

THE STATE



OF KANSAS

OFFICE OF SECRETARY OF STATE  
ELWILL M. SHANAHAN • SECRETARY OF STATE

**To all to whom these presents shall come, Greeting:**

**I, ELWILL M. SHANAHAN, Secretary of State of the State of Kansas, do hereby**  
certify that the following and hereto attached is a true copy of

AGREEMENT OF MERGER

by and between

~~HUDSON OIL COMPANY OF MISSOURI, INC. (Kansas)~~  
HUDSON OIL CO. OF U. S., INC. (Kansas)  
HUDSON OIL CO., INC. (Kansas)  
PENN STATIONS, INC. (Kansas)  
HUDSON OIL CO. CREDIT, INC. (Kansas)

(with surviving corporation known as)

HUDSON OIL COMPANY OF MISSOURI, INC.

(with surviving corporation known as)

FILED:

November 30, 1970

the original of which is now on file and a matter of record in this office.

IN TESTIMONY WHEREOF:

I hereto set my hand and cause to be affixed my official seal.

Done at the City of Topeka, this fourteenth day of

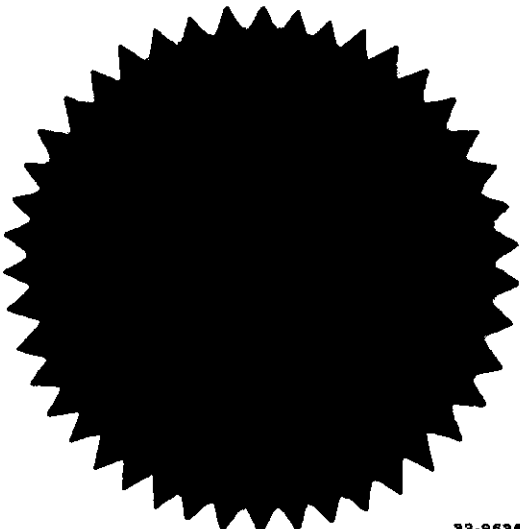
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*Elwill M. Shanahan*

ELWILL M. SHANAHAN  
SECRETARY OF STATE

By

ASSISTANT SECRETARY OF STATE



AGREEMENT OF MERGER

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THIS AGREEMENT OF MERGER, made and entered into this 29th day of October, 1970, by and between HUDSON OIL COMPANY OF MISSOURI, INC., a Kansas corporation with its registered office in Johnson County, Kansas (herein called "Hudson of Missouri"), HUDSON OIL CO. OF U. S., INC., a Kansas corporation with its registered office in Johnson County, Kansas (herein called "Hudson of U. S."), HUDSON OIL CO., INC., a Kansas corporation with its registered office in Johnson County, Kansas (herein called "Hudson Oil"), PENN STATIONS, INC., a Kansas corporation with its registered office in Johnson County, Kansas (herein called "Penn Stations"), and HUDSON OIL CO. CREDIT, INC., a Kansas corporation with its registered office in Johnson County, Kansas (herein called "Hudson Credit"), and their respective directors,

## WITNESSETH:

WHEREAS, Hudson of Missouri is a corporation duly organized under the laws of the State of Kansas on October 31, 1949, Hudson of U. S. is a corporation duly organized under the laws of the State of Kansas on October 14, 1960, Hudson Oil is a corporation duly organized under the laws of the State of Kansas on September 4, 1964, Penn Stations is a corporation duly organized under the laws of the State of Kansas on August 9, 1960, and Hudson Credit is a corporation duly organized under the laws of the State of Kansas on March 10, 1967, and

WHEREAS, Hudson of Missouri is authorized to issue 600 shares of common stock, with par value of \$100 per share, and has heretofore duly issued and presently has outstanding all 600 shares of said common stock, the capital in respect thereof being \$60,000, and

WHEREAS, Hudson of U. S. is authorized to issue 1,000 shares of common stock, with par value of \$10 per share, and has heretofore duly issued and presently has outstanding 100 shares of said common stock, the capital in respect thereof being \$1,000, and

WHEREAS, Hudson Oil is authorized to issue 1,000 shares of common stock, with no par value, and has heretofore duly issued and presently has outstanding 50 shares of said common stock, the capital in respect thereof being \$5,000, and

WHEREAS, Penn Stations is authorized to issue 100 shares of common stock, with par value of \$50 per share, and has heretofore duly issued and presently has outstanding all 100 shares of said common stock, the capital in respect thereof being \$5,000, and

WHEREAS, Hudson Credit is authorized to issue 2,500 shares of common stock, with par value of \$10 per share, and has heretofore duly issued and presently has outstanding 840 shares of said common stock, the capital in respect thereof being \$8,400, and

WHEREAS, the respective directors of Hudson of Missouri, Hudson of U. S., Hudson Oil, Penn Stations, and Hudson Credit have deemed it to the advantage of their respective corporations and of their respective stockholders to merge Hudson of U. S., Hudson Oil, Penn Stations and Hudson Credit into Hudson of Missouri, pursuant to the applicable laws of the State of Kansas;

NOW, THEREFORE, in consideration of the premises and the mutual agreements and covenants hereinafter set forth, the parties hereto do hereby agree as follows:

#### ARTICLE I

In accordance with the applicable provisions of the laws of the State of Kansas, Hudson of Missouri, Hudson of U. S., Hudson Oil, Penn Stations, and Hudson Credit shall be, and they hereby are, merged so that Hudson of Missouri shall become and be the surviving corporation of the merger and shall continue to be a duly organized and existing corporation under the laws of the State of Kansas.

