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Filed this 30th day of April,
1980
Commonwealth of Pennsylvania
Department of State
Eff: 11:59 P.M. - EIT 4/30/80

Secretary of the Commonwealth

ARTICLES OF MERGER

ROYALITE OIL COMPANY INC.

(a Delaware corporation)

with and into

GULF OIL CORPORATION

(a Pennsylvania corporation)

#149371

To: The Department of State of the
Commonwealth of Pennsylvania

In compliance with the requirements of Article IX of the Act of General Assembly of the Commonwealth of Pennsylvania known as the "Business Corporation Law", approved May 5, 1933, P.L. 364, as amended, providing for the merger and consolidation of corporations, Gulf Oil Corporation, a Pennsylvania corporation, and Royalite Oil Company Inc., a Delaware corporation, each hereby certify under their respective seals as follows:

1. The name of the domestic surviving corporation is Gulf Oil Corporation and the location of its registered office is Gulf Building, Seventh Avenue and Grant Street, Pittsburgh, Allegheny County, Pennsylvania 15230.

2. The name of the other corporation party to the Agreement and Plan of Merger is Royalite Oil Company Inc., a Delaware corporation.

3. The merger is to be effective at 11:59 p.m., Eastern time, on the date of the filing of these Articles

of Merger with the Department of State and of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware in accordance with Sections 252, 251 and 103 of the General Corporation Law of the State of Delaware.

4.(a) At a meeting of the Board of Directors of Gulf Oil Corporation held on April 29, 1980, a resolution was adopted approving an Agreement and Plan of Merger dated April 29, 1980 providing for the merger of Royalite Oil Company Inc. with and into Gulf Oil Corporation. Pursuant to Section 902.1 of the Business Corporation Law, said Agreement and Plan of Merger was not submitted to a vote of the shareholders of Gulf Oil Corporation and was adopted without approval of such shareholders because said Agreement and Plan of Merger does not alter the state of incorporation of Gulf Oil Corporation nor any provision of its Restated Articles of Incorporation and does not otherwise affect its outstanding shares and no shares of Capital Stock of Gulf Oil Corporation are to be issued or delivered under said Agreement and Plan of Merger.

(b) Said Agreement and Plan of Merger has been duly adopted by Royalite Oil Company Inc., the other party to the Agreement and Plan of Merger, in accordance with the laws of the State of Delaware, the jurisdiction in which it is incorporated.

5. A copy of said Agreement and Plan of Merger is attached hereto as Exhibit I and made a part hereof.

IN WITNESS WHEREOF, Gulf Oil Corporation has caused these Articles of Merger to be signed in its name and on its behalf by W.P. MOYLES,, a Vice President, and C.A. BOYCE, its Secretary, and its corporate seal to be hereunto affixed and Royalite Oil Company Inc. has caused these Articles of Merger to be signed in its name and on its behalf by C.A. BOYCE, its Secretary and Vice President, and C.M. SHORT, its Assistant Treasurer, and its corporate seal to be hereunto affixed this 30th day of April, 1980.

[CORPORATE SEAL]

Attest:

Joseph W. Reicher
Assistant Secretary

GULF OIL CORPORATION

By: W.P. Myles
Vice President
C.A. Boyce
Secretary

[CORPORATE SEAL]

Attest:

Joseph W. Reicher
Assistant Secretary

ROYALITE OIL COMPANY INC.

By: C.A. Boyce
Secretary and Vice President
C.M. Short
Assistant Treasurer

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Exhibit I

AGREEMENT AND PLAN OF MERGER
MERGING
ROYALITE OIL COMPANY INC.
INTO
GULF OIL CORPORATION

AGREEMENT AND PLAN OF MERGER (hereinafter sometimes referred to as this "Agreement"), dated the 30th day of APRIL, 1980, by and between ROYALITE OIL COMPANY INC. (hereinafter sometimes referred to as "Royalite"), a corporation organized and existing under the laws of the State of Delaware, and GULF OIL CORPORATION, (hereinafter sometimes referred to as "Gulf" or the "Surviving Corporation"), a corporation organized and existing under the laws of the Commonwealth of Pennsylvania.

W I T N E S S E T H:

WHEREAS, the authorized capital stock of Royalite consists of 20,000 shares of Common Stock, no par value ("Common Stock") and 6,000,000 shares of Special Stock, par value \$1 per share ("Special Stock"), of which 1,000 shares of Common Stock and 4,649,128 shares of Special Stock are issued and outstanding; and

WHEREAS, All the outstanding shares of Common Stock and Special Stock of Royalite are owned by Gulf; and

WHEREAS, the respective Boards of Directors of Royalite and Gulf (such corporations being hereinafter sometimes referred to

as the "Constituent Corporations"), to the end that greater efficiency and economy may be accomplished in the management and operation of the business of such corporations, and in consideration of the mutual covenants and agreements set forth herein, do deem it advisable and generally to the advantage and welfare of said corporations that Royalite be merged into Gulf and have approved this Agreement; and

