

# Commonwealth of Kentucky

## Department of State



Office of Secretary of State

ELMER BEGLEY  
SECRETARY  
FRANKFORT, KENTUCKY

### CERTIFICATE

I, ELMER BEGLEY, Secretary of State for the Commonwealth of Kentucky, do certify that the foregoing writing has been carefully compared by me with the original record thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of articles of amendment to the articles of Incorporation of ASHLAND OIL & REFINING COMPANY, filed January 21st, 1969.

IN WITNESS WHEREOF, I have hereunto  
set my hand and affixed my official seal.

Done at Frankfort this.....24TH.....day of

JANUARY....., 19.....69.....

*Elmer Begley*  
Secretary of State, Commonwealth of Kentucky

By .....  
Assistant Secretary of State

**ARTICLES OF AMENDMENT OF THE RESTATED ARTICLES OF INCORPORATION  
OF ASHLAND OIL & REFINING COMPANY**

**AMENDMENT NO. 1**

KNOW ALL MEN BY THESE PRESENTS, that Orin E. Atkins, as President, and John P. Ward, as an Assistant Secretary of ASHLAND OIL & REFINING COMPANY, a Kentucky corporation, do hereby certify that, at a meeting on January 20, 1969 of the holders of its issued and outstanding stock which meeting was duly called upon notice of the specific purpose, the holders of more than two-thirds ( $\frac{2}{3}$ ) of the outstanding shares of Common Stock and more than a majority of the voting power of all shareholders entitled to vote, adopted the following resolutions and amendment of the Restated Articles of Incorporation of said Company:

RESOLVED, that ARTICLE FOURTH of the Restated Articles of Incorporation of the Corporation, be and the same hereby is, amended so that the first literary paragraph of ARTICLE FOURTH shall read as follows:

FOURTH: The total number of shares which the Company is authorized to issue is (A) 3,000,000 shares of Cumulative Preferred Stock, without par value (hereinafter called Preferred Stock), and (B) 60,000,000 shares of Common Stock, par value \$1.00 per share (hereinafter called Common Stock).

RESOLVED FURTHER, that the description of the respective classes of stock of the Company and the statement of the voting powers, designations, preferences and rights and the qualifications, limitations or restrictions granted to or imposed upon the shares of each class as set forth in the previous Restated Articles of Incorporation are unchanged.

IN TESTIMONY WHEREOF, witness our signatures on this 20th day of January, 1969.

/s/ ORIN E. ATKINS

ORIN E. ATKINS, *President*

/s/ JOHN P. WARD

JOHN P. WARD, *Assistant Secretary*

STATE OF KENTUCKY,  
COUNTY OF BOYD,

} ss. :

I, Warren N. Pope, a Notary Public, in and for said State at Large, do hereby certify that the foregoing Articles of Amendment of the Restated Articles of Incorporation of Ashland Oil & Refining Company, a Kentucky corporation, was this day produced before me in said County and acknowledged and delivered by Orin E. Atkins and John P. Ward, the President and an Assistant Secretary, respectively, of Ashland Oil & Refining Company to be their act and deed and the act and deed of said corporation.

WITNESS my signature and seal of office this 20th day of January, 1969.

My commission expires September 20, 1971.

(Notarial Seal)

/s/ WARREN N. POPE

Notary Public  
State at Large