#### ARTICLE II

The terms and conditions of the merger, the mode of carrying the same into effect, and the manner and basis of converting the shares of stock presently outstanding of each of said corporations into shares of Hudson of Missouri, the surviving corporation, are as follows:

##### A. Upon the effectiveness of the merger:

(1) The shares which Hudson of Missouri shall then and thereafter be authorized to issue shall be changed from 600 shares of common stock, with par value of \$100 per share, to 500,000 shares of common stock, with par value of \$1 per share.

(2) The 600 shares of common stock, with par value of \$100 per share, of Hudson of Missouri issued and outstanding shall be, without further action, changed and converted into fully paid and non-assessable shares of common stock, with par value of \$1 per share, of Hudson of Missouri, on the basis of 100 shares of the \$1 par value common stock for each share of the \$100 par value common stock issued and outstanding immediately prior to the effectiveness of the merger.

(3) The 100 shares of common stock, with par value of \$10 per share, of Hudson of U. S. issued and outstanding immediately prior to the effectiveness of the merger shall be, without further action, changed and converted into fully paid and non-assessable shares of common stock, with par value of \$1 per share, of Hudson of Missouri, on the basis of 375 shares of Hudson of Missouri for each share of Hudson of U. S.

(4) The 50 shares of common stock, with no par value, of Hudson Oil issued and outstanding immediately prior to the effectiveness of the merger shall be, without

further action, changed and converted into fully paid and non-assessable shares of common stock, with par value of \$1 per share, of Hudson of Missouri, on the basis of 481 shares of Hudson of Missouri for each share of Hudson Oil.

(5) The 100 shares of common stock, with par value of \$50 per share, of Penn Stations issued and outstanding immediately prior to the effectiveness of the merger shall be, without further action, changed and converted into fully paid and non-assessable shares of common stock, with par value of \$1 per share, of Hudson of Missouri, on the basis of 179 shares of Hudson of Missouri for each share of Penn Stations.

(6) The 840 shares of common stock, with par value of \$10 per share, of Hudson Credit issued and outstanding immediately prior to the effectiveness of the merger shall be, without further action, changed and converted into fully paid and non-assessable shares of common stock, with par value of \$1 per share, of Hudson of Missouri, on the basis of 1 share of Hudson of Missouri for each 3-1/3 shares of Hudson Credit.

(7) The shares of \$1 par value common stock of Hudson of Missouri, as the surviving corporation, which will be issued and outstanding as a result of the merger shall possess the rights and characteristics provided for in the amended Articles of Incorporation of Hudson of Missouri, which are set forth in full in Article VI of this Agreement; all shares of stock which Hudson of U. S., Hudson Oil, Penn Stations, and Hudson Credit were authorized to issue immediately prior to the effectiveness of the merger, and all shares of stock of said corporations which had theretofore been issued, and all authority to issue or have any of said shares of stock, shall, upon the effectiveness of the merger, be deemed to be and shall be extinguished, terminated and cancelled for all purposes; and thereupon, without further act or deed, the outstanding stock certificates which represented the shares of the common stock of Hudson of Missouri, Hudson of U. S., Hudson Oil, Penn Stations, and Hudson Credit outstanding immediately prior to the effectiveness of the merger shall represent the respective number of shares of \$1 par value common stock of Hudson of Missouri which the holders are entitled to receive pursuant to this Agreement as aforesaid; and the holders of said outstanding stock certificates shall, upon surrender of such stock certificates, be entitled to receive new stock certificates representing the shares of \$1 par value common stock of Hudson of Missouri which they are respectively entitled to receive.

(8) The capital of Hudson of Missouri, the surviving corporation, shall be an amount equal to the aggregate par value of the shares of its common stock, with par value of \$1 per share, which become outstanding as the result and upon the effectiveness of the merger.

(9) The amount by which the aggregate par value of the shares of common stock of Hudson of Missouri which become outstanding as the result of the merger exceeds the combined capital of all five of the corporations as existing immediately prior to the effectiveness of the merger thereupon shall be transferred to the capital of Hudson of Missouri from the earned surplus of Hudson of Missouri.

(10) The assets and liabilities of Hudson of U. S., Hudson Oil, Penn Stations, and Hudson Credit thereupon shall be entered upon the books of Hudson of Missouri, as the surviving corporation, at the amount at which they are then carried on the books of said four separate corporations, and the earned surplus of Hudson of U. S., Hudson Oil, Penn Stations, and Hudson Credit thereupon shall be entered as earned surplus upon the books of Hudson of Missouri.

B. No fractional shares of Hudson of Missouri shall be issued, and any fractional shares to which an individual stockholder of Hudson of U. S., Hudson Oil, Penn Stations, or Hudson Credit would otherwise be entitled shall be dropped, and no payments of any kind shall be made to any such stockholder in lieu of such fractional shares.

