

# State of Idaho



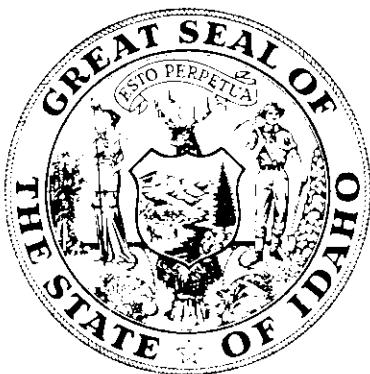
## AMENDED CERTIFICATE OF AUTHORITY OF

DIAMOND CHEMICALS COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of an Application of DIAMOND CHEMICALS COMPANY  
for an Amended 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 Amended  
Certificate of Authority to DIAMOND SHAMROCK CHEMICALS COMPANY  
to transact business in this State under the name DIAMOND SHAMROCK  
CHEMICALS COMPANY and attach hereto a duplicate  
original of the Application for such Amended Certificate.

Dated November 4, 19 83



*Pete T. Cenarrusa*  
SECRETARY OF STATE

Corporation Clerk

# APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on 1-3-,

19 77, authorizing it to transact business in the State of Idaho under the name of \_\_\_\_\_

DIAMOND CHEMICALS COMPANY

2. Its corporate name has been changed to DIAMOND SHAMROCK CHEMICALS COMPANY

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is \_\_\_\_\_

DIAMOND SHAMROCK CHEMICALS COMPANY

Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

NO CHANGE

(Note: If no additional purposes are proposed, insert "No change.")

Dated November 1, 19 83.

DIAMOND SHAMROCK CHEMICALS COMPANY

By X

Its Vice President

DIAMOND SHAMROCK CHEMICALS COMPANY

And X J. H. McWhorter

Its \_\_\_\_\_ Secretary

STATE OF TEXAS \_\_\_\_\_ )

SS:

COUNTY OF DALLAS \_\_\_\_\_ )

I, Rhonda S. Braucht \_\_\_\_\_, a notary public, do hereby certify that on this

15<sup>th</sup> day of November, 19 83, personally appeared

(continued on reverse)

before me J. F. Kelley, who being by me first duly sworn,  
Vice/  
declared that he is the President of DIAMOND SHAMROCK CHEMICALS COMPANY

that he signed the foregoing document as Vice President of the corporation and  
that the statements therein contained are true.

Rhonda S. Braucht  
Notary Public

State of Delaware



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF INCORPORATION OF DIAMOND CHEMICALS COMPANY FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 1983, AT 10 O'CLOCK A.M.

|||||

  
\_\_\_\_\_  
Glenn C. Kenton

Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10098079

832990155

DATE: 10/26/1983

RESTATE CERTIFICATE OF INCORPORATION

DIAMOND CHEMICALS COMPANY, a corporation duly organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the Corporation is Diamond Chemicals Company and the name under which the Corporation was originally incorporated is Diamond Alkali Company.

The date of filing its original Certificate of Incorporation with the Secretary of State of Delaware was December 28, 1928.

2. This Restated Certificate of Incorporation hereby restates, integrates and further amends the Certificate of Incorporation of the Corporation by amending Articles FIRST, THIRD and FOURTH so that, as amended, they will read in their entirety as follows:

"FIRST: The name of the Corporation is Diamond Shamrock Chemicals Company."

"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 authorized capital stock the Corporation is authorized to issue is 1,000 shares of Common Stock, \$1.00 par value.

Each holder of shares of Common Stock of the Corporation entitled to vote shall have one vote for each share of Common Stock thereof held.

The Corporation shall be entitled to treat the person in whose name any share of its Common Stock is registered as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share of Common Stock on the part of any other person, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable laws."

This Restated Certificate of Incorporation hereby restates, integrates and further amends the Certificate of Incorporation of the Corporation by amending Articles EIGHTH, NINTH and TWELFTH so that, as amended, they will become Articles FIFTH, SIXTH and SEVENTH, respectively, and read in their entirety as follows:

"FIFTH: In furtherance of, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized and empowered:

(a) to make and alter the By-Laws of the Corporation; provided, however, that the By-Laws made by the Board of Directors under the powers hereby conferred may be altered or repealed by the Board of Directors or by the stockholders having voting powers with respect thereto; and

(b) from time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to inspection of the stockholders; and no stockholder shall have any right to inspect any account, book or document of the Corporation except as conferred by applicable law.

