

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

GOLIAD CORPORATION

into

SOCONY MOBIL OIL COMPANY, INC.

Pursuant to Section 85 of the
Stock Corporation Law of the
State of New York

* * * * *

Socony Mobil Oil Company, Inc., pursuant to the provisions of Section 85 of the Stock Corporation Law of the State of New York, hereby certifies, under its corporate seal, by its officers inasmuch as duly authorized, as follows:

1. That Socony Mobil Oil Company, Inc. is a stock corporation organized and existing under the laws of the State of New York.

2. That Goliad Corporation is a corporation organized and existing under the laws of the State of Delaware, authorized to do business in the State of New York, and authorized to engage in business similar or incidental to the business which Socony Mobil Oil Company, Inc. is authorized to engage in.

3. That Socony Mobil Oil Company, Inc. owns all of the outstanding shares of the capital stock of said Goliad Corporation.

4. That the following is a copy of the resolutions of the Board of Directors of Socony Mobil Oil Company, Inc. to merge said Goliad Corporation into Socony Mobil Oil Company, Inc. and to assume all of its obligations, duly adopted at a meeting of said Board of Directors held on the 28th day of December, 1962:

RESOLVED, that Goliad Corporation be merged into Socony Mobil Oil Company, Inc., and that Socony Mobil Oil Company, Inc. assume all of the obligations of Goliad Corporation; and

FURTHER RESOLVED, that the President or a vice president, and the Secretary or the Treasurer, of this Corporation be and they hereby are authorized and directed (a) to make and execute, in the name and under the corporate seal of this Corporation, and to cause to be filed in the Department of State of the State of New York and in the office of the Secretary of State of the State of Delaware, respectively, certificates of ownership and merger, setting forth the ownership by this Corporation of all of the outstanding shares of the capital stock of Goliad Corporation, a copy of the resolutions of the Board of Directors of this Corporation to merge said Goliad Corporation into this Corporation and to assume all of its obligations, and the date of adoption thereof, and containing such other provisions, respectively, as may be required by applicable laws of the States of New York and Delaware, and (b) to do all such other acts and things as they may deem necessary or advisable to effect such merger.

IN WITNESS WHEREOF, Socony Mobil Oil Company, Inc. has caused this Certificate to be signed in its behalf by one of its vice presidents and its Secretary, and its corporate seal to be hereunto affixed, this 29th day of December, 1962.

SOCONY MOBIL OIL COMPANY, INC.

By W. C. H. T. D.
Vice President

By Am. Sherrwood
Secretary

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this 29th day of December in the year 1962, before me personally came PAUL WOLLSTADT and A. M. SHERWOOD, to me known, who, being by me duly sworn, each for himself, did depose and say that he, PAUL WOLLSTADT, resides in Millburn, New Jersey, and is a Vice President of Socony Mobil Oil Company, Inc., the corporation described in and which executed the above instrument; and that he, A. M. SHERWOOD, resides in Princeton, New Jersey, and is the Secretary thereof; that each knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that each signed his name thereto by like order.





Notary Public

ELIZABETH CONROY
Notary Public, State of New York
Exp. 11/17/63
Qualified in New York County
Cert. Filed in New York County
Term Expires March 30, 1964

STATE OF NEW YORK
DEPARTMENT OF TAXATION
RETURN OF OWNERSHIP
AND REPORT
Pursuant to Section 85

MOBILE CORPORATION

into

SECONY MOBIL OIL COMPANY, INC.

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Arthur M. Sherwood, Esq.
Secony Mobil Oil Company, Inc.
150 East 42nd Street
New York 17, N. Y.

STATE OF NEW YORK
DEPARTMENT OF TAXATION

FILED DEC 9 1962

TAX \$

FILING FEE \$

Caroline H. Sherwood

By Arthur M. Sherwood

Arthur M. Sherwood

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Secony Mobil Oil Company, Inc.
150 East 42nd Street
New York 17, N. Y.