



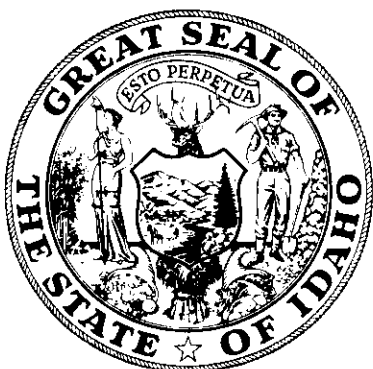
CERTIFICATE OF AUTHORITY
OF

SKYLINE OIL COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SKYLINE OIL COMPANY for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to SKYLINE OIL COMPANY to transact business in this State under the name SKYLINE OIL COMPANY and attach hereto a duplicate original of the Application for such Certificate.

Dated May 13, 19 32.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is _____

SKYLINE OIL COMPANY

2. *The name which it shall use in Idaho is _____

SKYLINE OIL COMPANY

3. It is incorporated under the laws of Nevada

4. The date of its incorporation is April 8, 1954 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

One East First Street, Reno, Nevada 89501

6. The address of its proposed registered office in Idaho is 300 North 6th Street

Boise, Idaho 83701

, and the name of its proposed

registered agent in Idaho at that address is C T CORPORATION SYSTEM

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Acquisition of oil and gas interests and other real property interests; exploration, production, processing and transportation of oil and gas; operation and maintenance of oil and gas properties and all other lawful activities related to the above.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>SEE ATTACHED RIDER</u>		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>2,000,000</u>	<u>common</u>	<u>\$1.00</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	common	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 14, 19 82

SKYLINE OIL COMPANY

By

H. P. Raveling
H. P. Raveling

Its Vice- President

and

R. C. Cunningham
R. C. Cunningham

Its Secretary

STATE OF TEXAS)

COUNTY OF HARRIS) ss:

I, Mary Frances Tice, a notary public, do hereby certify that on this 14th day of April, 19 82, personally appeared before me H. P. Raveling, who being by me first duly sworn, declared that he is the Vice-President of SKYLINE OIL COMPANY

that he signed the foregoing document as Vice-President of the corporation and that the statements therein contained are true.

MARY FRANCES TICE
Notary Public for the State of Texas
My Commission Expires 5-14-85

Mary Frances Tice
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

DIRECTORS

J. E. Bixby	P. O. Box 2521 Houston, Texas 77001
R. K. Dickinson	"
H. H. King	"
W. H. McCollough	"

OFFICERS

W. C. Lonquist	President	"
R. N. Holden	Executive Vice President	"
J. E. Bixby	Senior Vice President	"
H. H. King	Senior Vice President	"
Max D. Eliason	Senior Vice President	2000 University Club Bldg. Salt Lake City, UT 84111
J. B. Hipple	Vice President and Comptroller	P. O. Box 2521 Houston, Texas 77001
C. E. Fern	Vice President	"
H. P. Raveling	Vice President	"
H. T. Robinson	Deputy Comptroller	"
R. C. Cunningham	Secretary	"
P. C. Forbes	Treasurer and Assistant Secretary	"
R. L. Leal	Assistant Treasurer and Assistant Secretary	"

Corporate Secretary
January 1, 1982

OFFICERS (continued)

C. A. Griffin, Jr.	Assistant Secretary	First City National Bank Building Houston, Texas 77002
Clint W. Turner	Assistant Secretary	2000 University Club Bldg. Salt Lake City, UT 84111

Corporate Secretary
January 1, 1982

ARTICLES OF INCORPORATION
of
SKYLINE OIL COMPANY

FIRST. The name of this corporation is **SKYLINE OIL COMPANY.**

SECOND. Its principal office in the State of Nevada is located at No. 206 North Virginia Street, in the City of Reno, County of Washoe. The name and address of its resident agent is The Corporation Trust Company of Nevada, No. 206 North Virginia Street, Reno, Nevada.

THIRD. The nature of the business, or objects or purposes proposed to be transacted, promoted, and carried on by this corporation are:

(1) To produce, acquire, transport, buy, sell and otherwise dispose of and turn to account and deal and trade in petroleum of all grades, oil, gas, natural gas, carbon black, asphalt, bitumen and bituminous substances of all kinds, carbon and hydrocarbon products of all kinds, cokes, coal, salts, nitrates, uranium, phosphates, sulphur, thermal and medicinal waters, gold, silver, iron, lead, zinc, copper and all other metals, minerals and metallic substances, and all combinations thereof, and, in general, products of the earth and deposits, both sub-soil and surface, of every nature and description.

