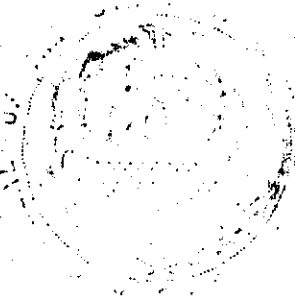
IT IS, THEREFORE, CERTIFIED, That from the Articles of Merger filed with the Department of State, it appears that TREMARCO CORPORATION, the Delaware corporation, has been merged into GULF OIL CORPORATION, the Pennsylvania corporation.

THEREFORE, KNOW YE, That subject to the Constitution of this Commonwealth, and under authority of the Business Corporation Law, I DO BY THESE PRESENTS, which I have caused to be sealed with the Great Seal of the Commonwealth, hereby declare that the Pennsylvania corporation shall be the surviving corporation under the name, style and title of

### GULF OIL CORPORATION

and shall continue to be invested with all the franchises and be subject to all the duties of a domestic business corporation under the Business Corporation Law.

GIVEN under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 20th day of August in the year of our Lord one thousand nine hundred and seventy-three and of the Commonwealth the one hundred and ninety-eighth, and effective August 31, 1973.



*C. McLaure Trucken*

Secretary of the Commonwealth

jmw