

State of Delaware



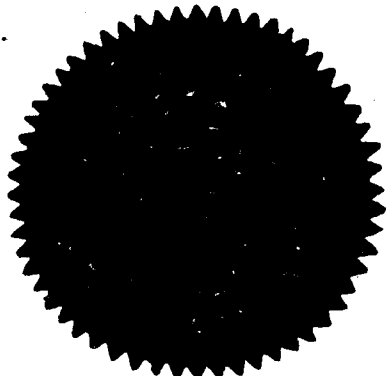
Office of Secretary of State.

J. Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of

Certificate of Agreement of Merger of the "TULOMA GAS PRODUCTS COMPANY", a corporation organized and existing under the laws of the State of Delaware, merging with and into "THE AMERICAN OIL COMPANY", a corporation organized and existing under the laws of the State of Maryland, under the name of "THE AMERICAN OIL COMPANY", as received and filed in this office the twentieth-fourth day of June, A.D. 1968, at 9 o'clock A.M.;

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Maryland.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this sixteenth day
of July in the year of our Lord
one thousand nine hundred and sixty-eight.



Elisha C. Dukes

Secretary of State

L. F. Downs

Asst. Secretary of State

ARTICLES AND AGREEMENT OF MERGER

THESE ARTICLES AND AGREEMENT OF MERGER,
dated as of the 31st day of May, 1968, by and between
THE AMERICAN OIL COMPANY, a Maryland corporation (here-
inafter called "American"), and TULOMA GAS PRODUCTS
COMPANY, a Delaware corporation (hereinafter called
"Tuloma"),

W I T N E S S E T H T H A T:

WHEREAS, American is a corporation duly
organized and existing under the laws of the State
of Maryland, having been incorporated on January 3,
1922, under the General Laws of the State of Maryland;
its principal office in the State of Maryland is
located at 10 Light Street, Baltimore, Maryland 21202;
the name of its resident agent is The Prentice-Hall
Corporation System, Maryland, located at 10 Light
Street, Baltimore, Maryland 21202, said resident
agent being a corporation of the State of Maryland;
and

WHEREAS, Tuloma is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on May 18, 1954, under the General Corporation Law of the State of Delaware; its principal office in the State of Delaware is located at 229 South State Street, Dover, Delaware 19901; the name of its resident agent is The Prentice-Hall Corporation System, Inc., located at 229 South State Street, Dover, Delaware 19901; and

WHEREAS, the total number of shares of capital stock of all classes which American has authority to issue is 101,800 shares of common stock, \$50 par value, and the aggregate par value of all such shares is \$5,090,000, all of such shares being issued and outstanding in the name of Standard Oil Company, an Indiana corporation; and

WHEREAS, the total number of shares of capital stock of all classes which Tuloma has authority to issue is 8,000 shares of common stock, \$25 par value, and the aggregate par value of all such shares is \$200,000, all of such shares being issued and outstanding in the name of Standard Oil Company, an Indiana corporation; and

WHEREAS, the respective Boards of Directors of American and Tuloma deem it advisable and to the advantage, welfare and best interests of their respective corporations and their respective stockholders to merge Tuloma into American, pursuant to the laws of the States of Delaware and Maryland.

NOW, THEREFORE, in consideration of the premises and the mutual agreements and covenants herein contained, the parties hereto agree, in accordance with the applicable provisions of Article 23 of the Public General Laws of the State of Maryland and Sections 251 and 252 of the General Corporation Law of the State of Delaware, which provisions, respectively, permit such merger, that American and Tuloma shall be merged and that American shall be the surviving corporation, and that the terms and conditions of such merger and the manner of carrying the same into effect are and shall be as hereinafter set forth:

ARTICLE I

Tuloma shall be merged into American, which shall continue as the surviving corporation (hereinafter called the "Surviving Corporation"). The name

of American as the Surviving Corporation shall continue to be "The American Oil Company" and the Surviving Corporation shall continue its existence under the laws of the State of Maryland.

ARTICLE II

The merger shall not effect any changes in the charter of American. American's charter shall be the charter of the Surviving Corporation, and all of the terms and provisions thereof are incorporated herein with the same force and effect as if herein set forth in full.

