

Commonwealth of Pennsylvania



January 11, 1982

To All to Whom These Presents Shall Come: Greeting:

IN RE: "ATLANTIC RICHFIELD COMPANY"

I, WILLIAM R. DAVIS, 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 of Merger and Certificate
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.

William R. Davis

Secretary of the Commonwealth

81-81 1664
21933
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 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 THE ANACONDA COMPANY a Delaware corporation and ATLANTIC RICHFIELD COMPANY a Pennsylvania corporation.

It is, Therefore, Certified, That from the Articles of Merger filed with the Department of State, it appears that THE ANACONDA COMPANY the Delaware corporation has been merged with and into ATLANTIC RICHFIELD COMPANY, 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 ATLANTIC RICHFIELD COMPANY the Pennsylvania corporation shall be the surviving corporation.

Given

Effective: 12:00 Midnight December 31, 1981
under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 24th day of December in the year of our Lord one thousand nine hundred and eighty-one, and of the Commonwealth the two hundred and sixtyth.

Thomas C. Palmer

Secretary of the Commonwealth

APPLICANT'S ACCT NO

OSCB BCL-803 (Rev 8-77)

Filing Fee: \$20 plus \$20
for each party corporation
in excess of two
\$40.00

Articles of Merger—
Business Corporation

81-81 1657

(Line for numbering)

21933

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this 24th day of
December 1981

Commonwealth of Pennsylvania
Department of State
Effective: 12:00 Midnight
December 31, 1981

William C Davis

Secretary of the Commonwealth

(Box for Certification)

pjd

In compliance with the requirements of section 903 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) (15 P. S. §1903), the undersigned corporations, desiring to effect a merger, hereby certify that:

1 The name of the corporation surviving the merger is

ATLANTIC RICHFIELD COMPANY

2 (Check and complete one of the following)

☒ The surviving corporation is a domestic corporation and the location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

1500 Market Street
(NUMBER) (STREET)
Philadelphia Pennsylvania 19101
(CITY) (STATE) (ZIP CODE)

☐ The surviving corporation is a foreign corporation incorporated under the laws of _____ and the location of its office registered with such domiciliary jurisdiction is

(NUMBER) (STREET)

(CITY) (STATE) (ZIP CODE)

The location of its registered office in this Commonwealth is

(NUMBER) (STREET)

(CITY) (STATE) (ZIP CODE)

3 The name and the location of the registered office of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

The Anaconda Company
c/o C T Corporation System
123 South Broad Street
Philadelphia, Pennsylvania 19109

The name and the location of the registered office of each other foreign business corporation, not qualified in Pennsylvania and party to the merger are as follows:

DOCS 801-883 (Rev. 8-78)-9

4. (Check, and if appropriate, complete one of the following):

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- ☐ The plan of merger shall be effective upon filing these Articles of Merger in the Department of State
- ☒ The plan of merger shall be effective on December 31, 1981 12 midnight
(DATE) (HOUR)

5 The manner in which the plan of merger was adopted by each domestic corporation is as follows

NAME OF CORPORATION

MANNER OF ADOPTION

Atlantic Richfield Company

Adopted by action of the
Board of Directors
Pursuant to Section 902.1
of the Business Corporation
Law.

6 (Strike out this paragraph if no foreign corporation is party to the merger.) The plan was authorized, adopted or approved, as the case may be, by the foreign corporation (or each of the foreign corporations) in accordance with the laws of the jurisdiction in which it was formed

7 The plan of merger is set forth in Exhibit A, attached hereto and made a part hereof

~~I hereby certify that the foregoing is a true and correct copy of the plan of merger as the same was adopted by the Board of Directors of the surviving corporation upon whom may be served all lawful process in any action or proceeding against it for enforcement of its obligations of any contract or agreement or any obligation arising from the merger proceedings or any action or proceeding to determine and enforce the rights of its shareholders under the provisions of section 908 of the Business Corporation Law. The surviving corporation hereby agrees that the service of process upon the Secretary of the Commonwealth shall be of the same legal effect and validity as if served on the corporation and that the authority for such service of process shall remain in force in any of the aforesaid obligations and rights now or hereafter existing in the Commonwealth.~~

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DECE-201-685 (Rev. 9-72)-3

IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 17th day of December, 1981.