(2) To prospect, explore for, discover, drill for, extract, produce, separate, convert, concentrate, evaporate, refine, mine, mill, smelt, reduce, treat, manufacture, store, buy, sell, deal in, transport, handle and otherwise turn to account or dispose of each and every of the substances hereinabove specified, either in their natural forms or in any altered or manufactured form, whether in the shape of by-products or combinations or otherwise.

(3) To acquire by lease, purchase, contract, concession or otherwise, and to own, hold, develop, re-organize, explore, exploit, improve, operate, lease, let, enjoy, control, manage, or otherwise turn to account, mortgage, grant, sell, deal in, exchange, lease, convey or otherwise dispose of, in any country, possession, territory, state or locality, any and all real estate, lands, options, concessions, grants, land patents, oil and gas wells, oil leases, gas leases, oil royalties, gas royalties, franchises, deposits, mines, quarries, locations, claims, rights, privileges, easements, rights of way, tenements,

estates, hereditaments, interests, properties and reserves of every description and nature, whatsoever, which the corporation may deem wise and proper in connection with the conduct of any business or businesses enumerated in these Articles of Incorporation, or of any other business in which the corporation may lawfully engage, and to pay for the same in cash, property, or its own or other securities.

(4) To purchase or otherwise obtain, hold, store, exchange, sell, market, or otherwise dispose of and deal in crude petroleum, and derivatives thereof, and petroleum products.

(5) To manufacture, sell, transport, store, or otherwise turn to account, gas of any description, and to supply light, heat, and power by means of gas.

(6) To manufacture by steam power, water power, or otherwise, and to produce, sell and transport electricity, and to supply light, heat, and power by means of electricity.

(7) To construct, build, design, purchase, acquire, hold, own, equip, manage, operate, maintain, control, improve, enlarge, develop, appraise, value, pledge, mortgage, or create liens upon, turn to account, lease, sell, convey, or otherwise dispose of all refineries, houses, factories, buildings, or constructions of any nature, facilities, installations, plants, manufactories, mills, concentration facilities, machinery, appliances, equipment, implements, pumping and compressing stations, absorption plants, works, wells, tanks, water-works, reservoirs, canals, bridges, docks, piers, wharves, drydocks, bulkheads, mines, shafts, tunnels, construction and repair shops and plants, elevators, terminals, warehouses, storage plants, irrigation, sewage, heat, light and power plants and systems, transmission lines, hydraulic plants, roads, trams, tramways, railroads and railway plants, cars, tank cars, tankers, ships, tugs, lighters, barges, boats, vessels, pipelines, airplanes, and any other means or methods of land, water, or air transportation, including the carriage of passengers and freight, pumping stations, telephone and telegraph plants and systems, bridges, dams, embankments, canals, and gas, reclamation, drainage, sanitary, storage and water works, and all appliances and appurtenances thereof, of every kind and character, whatsoever, to the extent that the same are or may be authorized by the statutes under which the corporation is incorporated, and by the laws of any jurisdiction wherein any of the foregoing may be located.

(8) To engage in, carry on, administer, manage, purchase, acquire, terminate, sell or otherwise dispose of all kinds of refining, concentrating, treating, manufacturing, engineering, contracting, agriculture, stock or

cattle raising, real estate development and management, timber, lumber and lumber products, ship, vessel or boat building, dredging, wrecking and towing businesses, oil and gas lease brokerage, and all kinds of brokerage; to act as agent or factor for any person, firm, association or corporation; to manufacture, contract for, acquire, invest in, buy, own, store, distribute, transport, handle, pledge, mortgage, sell, assign, transfer, trade and deal in, exchange, and otherwise turn to account or dispose of products, substances, materials, goods, wares and merchandise and real and personal property of every description, whatsoever; and to exercise any and all powers connected with or relating to each and every of the above-named businesses or occupations.

(9) To purchase or otherwise acquire the whole or any part of the property, assets, business, good will and rights, and to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guaranties, liabilities and obligations of any person, firm, association, corporation or organization, and to pay for the same or any part or combination thereof in cash, shares of the capital stock, bonds, debentures, debenture stock, notes, or other obligations of the corporation, or otherwise, or by undertaking and assuming the whole or any part of the liabilities or obligations of the transferor; and to hold or in any manner dispose of the whole or any part of the property and assets so acquired, and to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management, and carrying on of such business.