ARTICLE III

The By-Laws of American, as amended prior to the date of these Articles and Agreement of Merger, or as hereafter amended by American's Board of Directors in order to carry out the provisions and intent of these Articles and Agreement of Merger, shall be the By-Laws of the Surviving Corporation until further amended as provided by law or by said By-Laws.

ARTICLE IV

Upon consummation of the merger herein contemplated, the separate existence of Tuloma shall cease and be merged into American in accordance with the provisions of these Articles and Agreement of Merger; and American as the Surviving Corporation shall thereupon and thereafter possess any and all of Tuloma's purposes and powers, and rights, privileges, immunities and franchises, as well of a public as of a private nature, being subject to all the restrictions, disabilities and duties of Tuloma; and all and singular the rights, privileges, powers and franchises, of whatsoever nature and description, and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due Tuloma, shall be transferred to, vested in and devolved upon the Surviving Corporation, without further act or deed; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest of Tuloma, shall be as effectually the property of the Surviving Corporation

as they were of Tuloma; and title to any real estate, or any interest therein, vested by deed or otherwise in either American or Tuloma shall not revert or be in any way impaired by reason of the merger. The Surviving Corporation of such merger shall thereafter be responsible and liable for all the debts, liabilities, duties and obligations of American and Tuloma in the same manner and to the same extent as if the Surviving Corporation had itself incurred the same or contracted therefor, and any claim existing or action or proceeding pending by or against either of the constituent corporations may be prosecuted to judgment or decree as if the merger had not taken place, or the Surviving Corporation, upon motion of such corporation or of any party, may be substituted in place of Tuloma, and neither the rights of creditors nor any liens upon the property of American or Tuloma shall be impaired by the merger, but such liens shall be limited to the property upon which they were liens immediately prior to the effectiveness of the merger hereby contemplated.

If at any time the Surviving Corporation shall consider or be advised that any further

assignment or assurances in law are necessary or desirable to vest in and confirm to the Surviving Corporation the title and possession of all the property, rights, privileges, powers and franchises, and all and every other interest, of Tuloma, then the directors and the proper officers of Tuloma (or the corresponding officers of the Surviving Corporation) shall and will execute and deliver, or cause to be executed and delivered, all such proper assignments, deeds and other instruments and assurances in law, and do all other things necessary or proper, to vest in and confirm to the Surviving Corporation such property and rights and otherwise to carry out the intent and purposes of these Articles and Agreement of Merger, and the respective statutory powers of such directors and officers are expressly continued in effect after the merger for such purpose.

ARTICLE V

The assets and liabilities of Tuloma acquired and assumed by the Surviving Corporation pursuant to these Articles and Agreement of Merger shall be taken up on the books of the Surviving Corporation

at the amounts at which they shall at the time be carried on the books of Tuloma, subject to such adjustments and such reserves as the Board of Directors of the Surviving Corporation shall at any time authorize.

The capital surplus of American and of Tuloma, increased by the par value of all of the shares of Tuloma common stock to be surrendered and canceled as provided in Article VI, shall become the capital surplus of the Surviving Corporation, and the earned surplus of American and of Tuloma shall become the earned surplus of the Surviving Corporation available for the payment of dividends when declared by the Board of Directors of the Surviving Corporation.

ARTICLE VI

The manner of converting the capital stock of each of the said constituent corporations into the capital stock of the Surviving Corporation shall be as follows:

(a) There will be no change in the issued shares of American. The authorized capital stock of American as the Surviving Corporation shall continue to be 101,800 shares of common stock, \$50 par value, or an aggregate par value of \$5,090,000, all of which shares are presently issued and outstanding.

(b) Inasmuch as Standard Oil Company, an Indiana corporation, is the owner and holder of all of the issued and outstanding shares of stock of both Tuloma and American (and shall have consented to this merger prior to the consummation thereof on the terms and conditions as herein set forth), there will be no conversion of the stock of Tuloma into stock of American, but upon the effective date of this merger for purposes of the laws of Maryland and Delaware, all of the issued and outstanding shares of stock of Tuloma shall be forthwith surrendered and canceled. No consideration will pass between the parties.

