

# Commonwealth of Pennsylvania



February 2, 1972

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

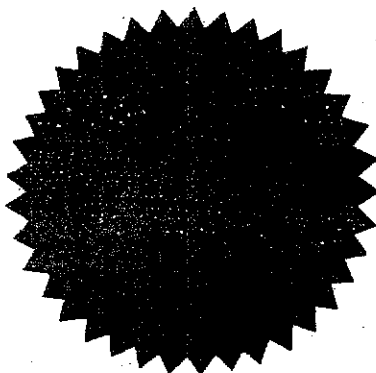
IN RE: "GULF OIL CORPORATION"

I, C. DE LORES TUCKER, 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  
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.

*C. DeLores Tucker*

Secretary of the Commonwealth



## ARTICLES OF MERGER

To the Department of State  
Commonwealth of Pennsylvania:

In compliance with the requirements of the Pennsylvania Business Corporation Law of May 5, 1933 (Pennsylvania laws No. 364), as amended, providing for the merging of corporations, GULF OIL CORPORATION ("GULF"), a corporation of the Commonwealth of Pennsylvania, GULF MINERAL RESOURCES COMPANY ("MINERALS"), a corporation of the State of Delaware, INDUSTRIAL ASPHALT, INC. ("INDUSTRIAL"), a corporation of the State of Delaware, LARSON SHALE COMPANY ("LARSON"), a corporation of the State of Delaware, TRANSOCEAN CHEMICAL COMPANY ("TRANSOCEAN"), a corporation of the State of Delaware and WARREN PETROLEUM CORPORATION ("WARREN"), a corporation of the State of Delaware, each do hereby certify under their respective corporate seals:

## 1.

That the name of the surviving corporation is GULF OIL CORPORATION, its domiciliary State is Pennsylvania, the location and post office address of its registered office in the Commonwealth of Pennsylvania is Gulf Building, Seventh Avenue and Grant Street, Pittsburgh, Pennsylvania 15219.

## 2.

a) That at the time of the adoption of the Plan of Merger, and at all times thereafter, GULF OIL CORPORATION, the surviving corporation, has owned all of the outstanding shares of MINERALS, INDUSTRIAL, LARSON, TRANSOCEAN AND WARREN, the merged corporations;

b) That the business address of the foreign business corporations which are parties to the Plan of Merger is 100 West Tenth Street, Wilmington, Delaware 19801, and the Pennsylvania registered office address of WARREN is 123 South Broad Street, Philadelphia, c/o C T Corporation System.

c) That the joint Plan of Merger was approved without shareholder approval under the provisions of Section 902.1 of the Pennsylvania Business Corporation Law, as amended, and the General Corporation Law of the State of Delaware, as amended.

d) That the Plan of Merger shall be effective on the 31st day of December, 1971, at 11:59 o'clock P.M., Eastern Standard time.

## 3.

The number of the first Directors of the surviving corporation shall be ten (10) and the names and addresses of the persons to be the first Directors of the surviving corporation are:

<u>Names of Directors</u>	<u>Addresses</u>
E. D. Brockett	P.O. Box 1166, Pittsburgh, Pa.
Charles M. Beeghly	P.O. Box 604, Ligonier, Pa.
I. G. Davis	P.O. Box 1166, Pittsburgh, Pa.
R. Hal Dean	835 S. 8th St., St. Louis, Mo.
B. R. Dorsey	P.O. Box 1166, Pittsburgh, Pa.
James H. Higgins	Mellon Square, Pittsburgh, Pa.
Beverley Matthews	P.O. Box 48, Toronto, Ontario, Canada
Nathan W. Pearson	525 Wm. Penn Pl., Pittsburgh, Pa.
Edwin Singer	P.O. Box 29, Corpus Christi, Texas
James M. Walton	4400 Forbes Ave., Pittsburgh, Pa.

## 4.

The Plan of Merger is as follows:

GULF MINERAL RESOURCES COMPANY, INDUSTRIAL ASPHALT, INC.,  
LARSON SHALE COMPANY, TRANSOCEAN CHEMICAL COMPANY AND WARREN  
PETROLEUM CORPORATION shall be merged into and with GULF OIL CORPO-  
RATION, the surviving corporation, effective December 31, 1971, at  
11:59 o'clock P.M., Eastern Standard time.

The By-Laws of GULF OIL CORPORATION shall remain and be the  
By-Laws of the corporation which shall survive the merger until the  
same shall be altered or amended according to the provisions thereof,  
and in the nature permitted by the statutes of the Commonwealth of  
Pennsylvania.

The Board of Directors of the corporation which shall survive  
this merger, who shall manage the affairs of this corporation, at the  
effective date of this merger and until their successors are duly  
elected and shall be qualified, shall consist of those persons who are  
now Directors of GULF OIL CORPORATION.

The first annual meeting of the stockholders of the corporation  
which shall survive the merger, to be held after the effective date of  
the merger, shall be the annual meeting provided, or to be provided,  
by the By-Laws of the said corporation.

