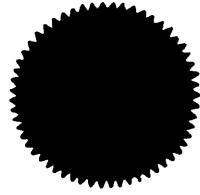


## I, Eugene Bunting, Secretary of State of the State of Delaware, do hereby tertify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "PHILLIPS PETROLEUM COMPANY", as

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 r	ny hand
and official seal at Dover this	fifth	dar
of May	in the year of o	ur Lord
one thousand nine hundre		



Exigenc Deinting

Secret

R W Coldwell

Ass's 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)

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 foregoing 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