ARTICLE VII

The members of the Board of Directors of American immediately prior to consummation of the merger contemplated herein shall constitute the members of the Board of Directors of the Surviving Corporation, to serve until the next annual meeting of its stockholders and thereafter until their successors are elected and qualified. The persons who are officers of American immediately prior to such consummation shall continue as like officers of the Surviving Corporation to hold office until the Board of Directors of the Surviving Corporation shall otherwise determine.

ARTICLE VIII

These Articles and Agreement of Merger shall be submitted to the stockholders of American and Tuloma as provided, respectively, by the laws of the State of Maryland and of the State of Delaware, and shall take effect and be deemed and taken to be the agreement and act of merger of the said corporations upon the adoption thereof by the votes, given in person or by proxy, or by the consent thereto, by

the stockholders of each of said corporations in accordance with the requirements and provisions of the laws of the State of Maryland and of the State of Delaware and upon the doing of such other acts and things as are required for accomplishing the merger herein provided by the laws of the State of Maryland and of the State of Delaware.

ARTICLE IX

The merger shall be effective, accounts shall be adjusted, and assets and liabilities of Tuloma acquired and assumed by the Surviving Corporation pursuant to these Articles and Agreement of Merger shall be taken up on the books of the Surviving Corporation, all as of the close of business on June 30, 1968.

ARTICLE X

The Surviving Corporation shall pay all expenses of carrying these Articles and Agreement of Merger into effect and accomplishing the merger herein provided.

ARTICLE XI

American hereby agrees that as the Surviving Corporation it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Tuloma, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder of Tuloma as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, and hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any suit or other proceeding. The address to which a copy of such process shall be mailed by said Secretary of State is The American Oil Company, 910 South Michigan Avenue, Chicago, Illinois 60680.

ARTICLE XII

The principal office of American in the State of Maryland is located in the City of Baltimore. Tuloma has been qualified as a foreign corporation authorized to do business in the State of Maryland,

and its statutory office in the State of Maryland is in the City of Baltimore. It does not own any property or do any business in the State of Maryland.

ARTICLE XIII

These Articles and Agreement of Merger have been duly advised and authorized by the Board of Directors of each of the constituent corporations in accordance with the laws of the state under which it was formed.

ARTICLE XIV

In order to facilitate the filing and recording of these Articles and Agreement of Merger, the same may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original. Such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, these Articles and Agreement of Merger have been signed in the name and on behalf of each of said corporations by their respective Presidents or one of their respective Vice

Presidents and by their respective Secretaries or one of their respective Assistant Secretaries, under the corporate seals of said corporations, all as of the day and year first above written.

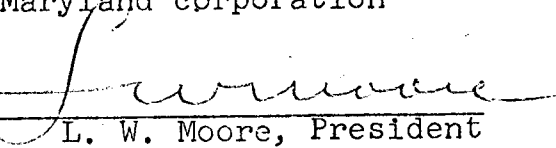
ATTEST:

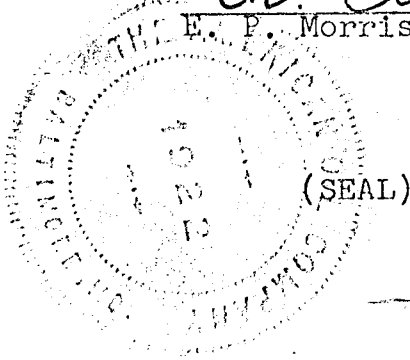


E. P. Morrison, Secretary

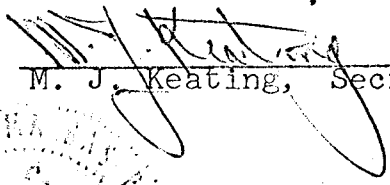
THE AMERICAN OIL COMPANY,
a Maryland corporation

By


L. W. Moore, President




ATTEST:


M. J. Keating, Secretary

TULOMA GAS PRODUCTS COMPANY,
a Delaware corporation

By


W. R. Peirson, President



CERTIFICATE OF ADOPTION OF THE ARTICLES AND
AGREEMENT OF MERGER BY THE STOCKHOLDERS
OF
THE AMERICAN OIL COMPANY,
a Maryland corporation

I, E. P. MORRISON, HEREBY CERTIFY that I
am Secretary of The American Oil Company, a corpora-
tion organized and existing under the laws of the
State of Maryland, and DO FURTHER CERTIFY as follows:

1. The foregoing Articles and Agreement of
Merger, providing for the merger of Tuloma Gas
Products Company, a Delaware corporation, into The
American Oil Company, were first submitted to the
Board of Directors of The American Oil Company, who
by unanimous written consent pursuant to the provi-
sions of Article 23 of the Public General Laws of
the State of Maryland, Section 58, declared the pro-
posed merger advisable substantially upon the terms
and conditions set forth in the said Articles and
Agreement of Merger and directed that the said Articles
and Agreement of Merger be submitted to the sole stock-
holder of said corporation for action thereon by consent.

2. The said Articles and Agreement of Merger, after first having been advised, authorized and signed by the proper officers of both Tuloma Gas Products Company and The American Oil Company, were duly adopted and approved by consent in writing on JUN 19 1968 by the holder of all the issued and outstanding shares of common stock of The American Oil Company, as permitted by Article 23 of the Public General Laws of the State of Maryland, Section 47, which consent approved said Articles and Agreement of Merger and authorized said corporation to carry out its obligations and to accomplish the merger in accordance with and as required by said Articles and Agreement of Merger, without further notice to or action by said sole stockholder.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary of The American Oil Company, a Maryland corporation, and affixed its corporate seal on this 20th day of June, 1968.

E. P. Morrison, Secretary
E. P. Morrison, Secretary

CERTIFICATE OF ADOPTION OF THE ARTICLES AND
AGREEMENT OF MERGER BY THE STOCKHOLDERS
OF
TULOMA GAS PRODUCTS COMPANY,
a Delaware corporation

I, M. J. KEATING, HEREBY CERTIFY that I am Secretary of Tuloma Gas Products Company, a corporation organized and existing under the laws of the State of Delaware, and DO FURTHER CERTIFY as follows:

1. The foregoing Articles and Agreement of Merger, providing for the merger of Tuloma Gas Products Company into The American Oil Company, a Maryland corporation, were signed by its President and Secretary under the corporate seal of Tuloma Gas Products Company and delivered by said corporation after its directors, by unanimous written consent pursuant to the provisions of Section 141, Paragraph (f) of the General Corporation Law of Delaware, had approved and authorized the Articles and Agreement of Merger.

2. The said Articles and Agreement of Merger, after first having been advised, authorized and signed by the proper officers of both The American Oil Company

and Tuloma Gas Products Company, were duly adopted and approved by consent in writing on June 19, 1968 by the holder of all the issued and outstanding shares of common stock of Tuloma Gas Products Company, as permitted by Section 228 of the General Corporation Law of the State of Delaware, which consent adopted said Articles and Agreement of Merger and authorized said corporation to carry out its obligations and to accomplish the merger in accordance with and as required by said Articles and Agreement of Merger, without further notice to or action by said sole stockholder.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary of Tuloma Gas Products Company, a Delaware corporation, and affixed its corporate seal on this 19th day of June, 1968.

M. J. Keating, Secretary
M. J. Keating, Secretary

STATEMENTS WITH RESPECT TO AUTHORIZATION
AND APPROVAL, AND SIGNATURES AND ATTESTATIONS
BY OFFICERS, OF ARTICLES AND AGREEMENT OF MERGER

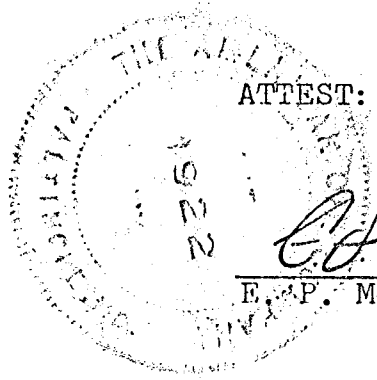
The foregoing Articles and Agreement of Merger were duly advised and authorized by the Board of Directors of The American Oil Company, a Maryland corporation, in writing pursuant to the provisions of Article 23 of the Public General Laws of the State of Maryland, Section 58, and adopted and approved by consent in writing by the sole stockholder of said corporation pursuant to the provisions of Article 23 of the Public General Laws of the State of Maryland, Section 47, and the charter of said corporation.