All persons who at the date when said merger shall become effective shall be executive or administrative officers of GULF OIL CORPORATION, shall be and remain like officers of the corporation which shall survive the merger, until the Board of Directors of such corporation shall elect their respective successors.

The corporation which shall survive the merger shall pay all expenses of carrying said merger into effect and of accomplishing the said merger.

The manner and basis of converting the shares of the corporations, parties to these Articles and Plan of Merger, into shares of the corporation which shall survive this merger, are as follows:

- a) The shares of capital stock of Gulf Oil Corporation shall constitute the same shares of the corporation surviving this merger, and on the consummation of the merger no new shares of capital stock of the corporation surviving this merger are to be issued to the holders of shares of capital stock of said GULF OIL CORPORATION.
- b) The issued and outstanding shares of capital stock of MINERALS, INDUSTRIAL, LARSON, TRANSOCEAN and WARREN shall be cancelled on the consummation of the merger and no new shares of capital stock or other securities or obligations of the corporation surviving this merger are to be issued to the holders of the shares of capital stock of said MINERALS, INDUSTRIAL, LARSON, TRANSOCEAN and WARREN.

When this merger shall have become effective, all and singular, the rights, privileges, powers and franchises of each of the corporations, parties hereto, whether of a public or private nature, and all properties, real, personal and mixed, and all debts due to each of said corporations on whatever account, as well as for stock subscriptions as all other things in action or belonging to any of the said corporations, shall be vested in the corporation which shall survive this merger; and all property rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the corporation which shall survive this merger, as they were respectively of the corporations, parties hereto, and the title to any real or personal property, whether by deed or otherwise, vested in each of the corporations, parties hereto, shall

not revert or be in anyway impaired by reason hereof; provided, however, that all rights of creditors and all liens upon any property of each of the corporations, parties hereto, shall be preserved unimpaired, remain in lien to the property affected by such liens immediately prior to the time of the said merger; and all debts, liabilities, obligations and duties of MINERALS, INDUSTRIAL, LARSON, TRANSOCEAN and WARREN shall thenceforth attach to the corporation which shall survive this merger and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

If at any time the corporation which shall survive this merger shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of the other constituent corporations, the proper officers and directors of said constituent corporations shall and will execute and make all such proper assignments and assurances in law and of all things necessary or proper to vest title in such property or rights in the corporation which shall survive the merger, and otherwise to carry out the purposes of this merger.

IN TESTIMONY WHEREOF, the undersigned corporations have caused these articles and Plan of Merger to be signed by their respective officers and their respective corporate seals to be hereunto affixed this 6th day of December, 1971.

GULF OIL CORPORATION

By [Signature]

President

By [Signature]

Assistant Secretary

GULF MINERAL RESOURCES COMPANY

By [Signature]

President

By [Signature]

Assistant Secretary

INDUSTRIAL ASPHALT, INC.

By [Signature]

President

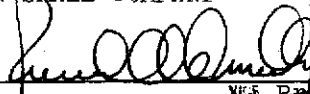
By [Signature]

Assistant Secretary

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LARSON SHALE COMPANY

By



President

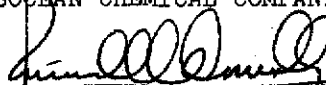
By



Assistant Secretary

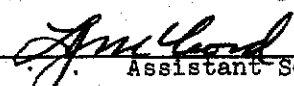
TRANSOCEAN CHEMICAL COMPANY

By



President

By



Assistant Secretary

WARREN PETROLEUM CORPORATION

By



President

By



Assistant Secretary



COMMONWEALTH OF PENNSYLVANIA:  
: SS  
COUNTY OF ALLEGHENY :

BE IT REMEMBERED, that on this 10<sup>th</sup> day of December, 1971, personally came before me, the undersigned, a Notary Public, RUSSELL G. CONNOLLY and L. J. McCORD, the Vice President and Assistant Secretary, respectively, of Gulf Oil Corporation, one of the corporations that are parties to the foregoing Articles and Plan of Merger, known to me personally to be such, and acknowledged that they signed said Articles and Plan of Merger, that said Articles and Plan of Merger is the act, deed and agreement of Gulf Oil Corporation, and that the facts stated therein in respect of Gulf Oil Corporation are true.

GIVEN under my hand and seal of office the day and year  
aforesaid.

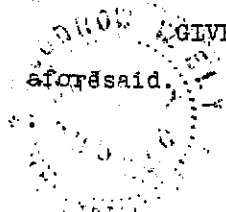


*Woodrow W. Ely*  
Notary Public  
WOODROW W. ELY, Notary Public  
3318 Gulf Building, Pittsburgh, Pa.  
My Commission Expires  
February 17, 1973

COMMONWEALTH OF PENNSYLVANIA:  
: SS  
COUNTY OF ALLEGHENY :

BE IT REMEMBERED, that on this 10<sup>th</sup> day of December, 1971, personally came before me, the undersigned, a Notary Public, RUSSELL G. CONNOLLY and L. J. McCORD, the Vice President and Assistant Secretary, respectively of Gulf Mineral Resources Company, one of the corporations that are parties to the foregoing Articles and Plan of Merger, known to me personally to be such, and acknowledged that they signed said Articles and Plan of Merger, that said Articles and Plan of Merger is the act, deed and agreement of Gulf Mineral Resources Company, and that the facts stated therein in respect of Gulf Mineral Resources Company are true.