(10) To acquire and pay for in cash, stocks, notes, or bonds of the corporation, or otherwise, the good will, rights, securities, assets and property (and to undertake or assume the whole or any part of the obligations or liabilities) of or belonging to any person, firm, association or corporation.

(11) To develop, acquire, apply for, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of the corporation.

(12) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock of, or any bonds, securities, or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, country, nation, or government, and, while the owner thereof, to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

(13) To borrow money and contract debts, when necessary, for the transaction of its business, or for the exercise of its corporate rights, privileges, or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for any other lawful objects.

(14) To purchase, hold, sell, and transfer the shares of its own capital stock, and use therefor its capital, capital surplus, surplus, or other property or funds; provided, it shall not use its funds or property for the purchase of its own shares of capital stock, when such use would cause any impairment of its capital; and provided further, that shares of its own capital stock, belonging to it, shall not be voted upon, directly or indirectly.

(15) To conduct business. have one or more offices, and hold, purchase, mortgage, and convey real and personal property, of every class and description, in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any foreign countries.

(16) To do all and every thing necessary, convenient, incidental, or proper for the accomplishment of the objects enumerated hereinbefore, or to the protection or benefit of the corporation; and, in general, to carry on any lawful business necessary, convenient, or incidental to the business of the corporation, whether or not such business is similar in nature to the objects hereinbefore set forth.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict, in any manner, the powers of the corporation.

FOURTH. The amount of the total authorized capital stock of the corporation is One Million Five Hundred Thousand Dollars (\$1,500,000), consisting of one million five hundred thousand shares of capital stock, all of one and the same class, of the par value of One Dollar (\$1) per share.

FIFTH. The capital stock, after the amount of the subscription price, or par value, has been paid in, shall be subject to no further assessment to pay debts of the corporation.

SIXTH. No stockholder, as such, shall have any preemptive or similar right to have first offered to him any part of any presently or hereafter authorized stock, or bonds, debentures or securities convertible into stock of the corporation which may at any time or times be issued, optioned or sold by the corporation. This provision shall operate to defeat all preemptive rights of any and all stock and classes of stock of the corporation now authorized, or which the corporation may hereafter be authorized to issue by any amendment or amendments to these Articles of Incorporation. Any and all stock of the corporation presently authorized, or which may hereafter be authorized, and any and all such bonds, debentures, or other securities may, at any time or from time to time, be issued, optioned, contracted for sale, sold or disposed of by the corporation to such persons, and upon such conditions, as may to the Board of Directors seem proper or advisable, without first being offered to the then existing stockholders.

SEVENTH. The members of the governing board shall be known as Directors, and the number thereof shall be not less than three nor more than eleven, the exact number to be fixed by the By-laws of the corporation; provided, that the number so fixed by the By-laws may be increased or decreased, within the limits above specified, from time to time, by amendment to the By-laws.

The names and post office addresses of the first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Preston M. Neilson	Atlas Building Salt Lake City, Utah
Rulon K. Neilson	Atlas Building Salt Lake City, Utah
J. Eastman Hatch	Continental Bank Building Salt Lake City, Utah

EIGHTH. The names and post office addresses of each of the incorporators signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Preston M. Neilson	Atlas Building Salt Lake City, Utah
Rulon K. Neilson	Atlas Building Salt Lake City, Utah
J. Eastman Hatch	Continental Bank Building Salt Lake City, Utah

NINTH. In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

Subject to the By-laws, if any, adopted by the stockholders, to make, alter, or amend the By-laws of the corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

From time to time to determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation (other than the original or duplicate stock ledger), or any of them, shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any accounts, books, or documents of the corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Directors.

By resolution or resolutions, passed by a majority of the whole Board, to designate one or more committees, each committee to consist of two or more of the Directors of the corporation, which, to the extent provided in said resolution or resolutions, or in the By-laws of the corporation, shall have, and may exercise, the powers of the Board of Directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to

be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the By-laws of the corporation, or as may be determined from time to time by resolution of the Board of Directors.

Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

TENTH. The corporation is to have perpetual existence.

