

State of Delaware



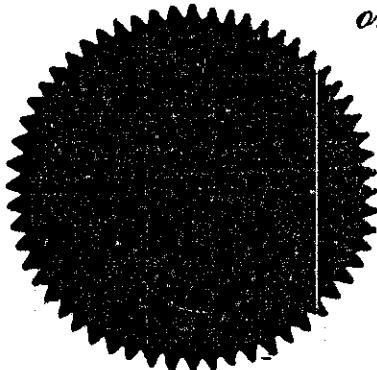
Office of Secretary of State

I, John N. McDowell, 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 Amendment of the "PACIFIC NORTHWEST PIPELINE CORPORATION",
as received and filed in this office the twenty-seventh day of April,
A.D. 1955, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-seventh day
of April in the year of our Lord
one thousand nine hundred and fifty-five.

John N. McDowell
Secretary of State

M. D. Tomlinson
Asst. Secretary of State



CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
PACIFIC NORTHWEST PIPELINE CORPORATION

**Pursuant to Section 242 of the General Corporation Law
of the State of Delaware**

**PACIFIC NORTHWEST PIPELINE CORPORATION, a corporation organized
and existing under and by virtue of the General Corporation Law of the
State of Delaware, DOES HEREBY CERTIFY:**

FIRST: That at a meeting of the Board of Directors of Pacific Northwest Pipeline Corporation, duly convened and held, a resolution was duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, amending Article Fourth thereof to read as follows:

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is four million five hundred thousand (4,500,000) shares, divided into five hundred thousand (500,000) shares of Cumulative Preferred Stock, without par value (herein called "Preferred Stock") and four million (4,000,000) shares of Common Stock, of the par value of \$1 per share (herein called "Common Stock").

The following is a statement of the designations and the powers, preferences and rights and the qualifications, limitations or restrictions thereof, of the classes of stock of the Corporation:

I.

1. The Preferred Stock may be issued in one or more series. The designations, powers, preferences and relative, participating, optional, and other special rights, and the qualifications,

limitations and restrictions thereof, of the Preferred Stock of each series shall be such as are stated and expressed herein and to the extent not stated and expressed herein, shall be such as may be fixed by the Board of Directors (authority so to do being hereby expressly granted) and stated and expressed in a resolution or resolutions adopted by the Board of Directors providing for the issue of Preferred Stock of such series. Such resolution or resolutions shall (a) specify the series to which such Preferred Stock shall belong, (b) fix the dividend rate therefor, (c) fix the amount which the holders of the Preferred Stock of such series shall be entitled to be paid in the event of a voluntary or involuntary liquidation, dissolution or winding up of the Corporation, (d) state whether or not the Preferred Stock of such series shall be redeemable and at what times and under what conditions and the amount or amounts payable thereon in the event of redemption; and may, in a manner not inconsistent with the provisions of this Article Fourth, (i) limit the number of shares of such series which may be issued, (ii) provide for a sinking fund for the purchase or redemption of, or a purchase fund for the purchase of, shares of such series and the terms and provisions governing the operation of any such fund and the status as to reissuance of shares of Preferred Stock purchased or otherwise re-acquired or redeemed or retired through the operation thereof, (iii) grant voting rights to the holders of shares of such series, in addition to and not inconsistent with those granted by this Article Fourth to the holders of Preferred Stock, (iv) impose conditions or restrictions upon the creation of indebtedness of the Corporation or upon the issue of additional Preferred Stock or other capital stock ranking equally therewith or prior thereto as to dividends or distribution of assets on liquidation, (v) impose conditions or restrictions upon the payment of dividends upon, or the making of other distributions to, or the redemption, purchase or acquisition of shares of capital stock ranking junior to the Preferred Stock as to dividends or distribution of assets upon liquidation (referred to in this Article Fourth as "junior stock"), and (vi) grant such other special rights to the holders of shares of such series as the directors may determine and as shall not be inconsistent with the provisions of this Article Fourth. The term "fixed for such series" and similar terms shall mean stated and expressed in this Article Fourth or in a resolution or reso-

lutions adopted by the Board of Directors providing for the issue of Preferred Stock of the series referred to.