C. Hudson of Missouri, as the surviving corporation, shall pay all expenses of carrying out the merger and fulfilling the provisions of this Agreement which are not paid by any of the corporations prior to the effectiveness of the merger.

### ARTICLE III

Upon the effectiveness of the merger, and at the time specified by the applicable laws of the State of Kansas, each and all of the rights, privileges, powers, franchises, estates, interests and properties, whether real, personal or mixed, of Hudson of U. S., Hudson Oil, Penn Stations and Hudson Credit, of every kind and character, and all debts, accounts and choses in action due, owing, or belonging to any of said corporations, shall, all and singular, be vested in Hudson of Missouri, without further act or deed; and, without further act or deed, all rights, privileges, powers, franchises, estates, interests and property, whether real, personal or mixed, of each of said corporations shall thereafter be as effectually the property of Hudson of Missouri, as the surviving corporation, as they were theretofore separately the property of the other respective corporations which are parties hereto; and the title to any and all leaseholds or real property, to other estates or interests in land or real estate, and to any and all other property and property rights, whether real, personal or mixed, and whether derived by deed or otherwise, which immediately prior to the effectiveness of the merger were vested in any of said corporations, shall not revert or be in any way impaired by reason of the merger but shall, without further act or deed, remain or become fully vested in and be the property of Hudson of Missouri, as the surviving corporation. Similarly, upon the effectiveness of the

merger, all debts, liabilities, obligations, undertakings, restrictions, disabilities and duties of Hudson of Missouri shall remain unimpaired and in full force and effect, and all debts, liabilities, obligations, undertakings, restrictions, disabilities and duties of Hudson of U. S., Hudson Oil, Penn Stations, and Hudson Credit shall forthwith attach to and shall be deemed to be, and shall be, those of, and assumed by, Hudson of Missouri, and may be enforced against it, as the surviving corporation, as fully and to the same extent as if the same had been incurred, undertaken or contracted by Hudson of Missouri; and all rights of creditors against and all liens upon the property of any of the said five corporations which are parties hereto shall be preserved unimpaired and shall be enforceable against Hudson of Missouri, as the surviving corporation, to the same extent as if such rights and liens had been incurred or contracted by Hudson of Missouri, it being expressly provided and agreed that the merger of Hudson of U. S., Hudson Oil, Penn Stations, and Hudson Credit into Hudson of Missouri pursuant to this Agreement shall not in any way or manner impair the rights of any creditor or creditors of any of said corporations.

#### ARTICLE IV

If at any time Hudson of Missouri shall deem or be advised that any further assignments, conveyances or assurances are necessary or desirable to vest or confirm in Hudson of Missouri the title to any properties or assets of any or all of Hudson of U. S., Hudson Oil, Penn Stations, or Hudson Credit, the respective officers, directors, stockholders and representatives of said respective corporations, and their respective successors in interest, shall make and execute, or cause to be made and executed, as of the effectiveness of the merger, all proper assignments, conveyances, assurances and other instruments, and do all other things necessary or proper to vest or confirm title to such property and assets in Hudson of Missouri. Similarly, if Hudson of Missouri shall be advised that any further assumptions, agreements or assurances are necessary or desirable to evidence or confirm the obligations and liabilities of Hudson of Missouri, as the surviving corporation, upon the respective debts, liabilities, obligations, undertakings and duties of Hudson of U. S., Hudson Oil, Penn Stations, or Hudson Credit, then the officers, directors, stockholders and representatives of Hudson of Missouri, and their successors in interest, shall make and execute, as of the effectiveness of this merger, all proper assumptions, agreements and assurances and do all things necessary or proper to evidence or confirm such obligations and liabilities of Hudson of Missouri.

#### ARTICLE V

On and after the effectiveness of the merger:

A. The bylaws of Hudson of Missouri in effect at the time the merger becomes effective shall continue to be the bylaws of that corporation, as the surviving corporation, without change, until altered or amended in the manner provided in the certificate of incorporation of Hudson of Missouri or in such bylaws.

B. The names of the members of the board of directors of Hudson of Missouri, as the surviving corporation, each of whom shall hold office until the next annual meeting of the stockholders and until his or her successor is duly elected or appointed and qualified, are as follows:

Mary Hudson  
Joyce Hudson Cady  
Frank B. Vandegrift, Sr.  
Winslow M. Cady

The first annual meeting of the stockholders of Hudson of Missouri, as the surviving corporation, after the effectiveness of this merger, shall be held in 1971 at the time and place provided in the bylaws of Hudson of Missouri.

C. The officers of Hudson of Missouri, as the surviving corporation, each of whom shall hold office until his or her successor has been elected or appointed in accordance with the bylaws of said corporation, are as follows:

Mary Hudson	President
Joyce Hudson Cady	Vice President
Frank B. Vandegrift, Sr.	Treasurer
Winslow M. Cady	Secretary
James R. Farley	Assistant Secretary

#### ARTICLE VI

Effective as of the effectiveness of the merger, the articles of incorporation of Hudson of Missouri, as the surviving corporation, shall be amended so that thereupon the Articles of Incorporation of said surviving corporation shall provide in their entirety as follows:

#### ARTICLES OF INCORPORATION OF HUDSON OIL COMPANY OF MISSOURI, INC.

FIRST: The name of the corporation is HUDSON OIL COMPANY OF MISSOURI, INC.