ELEVENTH. Meetings of the stockholders may be held without the State of Nevada, if the By-laws so provide. Subject to the statutes of the State of Nevada, the books of the corporation may be kept outside of the State of Nevada, at such places as may be from time to time designated by the Board of Directors, or by the By-laws, of the corporation. The By-laws of the corporation shall specify the manner of giving notice of the holding of stockholders' meetings. The Directors of the corporation shall be elected at the annual meetings of the stockholders, and shall hold office for a term of one year and until their successors shall have been duly elected and qualified.

TWELFTH. The corporation, through its Board of Directors, shall have power to appoint such officers and agents as the affairs of the corporation shall require, and to allow such officers and agents and the members of the Board of Directors suitable compensation. The Board of Directors shall likewise have power to make By-laws not inconsistent with the Constitution or Laws of the United States or of the State of Nevada, for the management, regulation and government of its affairs and property and for the transfer of its stock, the

transaction of its business, and the calling and holding of meetings of its stockholders, and for such other purposes as may properly be incorporated in said By-laws. The stockholders may also make or adopt By-laws and amend By-laws at any meeting of the stockholders; provided, however, that the notice of such meeting shall give notice of the intent to adopt or change such By-law, and the Directors shall not have power to change any By-laws theretofore or previously adopted by the stockholders, but such By-laws adopted by the stockholders can only be changed by the vote of the majority of the stockholders present at any subsequent meeting, of which meeting notice of the proposed By-law or amendment thereto shall have been given. The Board of Directors may, by resolution, designate one or more of their number to constitute an executive committee, who, to the extent provided in such resolution or in the By-laws of the corporation, shall have and exercise the powers of the Board of Directors in the management of the business and affairs of the corporation. The Board of Directors shall have power to fill all vacancies occurring in the Board of Directors, the Directors thus appointed to hold office until the next annual meeting of the stockholders and until their successors shall have been duly elected and qualified.

THIRTEENTH. The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by these Articles of Incorporation; and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the original incorporators hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Nevada, and in pursuance of the Corporation Laws of the State of Nevada, and the Acts amendatory thereof and supplemental thereto, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

IN WITNESS WHEREOF, we accordingly have hereunto set our

hands and seals this 12th day of March, 1954.

Preston M. Neilson (SEAL)

Rulon K. Neilson (SEAL)

Eastman Hatch (SEAL)

In presence of:

James D. Rutherford

STATE OF UTAH)
: SS.
COUNTY OF SALT LAKE)

On this 12th day of March, 1954, before me, the undersigned, a Notary Public in and for the County of Salt Lake, State of Utah, personally appeared Preston M. Neilson, Rulon K. Neilson, and J. Eastman Hatch, known to me to be the persons described in and who executed the foregoing instrument and who acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

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

James D. Rutherford
Notary Public
In and for the County of Salt Lake, State
of Utah.

My commission expires: May 8, 1956

ARTICLES OF INCORPORATION
OF
SKYLINE OIL COMPANY

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Filed at the request of

ROBERT M. HILLSON

ATLAS BUILDING, SALT LAKE CITY, UTAH.

APR - 8 1954

JOHN HENRY Secretary of State

John Henry
Deputy Secretary of State

No. 292-1954

\$225.00 Filing Fee

The undersigned, REED G. SPJUT and MAX D. ELIASON, Vice President and Secretary, respectively, of Skyline Oil Company, a Nevada corporation, hereby certify that the following is a true and correct copy of certain preambles and resolutions duly adopted by the Stockholders of said Company, in accordance with the general corporation laws of the State of Nevada and with the Articles of Incorporation and By-laws of said Company, and recorded in the minutes of the Adjourned Annual Meeting of the Stockholders of said Company for the year 1962, held at the office of the Company, Atlas Building, Salt Lake City, Utah, at 2:30 o'clock in the afternoon on Thursday, the 20th day of December, 1962:

WHEREAS the Articles of Incorporation of this Company provide that the amount of the total authorized Capital Stock of this Company is One Million Five Hundred Thousand Dollars (\$1,500,000) consisting of 1,500,000 shares of Capital Stock, all of one and the same class, of the par value of One Dollar (\$1) per share; and

WHEREAS the Board of Directors of this Company consider it advisable for the Articles of Incorporation to be amended to increase the authorized Capital Stock to Two Million Dollars (\$2,000,000) consisting of 2,000,000 shares of Capital Stock, all of one and the same class, of the par value of \$1 per share; and

WHEREAS the stockholders of this Company agree that it is advisable to amend the Articles of Incorporation.

