

# State of Delaware



## Office of Secretary of State.

*J. Eugene Bunting, 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 "PHILLIPS PETROLEUM COMPANY", as  
received and filed in this office the fifth day of May, A.D. 1969,  
at 9 o'clock A.M.

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

*Eugene Bunting*

Secretary of State

*R H Caldwell*

Asst Secretary of State

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
PHILLIPS PETROLEUM COMPANY

\* \* \* \* \*

Adopted in accordance with the provisions  
of Section 242 of the General Corporation  
Law of the State of Delaware.

\* \* \* \* \*

WE, Wm. J. Zeman, Vice President, and Harvey W. Thompson, Assistant Secretary, of Phillips Petroleum Company, a corporation existing under the laws of the State of Delaware, do hereby certify under the seal of the said corporation as follows:

1. That Article FOURTH of the Certificate of Incorporation of said corporation has been amended to read as follows:

"FOURTH: The total number of shares authorized to be issued by this corporation is One Hundred Million (100,000,000), all of which shall be common stock having a par value of Two Dollars and Fifty Cents (\$2.50) a share.

Each of the outstanding shares of stock of the corporation, each of the shares of stock held by the corporation as treasury shares, each of the shares of stock allotted but unissued to awardees under the corporation's Incentive Compensation Plan and each of the shares of stock reserved for issuance upon the exercise of stock options outstanding under the corporation's Key Employee Stock Option Plan, are changed and reclassified into two shares of common stock of Two Dollars and Fifty Cents (\$2.50) par value each, without increasing, decreasing or otherwise changing the capital or surplus of the corporation."

2. That such amendment has been duly adopted by the affirmative vote of the holders of a majority of the stock entitled to vote and in accordance with the provisions of Section 242 of the General

Corporation Law of the State of Delaware and that the capital of the corporation will not be reduced under or by reason of said amendment.

3. That such amendment and this certificate shall not become effective until the close of business May 10, 1969.

IN WITNESS WHEREOF, we have signed this certificate and caused the corporate seal of the corporation to be hereunto affixed this 29th day of April, 1969.

WM. J. ZEMAN

Vice President

ATTEST: PHILLIPS PETROLEUM COMPANY  
DELAWARE  
1917

HARVEY W. THOMPSON

Assistant Secretary

STATE OF OKLAHOMA        )  
                              }  
COUNTY OF WASHINGTON) ss.:

BE IT REMEMBERED that on this 29th day of April, 1969,  
personally came before me, Dorothy D. Page, a Notary Public in  
and for the County and State aforesaid, Wm. J. Zeman, Vice  
President of Phillips Petroleum Company, party to the fore-  
going certificate of amendment, known to me personally to be  
such, and duly acknowledged the said certificate to be his act  
and deed, and that the facts therein stated are true, and that  
said act and deed was done and made on behalf of said corporation.

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

DOROTHY D. PAGE  
\_\_\_\_\_  
Notary Public, State of Oklahoma  
My commission expires May 19, 1972.

DOROTHY D. PAGE  
NOTARY PUBLIC  
IN AND FOR STATE OF  
OKLAHOMA  
BARTLESVILLE, OKLAHOMA