SECOND: The location of its principal place of business in this state is 4720 Rainbow Boulevard, Shawnee Mission, Johnson County, Kansas.

THIRD: The location of its registered office in this state is 4720 Rainbow Boulevard, Shawnee Mission, Johnson County, Kansas.

FOURTH: The name and address of its registered agent in this state is Winslow M. Cady, 4720 Rainbow Boulevard, Shawnee Mission, Johnson County, Kansas.

FIFTH: This corporation is organized for profit and the nature of its business is:

To buy, sell, process, transport and deal in petroleum products, automobile accessories and appliances, at wholesale

and retail; to lease, purchase and hold real estate; to construct, own, lease and operate automobile service stations; and, in general, to do each and every thing necessary, suitable or proper for the accomplishment of any of the foregoing purposes or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties; to conduct business in any state or foreign country, and to maintain offices therein, subject to the laws of such jurisdiction.

SIXTH: The total number of shares of stock which the corporation shall have authority to issue shall be 500,000 shares of common stock, each of the par value of \$1. The board of directors shall have the power to fix the consideration to be received by the corporation for any and all shares of stock issued by the corporation, but at not less than the par value thereof.

No holder of any shares of stock of the corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any shares of stock of the corporation of any class, whether now or hereafter authorized or whether issued for cash, property or services or as a dividend or otherwise, or to purchase or subscribe for any obligations, bonds, notes, debentures, other securities or stock convertible into shares of stock of the corporation or carrying or evidencing any right to purchase shares of stock of any class.

SEVENTH: The amount of capital with which this corporation will commence business is Fifty thousand dollars (\$50,000).

EIGHTH: The name and place of residence of each of the incorporators is:

<u>Names</u>	<u>Residences</u>
Mary Hudson	6221 Overhill Road, Kansas City, Missouri
Joyce Driver	6221 Overhill Road, Kansas City, Missouri
Frank B. Vandegrift	6221 Overhill Road, Kansas City, Missouri

NINTH: The term for which this corporation is to exist is one hundred years.

TENTH: The business of the corporation shall be managed by a board of directors, and the number of directors to constitute the board shall be not less than three nor more than seven. The number of directors may be varied from time to time between said minimum and maximum number by amendment to the bylaws, or by other resolution of the board of directors or stockholders. Directors need not be stockholders.

#### ARTICLE VII

The board of directors of Hudson of Missouri is hereby authorized to construe and interpret this Agreement of Merger, as between the corporate parties hereto, in order to implement and consummate the provisions hereof and to determine all administrative procedures and accounting entries which may be deemed necessary, advisable or appropriate in order to implement and consummate the merger of Hudson of U. S., Hudson Oil, Penn Stations and Hudson



Credit into Hudson of Missouri pursuant to this Agreement of Merger.

#### ARTICLE VIII

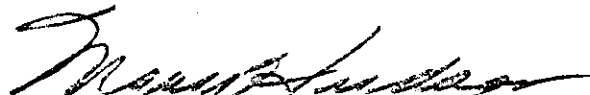
This Agreement shall be submitted separately to a vote of the stockholders of each of the corporations which are parties hereto in the manner provided by law, and the terms and provisions of this Agreement and the merger contemplated hereby shall become effective upon the adoption thereof by the votes, given in person or by proxy, of the stockholders of each of said corporations in accordance with the requirements of each of their respective articles of incorporation and in accordance with the requirements of the laws of the State of Kansas, at a meeting of the stockholders of each of said corporations held for the purpose of considering and voting for the adoption or rejection of this Agreement, and upon doing such other acts and things as shall be required for accomplishing the merger under and pursuant to the applicable provisions of the laws of the State of Kansas.

#### ARTICLE IX

This Agreement may be executed in one or more counterparts, and all of such counterparts shall be deemed to be one and the same instrument.

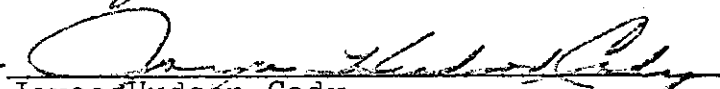
IN WITNESS WHEREOF, the duly elected and qualified members of the respective boards of directors of Hudson Oil Co. of U. S., Inc., Hudson Oil Co., Inc., Penn Stations, Inc., Hudson Oil Co. Credit, Inc., and Hudson Oil Company of Missouri, Inc., all Kansas corporations, have duly affixed their signatures hereto and have caused to be affixed hereto the corporate seals of said corporations the day and year first above written.

HUDSON OIL COMPANY OF MISSOURI, INC., a Kansas corporation      HUDSON OIL CO. OF U. S., INC., a Kansas corporation

  
Mary Hudson

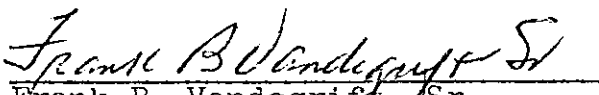
  
Mary Hudson

  
Joyce Hudson Cady

  
Joyce Hudson Cady

Winslow M. Cady

Winslow M. Cady

  
Frank B. Vandegrift, Sr.