Atlantic Richfield Company

NAME OF CORPORATION

By:

James E. McFarland
(SIGNATURE)

Senior Vice President

(TITLE PRESIDENT VICE PRESIDENT, ETC.)

Attest:

William J. McFarland
(SIGNATURE)

Secretary

(TITLE SECRETARY ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

The Anacosta Company

NAME OF CORPORATION

By:

William J. McFarland
(SIGNATURE)

Senior Vice President

(TITLE PRESIDENT VICE PRESIDENT, ETC.)

Attest:

Barbara M. Throck
(SIGNATURE)

Assistant Secretary

(TITLE SECRETARY ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

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PLAN OF MERGER

EXHIBIT A

OF

THE ANACONDA COMPANY
(a Delaware Corporation)

WITH AND INTO

ATLANTIC RICHFIELD COMPANY
(a Pennsylvania Corporation)

ARTICLE IGENERAL

1.01. General. THE ANACONDA COMPANY (hereinafter called "Anaconda") a corporation duly organized and validly existing under the laws of the State of Delaware and ATLANTIC RICHFIELD COMPANY (hereinafter called "Atlantic Richfield" and sometimes called the "Surviving Corporation"), a corporation duly organized and validly existing under the laws of the Commonwealth of Pennsylvania, shall effect a merger subject to the terms and conditions of this Plan of Merger (which merger is intended to constitute a liquidation as described in Section 332 of the Internal Revenue Code of 1954, as amended).

1.02. Merger. On the Effective Date, as defined in Section 2.03 hereof, Anaconda shall be merged with and into Atlantic Richfield and Atlantic Richfield shall be the Surviving Corporation.

ARTICLE IITERMS AND CONDITIONS

2.01. Effect of Merger. On the Effective Date, the separate existence of Anaconda shall cease and it shall be merged with and into Atlantic Richfield. The

corporate existence of Atlantic Richfield with all its purposes, powers and objects shall continue unaffected and unimpaired by the merger, and, as the Surviving Corporation, it shall be governed by the laws of the Commonwealth of Pennsylvania and shall possess all of the rights, privileges, powers and franchises, as well of a public as of a private nature, and shall be subject to all the restrictions, disabilities and duties of both Atlantic Richfield and Anaconda. All rights of creditors and all liens upon the property of Anaconda shall be preserved and unimpaired, and all debts, liabilities and duties of Anaconda shall thereafter attach to Atlantic Richfield as the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. However, none of such debts, liabilities and obligations shall be extended, increased, broadened or enlarged by virtue of this Plan of Merger and the effectuation hereof.

2.02. Articles of Incorporation. On the Effective Date, the Articles of Incorporation of Atlantic Richfield shall be and remain the Articles of Incorporation of Atlantic Richfield as the Surviving Corporation.

2.03. Filing and Effective Date. Upon approval of this Plan of Merger by the respective Boards of Directors of Anaconda and Atlantic Richfield, the Articles of Merger,

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incorporating this Plan of Merger, shall be executed to comply with the applicable filing requirements of the Pennsylvania Business Corporation Law. The Articles of Merger shall be filed with the Department of State of the Commonwealth of Pennsylvania. Having complied with all of the above provisions and in accordance with Section 905 of the Pennsylvania Business Corporation Law, this merger shall become effective at 12 midnight on December 31, 1981.

2.04. Termination. This Plan of Merger may be terminated and the merger abandoned by the Board of Directors of either Anaconda or Atlantic Richfield at any time prior to the filing of the Articles of Merger with the Department of State. In the event of termination and abandonment, this Plan of Merger shall become wholly void and of no effect, and there shall be no liability on the part of either Anaconda or Atlantic Richfield, their Boards of Directors, officers or shareholders.

ARTICLE III

MANNER AND BASIS OF CONVERTING SHARES OF STOCK

3.01. Stock of Atlantic Richfield. Each share of capital stock of Atlantic Richfield issued and outstanding immediately prior to the Effective Date shall remain unaffected by the merger.

3.02. Stock of Anaconda. Each issued and outstanding share of the capital stock of Anaconda shall be surrendered.

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cancelled and extinguished upon the Effective Date of
the merger and no shares of stock or other securities of
Atlantic Richfield shall be issued therefor.