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 the Board of Directors by applicable law."

"SIXTH: The stockholders and Board of Directors of the Corporation shall have power to hold their meetings and to have one or more offices of the Corporation within or without the State of Delaware, and to keep the books of the Corporation outside of the State of Delaware at such place or places as may from time to time be designated by the Board of Directors."

"SEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation in the manner now or hereafter prescribed by applicable law and this Restated Certificate of Incorporation and all rights conferred upon stockholders herein are created subject to this reservation."

This Restated Certificate of Incorporation hereby deletes Articles FIFTH, SIXTH, TENTH and ELEVENTH in their entirety.

3. The text of this Restated Certificate of Incorporation as amended or supplemented heretofore is further amended to read as herein set forth in full:

FIRST: The name of the Corporation is Diamond Shamrock Chemicals Company.

SECOND: The registered office of the Corporation in the State of Delaware is located at 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

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 authorized capital stock the Corporation is authorized to issue is 1,000 shares of Common Stock, \$1.00 par value.

Each holder of shares of Common Stock of the Corporation entitled to vote shall have one vote for each share of Common Stock thereof held.

The Corporation shall be entitled to treat the person in whose name any share of its Common Stock is registered as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share of Common Stock on the part of any other person, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable laws.

FIFTH: In furtherance of, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized and empowered:

(a) to make and alter the By-Laws of the Corporation; provided, however, that the By-Laws made by the Board of Directors under the powers hereby conferred may be altered or repealed by the Board of Directors or by the stockholders having voting powers with respect thereto; and

(b) from time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to inspection of the stockholders; and no stockholder shall have any right to inspect any account, book or document of the Corporation, except as conferred by applicable law.

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 the Board of Directors by applicable law.

SIXTH: The stockholders and Board of Directors of the Corporation shall have power to hold their meetings and to have one or more offices of the Corporation within or without the State of Delaware, and to keep the books of the Corporation outside of the State of Delaware at such place or places as may from time to time be designated by the Board of Directors.

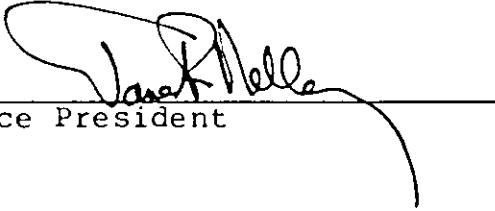
SEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation in the manner now or hereafter prescribed by applicable law and this Restated Certificate of Incorporation and all rights conferred upon stockholders herein are created subject to this reservation.

4. This Restated Certificate of Incorporation was duly adopted by a majority vote of stockholders of the Corporation in accordance with Sections 242 and 245 of The General Corporation Law of the State of Delaware.

5. This Restated Certificate of Incorporation shall become effective on November 1, 1983.

IN WITNESS WHEREOF, said Diamond Chemicals Company has caused this Restated Certificate of Incorporation to be signed by J. F. Kelley, its Vice President, and its corporate seal to be affixed and attested by T. J. Fretthold, its Secretary, this 21st day of October, 1983.

DIAMOND CHEMICALS COMPANY

By   
Vice President

(CORPORATE SEAL)

ATTEST:

By   
Secretary

STATE OF TEXAS )  
                  )  
                  SS  
COUNTY OF DALLAS )

On this 21st day of October, 1983, personally appeared before me the undersigned, a Notary Public, in and for said County, J. F. Kelley, known to me to be a Vice President of Diamond Chemicals Company, a Delaware corporation, who acknowledged that he did execute this Restated Certificate of Incorporation as such officer for and on behalf of Diamond Chemicals Company, and that the same is his free act and deed as such officer and the free and corporate act and deed of Diamond Chemicals Company and that the facts stated therein are true.

IN WINESS WHEREOF, I have hereunto set my hand and seal at Dallas, Texas this 21st day of October, 1983.

  
Mary J. Carpenter  
Notary Public

(NOTORIAL SEAL)

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