2. The holders of the Preferred Stock of the respective series shall be entitled to receive, when and as declared by the Board of Directors, out of any funds legally available therefor, cumulative preferential dividends in cash, at the rate per annum fixed for such series, and no more, payable quarter-yearly on the dates fixed for such series to stockholders of record on a date, not exceeding forty days preceding each such dividend payment date fixed for the purpose by the Board of Directors in advance of payment of each particular dividend. Dividends on shares of the Preferred Stock shall accrue from the dividend payment date immediately preceding the date of issuance (unless the date of issuance shall be a dividend payment date, in which case they shall accrue from that date), or from such other date or dates as may be fixed by the Board of Directors for any series, and shall be cumulative. Each share of Preferred Stock shall rank on a parity with each other share of Preferred Stock, irrespective of series, with respect to preferential dividends at the respective rates fixed for such series, and no dividend shall be declared or paid or set apart for payment for the Preferred Stock of any series unless at the same time a dividend in like proportion to the dividends accrued upon the Preferred Stock of each other series shall be declared or paid or set apart for payment, as the case may be, on Preferred Stock of each other series then outstanding.

3. So long as any shares of Preferred Stock shall remain outstanding, in no event shall any dividends whatsoever, whether in cash, stock, or otherwise, be paid or declared, or any distribution be made on any class of junior stock, nor shall any shares of junior stock be purchased, redeemed, retired or otherwise acquired for a valuable consideration by the Corporation unless all dividends on the Preferred Stock for all past quarterly dividend periods shall have been paid, or declared and a sum sufficient for the payment thereof set apart and the full dividend thereon for the then current quarterly dividend period shall have been paid or declared. No shares of Preferred Stock shall be purchased, redeemed, retired or otherwise acquired for a valuable consideration unless all dividends on the Preferred Stock for all past quarterly dividend periods shall have been paid, or declared and a sum sufficient for the payment thereof set apart.

4. The Corporation at the option of the Board of Directors may redeem in whole or in part the Preferred Stock of any series which by its terms is redeemable, at the time or times and on the terms and conditions fixed for such series, upon notice duly given as hereinafter provided, by paying therefor in cash the sum fixed for such series.

At least thirty days' previous notice of any such redemption of Preferred Stock shall be mailed, addressed to the holders of record of the shares to be redeemed at their respective addresses as the same shall appear on the books of the Corporation as of such date not more than fifty days prior to the redemption date as shall be established by the Board of Directors, and such notice shall also be published in a daily newspaper printed in the English language and published and of general circulation in the Borough of Manhattan, the City of New York.

In case of the redemption of only part of the Preferred Stock of any series at the time outstanding, the Corporation shall select by lot the shares so to be redeemed. The Board of Directors shall have full power and authority to prescribe the manner in which the drawings by lot shall be conducted.

If such notice of redemption shall have been duly given as aforesaid at least thirty days prior to the redemption date, and if on or before the redemption date specified in such notice all funds necessary for such redemption shall have been set aside by the Corporation, separate and apart from its other funds, in trust for the pro rata benefit of the holders of the shares so called for redemption, so as to be and continue to be available therefor, then from and after the redemption date, notwithstanding that any certificate for shares of Preferred Stock so called for redemption shall not have been surrendered for cancellation, the shares represented thereby shall no longer be deemed to be outstanding, the right to receive dividends thereon shall cease to accrue from and after the date of redemption so designated and all rights with respect to such shares of Preferred Stock so called for redemption shall forthwith on such redemption date cease and terminate except only the right of the holders thereof to receive the redemption price of such shares so to be redeemed, but without interest thereon.

Any moneys so set aside by the Corporation and unclaimed at the end of six years from the date fixed for such redemption shall revert to the general funds of the Corporation.