The foregoing Articles and Agreement of Merger were duly advised and authorized by the Board of Directors of Tuloma Gas Products Company, a Delaware corporation, in writing pursuant to the provisions of Section 141, Paragraph (f) of the General Corporation Law of Delaware, and adopted and approved by consent in writing by the sole stockholder of said corporation pursuant to the provisions of Section 228 of the General

Corporation Law of Delaware and the certificate of incorporation of said corporation.

IN WITNESS WHEREOF, these Articles and Agreement of Merger are hereby signed in the name and on behalf of each of said corporations by their respective Presidents or one of their respective Vice Presidents and by their respective Secretaries or one of their respective Assistant Secretaries, under the respective corporate seals of said corporations, this 30th day of June, 1968.


ATTEST:


E. P. Morrison, Secretary

THE AMERICAN OIL COMPANY,
a Maryland corporation
(Surviving Corporation)

By L. W. Moore
L. W. Moore, President

ATTEST:


M. J. Keating, Secretary

TULOMA GAS PRODUCTS COMPANY,
a Delaware corporation
(Nonsurviving Corporation)

By W. R. Peirson
W. R. Peirson, President

ACKNOWLEDGMENT BY
SIGNING OFFICER OF THE AMERICAN OIL COMPANY,
a Maryland corporation

STATE OF ILLINOIS }
COUNTY OF COOK } ss:

BE IT REMEMBERED that on this 20th day of
June, in the year One Thousand Nine Hundred and
Sixty-Eight, before me, a Notary Public, in and for
the county and state aforesaid, personally appeared
L. W. Moore, President of The American Oil Company,
a Maryland corporation and one of the corporations
described in, and which executed the foregoing Articles
and Agreement of Merger, to me personally known, and he,
being by me duly sworn, upon his oath did depose and
make proof to me to my satisfaction that he is President
of the said The American Oil Company, that he well knows
the corporate seal of said corporation, that the seal
affixed to said Articles and Agreement of Merger as
the corporate seal of The American Oil Company is its
corporate seal, that it was so affixed to said Articles
and Agreement of Merger by order of and under authoriza-
tion by resolution duly adopted by the Board of Directors

of said corporation for the uses therein expressed;
and that by like order he signed and subscribed his
name thereto as President of said The American Oil
Company and executed and acknowledged the same under
like authorization; and said L. W. Moore, in the name
and on behalf of said corporation, then and there
acknowledged said Articles and Agreement of Merger
before me to be the voluntary act and deed of said
corporation made by virtue of authority from its Board
of Directors.

IN WITNESS WHEREOF, I have hereunto set my
hand and affixed my official seal the day and year
first above written.

Nancy Hartman
Notary Public
Cook County, Illinois

Nancy Hartman
Notary Public

My commission expires September 5, 1968.

ACKNOWLEDGMENT BY
SIGNING OFFICER OF TULOMA GAS PRODUCTS COMPANY,
a Delaware corporation

STATE OF OKLAHOMA }
 } ss:
COUNTY OF TULSA }

BE IT REMEMBERED that on this 19th day of
June, in the year One Thousand Nine Hundred and
Sixty-Eight, before me, a Notary Public, in and for
the county and state aforesaid, personally appeared
W. R. Peirson, President of Tuloma Gas Products Company,
a Delaware corporation and one of the corporations
described in, and which executed the foregoing Articles
and Agreement of Merger, to me personally known, and
he, being by me duly sworn, upon his oath did depose
and make proof to me to my satisfaction that he is
President of the said Tuloma Gas Products Company,
that he well knows the corporate seal of said corpora-
tion, that the seal affixed to said Articles and
Agreement of Merger as the corporate seal of Tuloma
Gas Products Company is its corporate seal, that it
was so affixed to said Articles and Agreement of Merger

by order of and under authorization by resolution duly adopted by the Board of Directors of said corporation for the uses therein expressed; and that by like order he signed and subscribed his name thereto as President of said Tuloma Gas Products Company and executed and acknowledged the same under like authorization; and said W. R. Peirson, in the name and on behalf of said corporation, then and there acknowledged said Articles and Agreement of Merger before me to be the voluntary act and deed of said corporation made by virtue of authority from its Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Georgia M. Ness
Notary Public
Oklahoma

Georgia M. Ness
Notary Public

My commission expires March 4, 1971.