GIVEN under my hand and seal of office the day and year  
aforesaid.



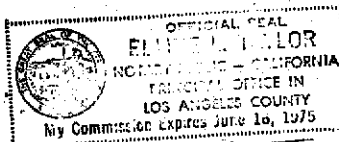
*Woodrow W. Ely*  
Notary Public  
WOODROW W. ELY, Notary Public  
3318 Gulf Building, Pittsburgh, Pa.  
My Commission Expires  
February 17, 1973

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STATE OF CALIFORNIA :  
COUNTY OF LOS ANGELES : SS

BE IT REMEMBERED, that on this 1st day of December 1971, personally came before me, the undersigned, a Notary Public, R. G. Hunt and L. M. Baker the President and Assistant Secretary respectively, of Industrial Asphalt, Inc., one of the corporations that are parties to the foregoing Articles and Plan of Merger, known to me personally to be such, and acknowledged that they signed said Articles and Plan of Merger, that said Articles and Plan of Merger is the act, deed and agreement of Industrial Asphalt, Inc., and that the facts stated therein in respect of Industrial Asphalt, Inc. are true.

GIVEN under my hand and seal of office the day and year aforesaid.



*Elaine L. Taylor*  
ELAINE L. TAYLOR Notary Public

COMMONWEALTH OF PENNSYLVANIA:  
COUNTY OF ALLEGHENY : SS

BE IT REMEMBERED, that on this 10<sup>th</sup> day of December, 1971, personally came before me, the undersigned, a Notary Public, RUSSELL G. CONNOLLY and L. J. MCCORD, the Vice President and Assistant Secretary, respectively, of Larson Shale Company, one of the corporations that are parties to the foregoing Articles and Plan of Merger, known to me personally to be such, and acknowledged that they signed said Articles and Plan of Merger, that said Articles and Plan of Merger is the act, deed and agreement of Larson Shale Company, and that the facts stated therein in respect of Larson Shale Company are true.

GIVEN under my hand and seal of office the day and year aforesaid.

*Woodrow W. Ely*  
Notary Public

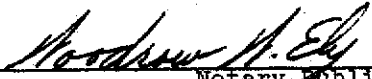
WOODROW W. ELY, Notary Public  
3318 Galt Building, Pittsburgh, Pa.  
My Commission Expires  
February 17, 1973



COMMONWEALTH OF PENNSYLVANIA:  
 : SS  
 COUNTY OF ALLEGHENY :

BE IT REMEMBERED, that on this 10<sup>th</sup> day of December, 1971, personally came before me, the undersigned, a Notary Public, RUSSELL G. CONNOLLY and L. J. McCORD, the Vice President and Assistant Secretary, respectively, of Transocean Chemical Company, one of the corporations that are parties to the foregoing Articles and Plan of Merger, known to me personally to be such, and acknowledged that they signed said Articles and Plan of Merger, that said Articles and Plan of Merger is the act, deed and agreement of Transocean Chemical Company, and that the facts stated therein in respect of Transocean Chemical Company are true.

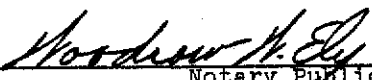
GIVEN under my hand and seal of office the day and year aforesaid.

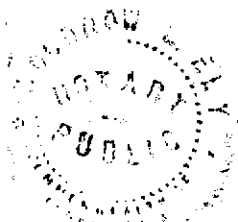
  
 Notary Public  
 WOODROW W. ELY, Notary Public  
 3318 Gulf Building, Pittsburgh, Pa.  
 My Commission Expires  
 February 17, 1973

COMMONWEALTH OF PENNSYLVANIA:  
 : SS  
 COUNTY OF ALLEGHENY :

BE IT REMEMBERED, that on this 10<sup>th</sup> day of December, 1971, personally came before me, the undersigned, a Notary Public, RUSSELL G. CONNOLLY and L. J. McCORD, the Vice President and Assistant Secretary, respectively, of Warren Petroleum Corporation, one of the corporations that are parties to the foregoing Articles and Plan of Merger, known to me personally to be such, and acknowledged that they signed said Articles and Plan of Merger, that said Articles and Plan of Merger is the act, deed and agreement of Warren Petroleum Corporation, and that the facts stated therein in respect of Warren Petroleum Corporation are true.

GIVEN under my hand and seal of office the day and year aforesaid.

  
 Notary Public  
 WOODROW W. ELY, Notary Public  
 3318 Gulf Building, Pittsburgh, Pa.  
 My Commission Expires  
 February 17, 1973



Filed in the Department of State on the 20th day of December

A. D. 1971.

*C. McLaughlin Tucker*

Secretary of the Commonwealth  
fnk