The Corporation may, however, prior to the redemption date specified in the notice of redemption, deposit in trust for the account of the holders of the Preferred Stock to be redeemed, with a bank or trust company in good standing organized under the laws of the United States of America or of the State of New York, doing business in the Borough of Manhattan, the City of New York, having a capital, surplus and undivided profits aggregating at least \$5,000,000, designated in such notice of redemption, all funds necessary for such redemption, together with irrevocable written instructions authorizing such bank or trust company, on behalf and at the expense of the Corporation, to cause the notice of redemption to be duly mailed and the publication of such notice to be made as herein provided at least thirty days prior to the redemption date, and thereupon, notwithstanding that any certificate for shares of Preferred Stock so called for redemption shall not have been surrendered for cancellation, all shares of Preferred Stock with respect to which such deposit shall have been made shall no longer be deemed to be outstanding and all rights with respect to such shares of Preferred Stock shall forthwith upon such deposit in trust cease and terminate, except only the right of the holders thereof to receive from such bank or trust company, at any time after the time of such deposit, the redemption price of such shares so to be redeemed.

Any moneys so deposited by the Corporation and unclaimed at the end of six years from the date fixed for such redemption shall be repaid to the Corporation upon its request expressed in a resolution of its Board of Directors, after which repayment the holders of the shares so called for redemption shall look only to the Corporation for payment thereof.

5. Except as herein or by law expressly provided and except as may be provided for any series of Preferred Stock by the resolution of the Board of Directors providing for the issuance thereof as herein permitted, the Preferred Stock shall have no right or power to vote on any question or in any proceeding or to be represented at or to receive notice of any meeting of stockholders. On any matters on which the holders of the Preferred Stock or any series thereof shall be entitled to vote, they shall be entitled to one vote for each share held.

(A) If, however, and whenever, at any time or times, dividends payable on the Preferred Stock shall be in arrears in an

aggregate amount equivalent to six full quarterly dividends, the outstanding Preferred Stock shall have the exclusive right, voting separately and as a class, to elect two directors of the Corporation, and the remaining directors shall be elected by the other class or classes of stock entitled to vote therefor, also voting separately as a class, at each meeting of the stockholders held for the purpose of electing directors, until such time as all dividends on the Preferred Stock for all past quarterly dividend periods shall have been paid in full, at which time the right of the Preferred Stock to vote and to be represented at and to receive notice of meetings shall terminate, except as herein or by law expressly provided, subject to revesting in the event of each and every subsequent default of the character and for the time above mentioned.

At any time when such voting power shall be vested in the Preferred Stock as herein provided, a proper officer of the Corporation shall, upon the written request of the holders of record of at least ten per cent (10%) in amount of the Preferred Stock then outstanding addressed to the Secretary of the Corporation, call a special meeting of the Preferred Stock and of any other class or classes of stock having voting power with respect thereto, for the purpose of electing directors. Such meeting shall be called upon the notice required for annual meetings of stockholders and shall be held at the earliest practicable date at the place at which the last preceding annual meeting of the stockholders of the Corporation was held, but may be held at the time and place of the annual meeting if such annual meeting is to be held within 60 days after such voting power shall be vested in the Preferred Stock. If such meeting shall not be called by the proper officer of the Corporation as required within 20 days after personal service of the said written request upon the Secretary of the Corporation, or within 20 days after mailing the same within the United States of America by registered mail addressed to the Secretary of the Corporation at its principal office (such mailing to be evidenced by the registry receipt issued by the postal authorities), then the holders of record of at least ten per cent (10%) in amount of the Preferred Stock then outstanding may designate in writing one of their number to call such meeting, and such meeting may be called at the expense of the Corporation by such person so designated upon the notice required for annual meetings of stockholders and shall be held at the place at which the last preceding annual meeting

of the stockholders of the Corporation was held. Any holder of Preferred Stock so designated shall have access to the stock books of the Corporation for the purpose of causing a meeting of stockholders to be called pursuant to these provisions.

At any meeting so called, and at any other meeting of stockholders held for the purpose of electing directors at which the Preferred Stock shall have the right, voting separately and as a class, to elect directors as aforesaid, the presence in person or by proxy of one-third of the outstanding shares of Preferred Stock shall be required to constitute a quorum of such class for the election of any director by the Preferred Stock as a class. If such quorum of the shares of Preferred Stock be present, then such shares of Common Stock as may be present at the meeting in person or by proxy, shall, for the purpose of electing directors, constitute a quorum of the Common Stock.