(Constituting a majority of the directors of Hudson Oil Company of Missouri, Inc.)      (Constituting <sup>a majority</sup> ~~all~~ of the directors of Hudson Oil Co. of U. S., Inc.)

ATTEST:

Winslow M. Cady  
Winslow M. Cady, Secretary  
(Corporate Seal)

PENN STATIONS, INC.,  
a Kansas corporation

Mary Hudson  
Mary Hudson

Joyce Hudson Cady  
Joyce Hudson Cady

Winslow M. Cady

Frank B. Vandegrift, Sr.  
Frank B. Vandegrift, Sr.

(Constituting a majority of  
the directors of Penn  
Stations, Inc.)

ATTEST:

Mary Hudson  
Mary Hudson, Secretary  
(Corporate Seal)

HUDSON OIL CO. CREDIT, INC.,  
a Kansas corporation

Mary Hudson  
Mary Hudson

Joyce Hudson Cady  
Joyce Hudson Cady

Winslow M. Cady

Frank B. Vandegrift, Sr.  
Frank B. Vandegrift, Sr.

ATTEST:

Mary Hudson  
Mary Hudson, Secretary  
(Corporate Seal)

HUDSON OIL CO., INC.,  
a Kansas corporation

Mary Hudson  
Mary Hudson

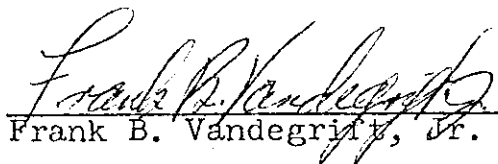
Joyce Hudson Cady  
Joyce Hudson Cady

Winslow M. Cady

(Constituting <sup>a majority</sup> ~~all~~ of the direc-  
tors of Hudson Oil Co., Inc.)

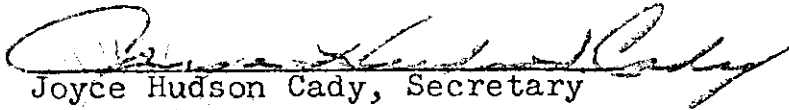
ATTEST:

Winslow M. Cady  
Winslow M. Cady, Secretary  
(Corporate Seal)

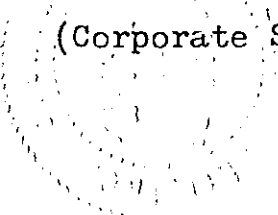
  
Frank B. Vandegriff, Jr.

(Constituting a majority of  
the directors of Hudson Oil  
Co. Credit, Inc.)

ATTEST:

  
Joyce Hudson Cady, Secretary

(Corporate Seal)

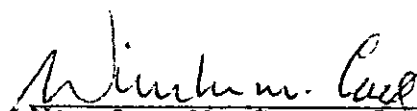


CERTIFICATE OF SECRETARY  
OF  
HUDSON OIL COMPANY OF MISSOURI, INC.

I, WINSLOW M. CADY, do hereby certify that I am the duly elected, qualified and acting secretary of Hudson Oil Company of Missouri, Inc., a Kansas corporation, and as such am in charge of its corporate records and seal; that at a special meeting of the stockholders thereof convened and held on the 20th day of November, 1970, in accordance with its bylaws and pursuant to notice duly published and mailed in accordance with the laws of the State of Kansas, for the purpose of taking into consideration the foregoing Agreement of Merger, there was submitted to said stockholders at said meeting the foregoing Agreement of Merger between Hudson Oil Company of Missouri, Inc., Hudson Oil Co. of U. S., Inc., a Kansas corporation, Hudson Oil Co., Inc., a Kansas corporation, Penn Stations, Inc., a Kansas corporation and Hudson Oil Co. Credit, Inc., a Kansas corporation; that at said meeting said Agreement of Merger was considered and a vote by ballot, in person or by proxy, was taken for the adoption or rejection of said Agreement of Merger, each share entitling the holder thereof to one vote; that 600 shares of the common stock of Hudson Oil Company of Missouri, Inc., being all of the issued and outstanding capital stock of the corporation, were entitled to vote upon the proposition; that 600 shares of said common stock were represented at the meeting in person or by proxy and that 600 shares of said common stock voted for the adoption of said Agreement of Merger and 0 shares of said common stock voted for the rejection thereof; and that two thirds of the total number of shares of said common stock were voted in favor of the adoption of said Agreement of Merger.

IN WITNESS WHEREOF, I have hereunto affixed my signature and the seal of Hudson Oil Company of Missouri, Inc., this 20 day of November, 1970.

[Corporate Seal]

  
Winslow M. Cady, Secretary of  
Hudson Oil Company of Missouri, Inc.


CERTIFICATE OF SECRETARY  
OF  
HUDSON OIL CO. OF U. S., INC.