WHEREAS, this Agreement has been duly approved by the written consent of the sole stockholder of Royalite and by Gulf in accordance with applicable Pennsylvania law, which does not require approval by Gulf shareholders; and

WHEREAS, the merger of Royalite into Gulf (which merger is hereinafter sometimes referred to as the "Merger") in accordance with this Agreement is authorized by the laws of the State of Delaware and the Commonwealth of Pennsylvania; and

WHEREAS, this merger is intended to accomplish a distribution in complete liquidation of Royalite into Gulf within the meaning of §§332 and 334(b)(1) of the Internal Revenue Code of 1954, as amended

NOW THEREFORE, the Constituent Corporations, intending to be legally bound hereby, have agreed and do hereby agree that pursuant to the provisions of the laws of the State of Delaware and the Commonwealth of Pennsylvania, as amended, Royalite shall be merged into Gulf in conformity with the following terms and conditions:

ARTICLE ONE

Royalite shall be merged into Gulf so that Gulf, a Pennsylvania corporation, shall be the surviving corporation.

ARTICLE TWO

Section 1. This Agreement having been approved and adopted by the respective Boards of Directors of Royalite and Gulf and having been adopted by the sole stockholder of Royalite pursuant to the applicable provisions of the Delaware General Corporation Law, as amended, promptly after the due execution hereof duly executed Articles of Merger shall be delivered to and filed with the Department of State of the Commonwealth of Pennsylvania, and a Certificate of Ownership and Merger shall be delivered to and filed with relevant authorities of the State of Delaware. The Merger shall become effective at 11:59 p.m., Eastern time, on the date of the filing of such Articles of Merger with the Department of State of the Commonwealth of Pennsylvania and such Certificate of Ownership and Merger with the Secretary of State of the State of Delaware. The time of effectiveness of the Merger is sometimes referred to in this Agreement as the "Merger Date".

Section 2. Notwithstanding Section 1 of this Article Two or any other provision of the Agreement to the contrary and notwithstanding approval of this Agreement by the stockholder of Royalite, at any time prior to the filing of the Articles of Merger with the Pennsylvania Department of State or the filing of the Certificate of Ownership and Merger with the Delaware Secretary of State, this agreement may be terminated by the Board of Directors of either Constituent Corporation.

ARTICLE THREE

Section 1. The Restated Articles of Incorporation of Gulf, which shall be the Articles of Incorporation of the Surviving Corporation, shall be unchanged by this Merger.

Section 2. The By-Laws of Gulf, the Surviving Corporation, shall be unchanged by this Merger.

Section 3. The directors and officers of Gulf on the Merger Date shall continue as directors and officers of the Surviving Corporation.

ARTICLE FOUR

On the Merger Date, the presently issued and outstanding shares of Common Stock and Special Stock of Royalite (all of which are owned by Gulf) shall be surrendered to the Surviving Corporation for cancellation, and no shares of other securities or obligations or cash of the Surviving Corporation or any other corporation shall be issued in exchange therefor.

ARTICLE FIVE

From and after the Merger Date, the effect of the Merger shall be as provided by law. Without limiting the generality of the foregoing, and subject thereto, at the Merger Date Royalite shall be merged into Gulf, which shall be the Surviving Corporation under the laws of the Commonwealth of Pennsylvania; the separate existence of Royalite shall cease, except as provided by law or as may be requisite for carrying out the purposes of this Agreement; the Surviving Corporation shall possess and enjoy all and singular the rights, privileges, immunities, powers, franchises and authority,

as well of a public as of a private nature, of each of the Constituent Corporations, including subscriptions to shares and other choses in action belonging to any of them, which shall thereafter be taken without further act or deed; provided, that the Surviving Corporation shall thenceforth be responsible for all the liabilities and obligations of each of the Constituent Corporations, but the liabilities of the Constituent Corporations or of their shareholders, directors or officers, shall not be affected, nor shall the rights of creditors thereof or of any person dealing with the Constituent Corporations, or any liens upon the property of the Constituent Corporations, be impaired by the Merger.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement to be signed by its officers thereunto duly authorized and its corporate seal to be hereunto affixed, all as of the day and year first above written.

Attest:

Assistant Secretary

[Corporate Seal]

Attest:

Secretary

[Corporate Seal]

ROYALITE OIL COMPANY INC.

By _____
Secretary and Vice President

GULF OIL CORPORATION

By _____
Vice President

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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 ROYALITE OIL COMPANY INC., 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 ROYALITE OIL COMPANY INC., the Delaware corporation merged with and 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 GULF OIL CORPORATION, the Pennsylvania corporation, shall be the surviving corporation.

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 30th day of April in the year of our Lord one thousand nine hundred and eighty, and of the Commonwealth the two hundred and fourth.
Effective 11:59 P.M. Eastern Daylight Time

Secretary of the Commonwealth
slg

Commonwealth of Pennsylvania



June 3, 1980

To All to Whom These Presents Shall Come: Greeting:

IN RE: "GULF OIL CORPORATION"

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