If at any such meeting or adjournment thereof a quorum of the Preferred Stock shall not be present, no election of the directors shall take place and the meeting shall be adjourned from time to time for periods not exceeding thirty days until a quorum of the Preferred Stock is present at such adjourned meeting.

The term of office of all directors in office at any time when voting power shall, as aforesaid, become vested in the Preferred Stock shall terminate upon the election of any new directors at any meeting of stockholders called for the purpose of electing directors. Upon any termination of the right of the Preferred Stock to vote for directors as herein provided, the term of office of all directors then in office shall terminate upon the election of any new directors at a meeting of the other class or classes of stock of the Corporation then entitled to vote for directors, which meeting may be held at any time after such termination of voting right in the Preferred Stock, upon notice as above provided, and shall be called by the Secretary of the Corporation upon written request of the holders of record of ten per cent (10%) of the aggregate number of outstanding shares of such other class or classes of stock then entitled to vote for directors.

(B) So long as any shares of Preferred Stock are outstanding, the Corporation shall not, without the consent of the holders of at least two-thirds of the number of shares of the Preferred Stock at the time outstanding, given in person or by proxy, either in writing or by vote at a special meeting called for the

purpose (i) amend, alter or repeal any of the provisions of this Article Fourth (other than provisions relating exclusively to the shares of Preferred Stock of a particular series) so as to affect adversely the rights, powers or preferences of the Preferred Stock or of the holders thereof, or (ii) authorize any class of stock ranking prior to the Preferred Stock in respect of dividends or distribution of assets on liquidation, or (iii) increase the authorized amount of any additional class of stock ranking prior to the Preferred Stock in respect of dividends or distribution of assets on liquidation. So long as any shares of any particular series of Preferred Stock are outstanding the Corporation shall not, without the consent of the holders of at least two-thirds of the number of shares of the Preferred Stock of such series at the time outstanding, given in person or by proxy, either in writing or by a vote at a special meeting called for the purpose, amend, alter or repeal any of the provisions of this Article Fourth or of any resolution or resolutions relating exclusively to the shares of Preferred Stock of such series, so as to affect adversely the rights, powers or preferences of the Preferred Stock of such series or of the holders thereof.

(C) So long as any shares of Preferred Stock are outstanding, the Corporation shall not, without the consent of the holders of a majority of the number of shares of Preferred Stock at the time outstanding, given in person or by proxy, either in writing or by vote at a special meeting called for the purpose, (i) authorize any additional class of stock ranking on a parity with the Preferred Stock in respect of dividends or distribution of assets on liquidation, or (ii) increase the authorized amount of the Preferred Stock or of any additional class of stock ranking on a parity with the Preferred Stock in respect of dividends or distribution of assets on liquidation.

(D) So long as any shares of Preferred Stock are outstanding, the Corporation shall not, without the consent of the holders of at least two-thirds of the number of shares of Preferred Stock at the time outstanding, given in person or by proxy either in writing or by vote at a special meeting called for the purpose, merge or consolidate with any other corporation or corporations or sell all or substantially all of its assets; *provided, however, that the provisions of this paragraph shall not apply to any mortgage, pledge or other hypothecation of property of the Corporation.*

6. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, then, before any distribution or payment shall be made to the holders of any junior stock of the Corporation, the holders of the Preferred Stock of the respective series shall be entitled to be paid in full the respective amounts fixed for such series, plus in each case a sum equal to accrued and unpaid dividends thereon to the date of payment thereof and no more. After such payment shall have been made in full to the holders of the Preferred Stock, the remaining assets and funds of the Corporation shall be distributed among the holders of the junior stocks of the Corporation according to their respective rights. In the event that the assets of the Corporation available for distribution to holders of Preferred Stock shall not be sufficient to make the payment herein required to be made in full, such assets shall be distributed to the holders of the respective shares of Preferred Stock pro rata in proportion to the amounts payable hereunder upon each share thereof.