I, MARY HUDSON, do hereby certify that I am the duly elected, qualified and acting secretary of Hudson Oil Co. of U. S., Inc., a Kansas corporation, and as such am in charge of its corporate records and seal; that at a special meeting of the stockholders thereof convened and held on the 20th day of November, 1970, in accordance with its bylaws and pursuant to notice duly published and mailed in accordance with the laws of the State of Kansas, for the purpose of taking into consideration the foregoing Agreement of Merger, there was submitted to said stockholders at said meeting the foregoing Agreement of Merger between Hudson Oil

Co. of U. S., Inc., Hudson Oil Company of Missouri, Inc., a Kansas corporation, Hudson Oil Co., Inc., a Kansas corporation, Penn Stations, Inc., a Kansas corporation, and Hudson Oil Co. Credit, Inc., a Kansas corporation; that at said meeting said Agreement of Merger was considered and a vote by ballot, in person or by proxy, was taken for the adoption or rejection of said Agreement of Merger, each share entitling the holder thereof to one vote; that 100 shares of the common stock of Hudson Oil Co. of U. S., Inc., being all of the issued and outstanding capital stock of the corporation, were entitled to vote upon the proposition; that 100 shares of said common stock were represented at the meeting in person or by proxy and that 75 shares of said common stock voted for the adoption of said Agreement of Merger and 25 shares of said common stock voted for the rejection thereof; and that two thirds of the total number of shares of said common stock were voted in favor of the adoption of said Agreement of Merger.

IN WITNESS WHEREOF, I have hereunto affixed my signature and the seal of Hudson Oil Co. of U. S., Inc. this 20<sup>th</sup> day of November, 1970.

[Corporate Seal]

  
Mary Hudson, Secretary of  
Hudson Oil Co. of U. S., Inc.

CERTIFICATE OF SECRETARY  
OF  
HUDSON OIL CO., INC.

I, WINSLOW M. CADY, do hereby certify that I am the duly elected, qualified and acting secretary of Hudson Oil Co., Inc., a Kansas corporation, and as such am in charge of its corporate records and seal; that at a special meeting of the stockholders thereof convened and held on the 20th day of November, 1970, in accordance with its bylaws and pursuant to notice duly published and mailed in accordance with the laws of the State of Kansas, for the purpose of taking into consideration the foregoing Agreement of Merger, there was submitted to said stockholders at said meeting the foregoing Agreement of Merger between Hudson Oil Co., Inc., Hudson Oil Company of Missouri, Inc., a Kansas corporation, Hudson Oil Co. of U. S., Inc., a Kansas corporation, Penn Stations, Inc., a Kansas corporation, and Hudson Oil Co. Credit, Inc., a Kansas corporation; that at said meeting said Agreement of Merger was considered and a vote by ballot, in person or by proxy, was taken for the adoption or rejection of said Agreement of Merger, each share entitling the holder thereof to one vote; that 50 shares of the common stock of Hudson Oil Co., Inc., being all of the issued and outstanding capital stock of the corporation, were entitled to vote upon the proposition; that 50 shares of said common stock were represented at the meeting in person or by proxy and that 49 1/2 shares of said common stock voted for the adoption of said Agreement of Merger and 5 1/2 shares of said common stock voted for the rejection thereof; and that two thirds of the total number of shares of said common stock were voted in favor of the adoption of said Agreement of Merger.

IN WITNESS WHEREOF, I have hereunto affixed my signature and the seal of Hudson Oil Co., Inc. this 20<sup>th</sup> day of November, 1970.

[Corporate Seal]

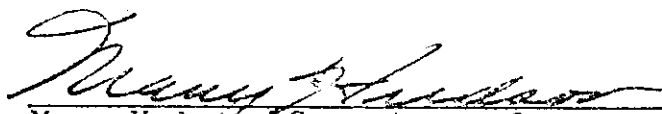
  
Winslow M. Cady, Secretary of  
Hudson Oil Co., Inc.

CERTIFICATE OF SECRETARY  
OF  
PENN STATIONS, INC.

I, MARY HUDSON, do hereby certify that I am the duly elected, qualified and acting secretary of Penn Stations, Inc., a Kansas corporation, and as such am in charge of its corporate records and seal; that at a special meeting of the stockholders thereof convened and held on the 20th day of November, 1970, in accordance with its bylaws and pursuant to notice duly published and mailed in accordance with the laws of the State of Kansas, for the purpose of taking into consideration the foregoing Agreement of Merger, there was submitted to said stockholders at said meeting the foregoing Agreement of Merger between Penn Stations, Inc., Hudson Oil Company of Missouri, Inc., a Kansas corporation, Hudson Oil Co. of U. S., Inc., a Kansas corporation, Hudson Oil Co., Inc., a Kansas corporation, and Hudson Oil Co. Credit, Inc., a Kansas corporation; that at said meeting said Agreement of Merger was considered and a vote by ballot, in person or by proxy, was taken for the adoption or rejection of said Agreement of Merger, each share entitling the holder thereof to one vote; that 100 shares of the common stock of Penn Stations, Inc., being all of the issued and outstanding capital stock of the corporation, were entitled to vote upon the proposition; that 100 shares of said common stock were represented at the meeting in person or by proxy and that 75 shares of said common stock voted for the adoption of said Agreement of Merger and 25 shares of said common stock voted for the rejection thereof; and that two thirds of the total number of shares of said common stock were voted in favor of the adoption of said Agreement of Merger.

IN WITNESS WHEREOF, I have hereunto affixed my signature and the seal of Penn Stations, Inc. this 20<sup>th</sup> day of November, 1970.