VERIFICATION BY SECRETARY
OF MATTERS AND FACTS WITH RESPECT TO
AUTHORIZATION AND APPROVAL BY
THE AMERICAN OIL COMPANY,
a Maryland corporation

STATE OF ILLINOIS }
COUNTY OF COOK } ss:

E. P. MORRISON, being duly sworn, deposes
and says:

I am the Secretary of The American Oil
Company, a Maryland corporation.

The foregoing Articles and Agreement of
Merger were first submitted to the Board of Directors
of The American Oil Company, who by unanimous written
consent pursuant to the provisions of Article 23 of
the Public General Laws of the State of Maryland,
Section 58, declared the proposed merger advisable
substantially upon the terms and conditions set forth
in the said Articles and Agreement of Merger and
directed that the said Articles and Agreement of
Merger be submitted to the sole stockholder of said
corporation for action thereon by consent.

The said Articles and Agreement of Merger, after first having been advised and authorized by the directors and signed by the proper officers of both Tuloma Gas Products Company, a Delaware corporation, and said The American Oil Company, were duly adopted and approved by consent in writing on June 19, 1968, by the holder of all the issued and outstanding shares of common stock of said The American Oil Company, as permitted by Article 23 of the Public General Laws of the State of Maryland, Section 47, which consent approved said Articles and Agreement of Merger and authorized said corporation to carry out its obligations and to accomplish the merger in accordance with and as required by said Articles and Agreement of Merger, without further notice to or action by said sole stockholder.

I, therefore, further state that the matters and facts set forth in the Articles and Agreement of Merger, including such matters and facts set forth in the foregoing "Statements with Respect to Authorization and Approval, and Signatures and Attestations by Officers, of Articles and Agreement of Merger," with respect to

authorization and approval of the Articles and Agreement of Merger by said corporation, its Board of Directors and its stockholders, are true and correct.

E. P. Morrison, Secretary
E. P. Morrison, Secretary

Subscribed and sworn to
before me this 20th day
of June, 1968.

Nancy Hartman
Notary Public

Nancy Hartman
Notary Public
Cook County, Illinois

VERIFICATION BY SECRETARY
OF MATTERS AND FACTS WITH RESPECT TO
AUTHORIZATION AND APPROVAL BY
TULOMA GAS PRODUCTS COMPANY,
a Delaware corporation

STATE OF OKLAHOMA }
COUNTY OF TULSA } ss:

M. J. KEATING, being duly sworn, deposes
and says:

I am the Secretary of Tuloma Gas Products
Company, a Delaware corporation.

The foregoing Articles and Agreement of
Merger were signed under the corporate seal of Tuloma
Gas Products Company and delivered by said corporation
and by all of its directors after the Board of Directors
of said corporation, by unanimous written consent pur-
suant to the provisions of Section 141, Paragraph (f)
of the General Corporation Law of Delaware, had author-
ized the Articles and Agreement of Merger.

The said Articles and Agreement of Merger,
after first having been advised and authorized by the

directors and signed by the proper officers of both The American Oil Company, a Maryland corporation, and Tuloma Gas Products Company, were duly adopted and approved by consent in writing on June 19, 1968, by the holder of all the issued and outstanding shares of common stock of said Tuloma Gas Products Company, pursuant to the provisions of Section 228 of the General Corporation Law of Delaware, which consent adopted said Articles and Agreement of Merger and authorized said corporation to carry out its obligations and to accomplish the merger in accordance with and as required by said Articles and Agreement of Merger, without further notice to or action by said sole stockholder.

I, therefore, further state that the matters and facts set forth in the Articles and Agreement of Merger, including such matters and facts set forth in the foregoing "Statements with Respect to Authorization and Approval, and Signatures and Attestations by Officers, of Articles and Agreement of Merger," with respect to authorization and approval of the Articles

and Agreement of Merger by said corporation, its
Board of Directors and its stockholder, are true and
correct.

M. J. Keating, Secretary
M. J. Keating, Secretary

Subscribed and sworn to
before me this 19th day
of June, 1968.

Georgia M. Ness
Notary Public

Georgia M. Ness
Notary Public
Oklahoma