7. Preferred Stock redeemed or otherwise retired by the Corporation shall assume the status of authorized but unissued preferred stock and may thereafter, subject to the provisions of this Article Fourth and of any restrictions contained in any resolution of the Board of Directors providing for the issue of any particular series of Preferred Stock, be reissued in the same manner as other authorized but unissued Preferred Stock.

II.

Subject to the prior and superior rights of the Preferred Stock, and on the conditions set forth in the foregoing Part I or in any resolution of the Board of Directors providing for the issuance of any particular series of Preferred Stock, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors may be declared and paid on the Common Stock from time to time out of any funds legally available therefor.

Subject to the provisions of Part I, the holders of the Common Stock shall be entitled to one vote for each share held at all meetings of the stockholders of the Corporation.

After payment shall have been made in full to the holders of the Preferred Stock in the event of any liquidation, dissolution or winding up of the affairs of the Corporation, the remaining assets and funds of the Corporation shall be dis-

tributed among the holders of the Common Stock according to their respective shares.

III.

The Corporation shall be entitled to treat the person in whose name any share, right or option is registered as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share, right or option on the part of any other person, whether or not the Corporation shall have notice thereof, save as may be expressly provided by laws of the State of Delaware.

IV.

No holder of any shares of any class of stock of the Corporation shall be entitled, as such, as a matter of right, to subscribe for or purchase or receive any part of any unissued stock of any class of the Corporation, or of any stock of any class issued and thereafter acquired by the Corporation, whether now authorized or hereafter created, or of any securities of any kind convertible into or evidencing the right to subscribe for or purchase or receive any stock of any class of the Corporation, whether now authorized or hereafter created, and in either case, whether issued for cash, property, services or any other consideration, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

V.

The Corporation may, but shall not be obligated to, issue a certificate for a fractional share of Common Stock, and, by action of its Board of Directors, may issue in lieu thereof scrip or other evidence of ownership which shall entitle the holder to receive a certificate for a full share of Common Stock upon the surrender of such scrip or other evidence of ownership aggregating a full share, but which shall not, unless otherwise, provided, entitle the holder to exercise any voting right, or to receive dividends thereon, or to participate in any of the assets of the Corporation in the event of liquidation. The Board of Directors may cause such scrip or evidence of ownership to be issued subject to the condition that it shall become void if not

exchanged for whole share certificates before a specified date or subject to the condition that the shares of Common Stock for which such scrip or evidence of ownership is exchangeable may be sold by the Corporation and the proceeds thereof distributed to the holders of such scrip or evidence of ownership, or subject to any other condition which the Board of Directors may deem advisable.

SECOND: That the foregoing amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

THIRD: That the capital of Pacific Northwest Pipeline Corporation will not be reduced under or by reason of the foregoing amendment.

IN WITNESS WHEREOF, Pacific Northwest Pipeline Corporation has caused its corporate seal to be hereunto affixed and this Certificate to be signed by C. R. Williams, its President and Leon M. Payne, its Secretary, this 26th day of April, 1955.

PACIFIC NORTHWEST PIPELINE CORPORATION

By C. R. Williams
President

By Leon M. Payne
Secretary

(CORPORATE SEAL)

STATE OF NEW YORK } ss:
COUNTY OF NEW YORK }

BE IT REMEMBERED that on this 26th day of April, A. D. 1955, personally came before me, *John J. Collins*, a Notary Public in and for the County and State aforesaid, C. R. WILLIAMS, the President of PACIFIC NORTHWEST PIPELINE CORPORATION, a corporation of the State of Delaware, the Corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said C. R. WILLIAMS, as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said Corporation; that the signatures of the said President and of the Secretary of said Corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said Corporation, respectively, and that the seal affixed to said certificate is the common or corporate seal of said Corporation, and that his act of sealing, executing, acknowledging and delivering the said certificate was duly authorized by the Board of Directors and stockholders of said Corporation.

IN WITNESS WHEREOF, I have heunto set my hand and seal of office the day and year aforesaid.

John J. Collins
Notary Public

JOHN J. COLLINS
NOTARY PUBLIC, State of New York
No. 41-0711050
Qualified in Queens County
Term Expires March 30, 1957