[Corporate Seal]

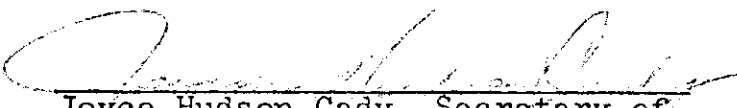
  
Mary Hudson, Secretary of  
Penn Stations, Inc.

CERTIFICATE OF SECRETARY  
OF  
HUDSON OIL CO. CREDIT, INC.

I, JOYCE HUDSON CADY, do hereby certify that I am the duly elected, qualified and acting secretary of Hudson Oil Co. Credit, Inc., a Kansas corporation, and as such am in charge of its corporate records and seal; that at a special meeting of the stockholders thereof convened and held on the 20th day of November, 1970, in accordance with its bylaws and pursuant to notice duly published and mailed in accordance with the laws of the State of Kansas, for the purpose of taking into consideration the foregoing Agreement of Merger, there was submitted to said stockholders at said meeting the foregoing Agreement of Merger between Hudson Oil Co. Credit, Inc., Hudson Oil Company of Missouri, Inc., a Kansas corporation, Hudson Oil Co. of U. S., Inc., a Kansas corporation, Hudson Oil Co., Inc., a Kansas corporation, and Penn Stations, Inc., a Kansas corporation; that at said meeting said Agreement of Merger was considered and a vote by ballot, in person or by proxy, was taken for the adoption or rejection of said Agreement of Merger, each share entitling the holder thereof to one vote; that 840 shares of the common stock of Hudson Oil Co. Credit, Inc., being all of the issued and outstanding capital stock of the corporation, were entitled to vote upon the proposition; that 340 shares of said common stock were represented at the meeting in person or by proxy and that 750 shares of said common stock voted for the adoption of said Agreement of Merger and 90 shares of said common stock voted for the rejection thereof; and that two thirds of the total number of shares of said common stock were voted in favor of the adoption of said Agreement of Merger.

IN WITNESS WHEREOF, I have hereunto affixed my signature and the seal of Hudson Oil Co. Credit, Inc. this 20<sup>th</sup> day of November, 1970.

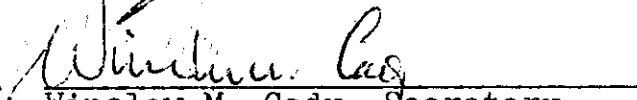
[Corporate Seal]

  
Joyce Hudson Cady, Secretary of  
Hudson Oil Co. Credit, Inc.

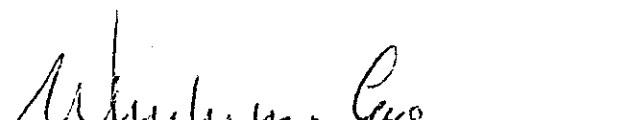
IN WITNESS WHEREOF, the duly authorized officers of HUDSON OIL COMPANY OF MISSOURI, INC., a Kansas corporation, HUDSON OIL CO. OF U. S., INC., a Kansas corporation, HUDSON OIL CO., INC., a Kansas corporation, PENN STATIONS, INC., a Kansas corporation, and HUDSON OIL CO. CREDIT, INC., a Kansas corporation, have duly executed the foregoing Agreement of Merger so adopted and certified and have affixed hereto the respective corporate seals of said corporations on this 20<sup>th</sup> day of November, 1970.


HUDSON OIL COMPANY OF  
MISSOURI, INC.

  
Mary Hudson, President

  
Winslow M. Cady, Secretary  
[Corporate Seal]

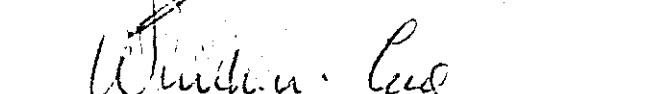
HUDSON OIL CO. OF U. S., INC.

  
Winslow M. Cady, President


  
Mary Hudson, Secretary  
[Corporate Seal]

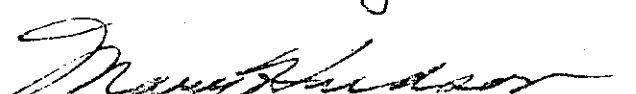
HUDSON OIL CO., INC.

  
Mary Hudson, President

  
Winslow M. Cady, Secretary  
[Corporate Seal]

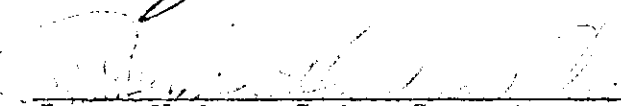
PENN STATIONS, INC.

  
Winslow M. Cady, President

  
Mary Hudson, Secretary  
[Corporate Seal]

HUDSON OIL CO. CREDIT, INC.

  
Mary Hudson, President

  
Joyce Hudson Cady, Secretary  
[Corporate Seal]



STATE OF Kansas }  
COUNTY OF Johnson } SS.

BE IT REMEMBERED, that on this 20th day of November, 1970, before me, the undersigned, a notary public within and for the County and State aforesaid, personally came MARY HUDSON, President of Hudson Oil Company of Missouri, Inc., a corporation duly organized, incorporated and existing under the laws of the State of Kansas, who is personally known to me to be such officer, and who is personally known to me to be the same person who executed, as such officer, the foregoing Agreement of Merger, and acknowledged the execution of the same as her act and deed, and the act, deed and agreement of said Hudson Oil Company of Missouri, Inc., and the seal thereto affixed to be the corporate seal of Hudson Oil Company of Missouri, Inc., duly affixed by its authority, and that the signing, sealing, acknowledgment and delivery of said Agreement of Merger was duly authorized by the directors of Hudson Oil Company of Missouri, Inc.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal on the day and year last above written.

Laurie Thiller  
Notary Public

My commission expires: June 7, 1971.

STATE OF Kansas }  
COUNTY OF Johnson } SS.

BE IT REMEMBERED, that on this 20th day of November, 1970, before me, the undersigned, a notary public within and for the County and State aforesaid, personally came WINSLOW M. CADY, President of Hudson Oil Co. of U. S., Inc., a corporation duly organized, incorporated and existing under the laws of the State of Kansas, who is personally known to me to be such officer, and who is personally known to me to be the same person who executed, as such officer, the foregoing Agreement of Merger, and acknowledged the execution of the same as his act and deed, and the act, deed and agreement of said Hudson Oil Co. of U. S., Inc., and the seal thereto affixed to be the corporate seal of Hudson Oil Co. of U. S., Inc., duly affixed by its authority, and that the signing, sealing, acknowledgment and delivery of said Agreement of Merger was duly authorized by the directors of Hudson Oil Co. of U. S., Inc.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal on the day and year last above written.

Laurie Thiller  
Notary Public

My commission expires: June 7, 1971.

STATE OF Kansas }  
COUNTY OF Johnson } SS.

BE IT REMEMBERED, that on this 20th day of November, 1970, before me, the undersigned, a notary public within and for the County and State aforesaid, personally came MARY HUDSON, President of Hudson Oil Co., Inc., a corporation duly organized, incorporated and existing under the laws of the State of Kansas, who is personally known to me to be such officer, and who is personally known to me to be the same person who executed, as such officer, the foregoing Agreement of Merger, and acknowledged the execution of the same as her act and deed, and the act, deed and agreement of said Hudson Oil Co., Inc., and the seal thereto affixed to be the corporate seal of Hudson Oil Co., Inc., duly affixed by its authority, and that the signing, sealing, acknowledgment and delivery of said Agreement of Merger was duly authorized by the directors of Hudson Oil Co., Inc.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal on the day and year last above written.

Dennis Thellie  
Notary Public

My commission expires: June 7, 1971.

STATE OF Kansas }  
COUNTY OF Johnson } SS.

BE IT REMEMBERED, that on this 20th day of November, 1970, before me, the undersigned, a notary public within and for the County and State aforesaid, personally came WINSLOW M. CADY, President of Penn Stations, Inc., a corporation duly organized, incorporated and existing under the laws of the State of Kansas, who is personally known to me to be such officer, and who is personally known to me to be the same person who executed, as such officer, the foregoing Agreement of Merger, and acknowledged the execution of the same as his act and deed, and the act, deed and agreement of said Penn Stations, Inc., and the seal thereto affixed to be the corporate seal of Penn Stations, Inc., duly affixed by its authority, and that the signing, sealing, acknowledgment and delivery of said Agreement of Merger was duly authorized by the directors of Penn Stations, Inc.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal on the day and year last above written.

Dennis Thellie  
Notary Public

My commission expires: June 7, 1971.

STATE OF Kansas }  
COUNTY OF Johnson } SS.

BE IT REMEMBERED, that on this 30th day of November, 1970, before me, the undersigned, a notary public within and for the County and State aforesaid, personally came MARY HUDSON, President of Hudson Oil Co. Credit, Inc., a corporation duly organized, incorporated and existing under the laws of the State of Kansas, who is personally known to me to be such officer, and who is personally known to me to be the same person who executed, as such officer, the foregoing Agreement of Merger, and acknowledged the execution of the same as her act and deed, and the act, deed and agreement of said Hudson Oil Co. Credit, Inc., and the seal thereto affixed to be the corporate seal of Hudson Oil Co. Credit, Inc., duly affixed by its authority, and that the signing, sealing, acknowledgment and delivery of said Agreement of Merger was duly authorized by the directors of Hudson Oil Co. Credit, Inc.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal on the day and year last above written.

Dennie Thiller  
Notary Public

My commission expires: June 7, 1971

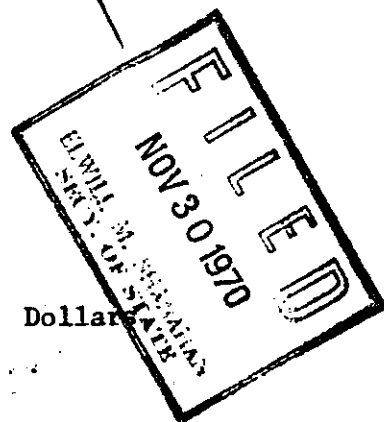
State of Kansas  
Secretary of State  
State House - Topeka 66612

Date: November 30, 1970

Received of HUDSON OIL CO., OF MISSOURI

TWO AND 50/100

fee for filing the within merger



Elwell M. Shanahan  
Secretary of State

By Hudson Oil Co.  
Assistant Secretary of State