NOW, THEREFORE, BE IT RESOLVED that paragraph FOURTH of the Articles of Incorporation of Skyline Oil Company, which are dated the 12th day of March, 1954, is amended hereby so as to provide hereafter as follows:

FOURTH. The amount of the total authorized Capital Stock of the Corporation is Two Million Dollars (\$2,000,000), consisting of two million shares of Capital Stock, all of one and the same class, of the par value of One Dollar (\$1) per share.

The undersigned hereby further certify that there were, at the date of said Adjourned Annual Meeting of the Stockholders, issued and outstanding and entitled to be voted at said Meeting, a total of 1,177,617 shares of the Capital Stock of said Company and that said preambles and resolutions were unanimously adopted by the affirmative vote of 1,102,117 shares of the Capital Stock of said Company, which was the total number of shares of the

Capital Stock of said Company which were represented in person or by proxy and entitled to be voted at said Meeting.

WITNESS the hands of the undersigned and the seal of said Skyline Oil Company this 10th day of January, 1963.


Reed G. Spjut
Vice President


Max D. Eliason
Secretary

SEAL

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On the 10th day of January, 1963, personally appeared before me, a Notary Public in and for Salt Lake County, State of Utah, Reed G. Spjut and Max D. Eliason, known to me to be the persons described in and who executed the foregoing instrument, who acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.


Notary Public

My Commission expires November 7, 1964.

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
SKYLINE OIL COMPANY

FILED AT THE REQUEST OF
SKYLINE OIL COMPANY

ATLAS BLDG.,

SALT LAKE CITY, 1, UTAH

February 4, 1963
(DATE)

John Koontz

JOHN KOONTZ, SECRETARY OF STATE

BY

John R. Walburn
DEPUTY SECRETARY OF STATE

NO. 292-54

FILING FEE \$ 75.00

MERGING
ROCKY MOUNTAIN OIL SHALE CORPORATION
(a Nevada corporation)
Into
SKYLINE OIL COMPANY
(a Nevada corporation)
AS THE SURVIVING CORPORATION

Skyline Oil Company, a Nevada corporation, does hereby
certify that:

1. Skyline Oil Company owns all of the issued and outstanding Capital Stock of Rocky Mountain Oil Shale Company, a Nevada corporation.

2. At a Special Meeting of the Board of Directors of Skyline Oil Company, duly held, the following preambles and resolutions were adopted by a majority of said Board of Directors to merge Rocky Mountain Oil Shale Company into Skyline Oil Company:

WHEREAS this Company owns all of the issued and outstanding capital stock of Rocky Mountain Oil Shale Company, a Nevada corporation; and

WHEREAS it is deemed advisable and desirable that Rocky Mountain Oil Shale Company be merged with and into this Company.

NOW, THEREFORE, BE IT RESOLVED that pursuant to the provisions of Section 78,540 of the Nevada Revised Statutes, this Company hereby merges Rocky Mountain Oil Shale Company into itself and assumes all of the liabilities and obligations of Rocky Mountain Oil Shale Company and declares itself to be liable in the same manner as if it had itself incurred such liabilities and obligations.

RESOLVED FURTHER that all of the estate, property, rights, privileges, and franchises of Rocky Mountain Oil Shale Company are hereby vested in and are to be held and enjoyed by this Company as fully and entirely and without change or diminution as the same were before held and enjoyed by Rocky Mountain Oil Shale Company and to be managed and controlled by this Company, in the name of this Company, but subject to all liabilities and obligations of Rocky Mountain Oil Shale Company and the rights of all creditors thereof.

RESOLVED FURTHER, that the President or a Vice President and the Secretary or Treasurer of this Company be, and they hereby are, authorized and directed to execute, verify and file in the office of the Secretary of State of the State of Nevada a certificate of this Company's ownership of Rocky Mountain Oil Shale Company, in this Company's name and under its corporate seal, and setting forth a copy of this resolution of this Board of Directors to merge Rocky Mountain Oil Shale Company into this Company and to assume all of its

obligations and the date of the adoption thereof, and to take all such other and further action as they deem necessary and proper to consummate the merger of Rocky Mountain Oil Shale Company into this Company.

3. Said Special Meeting of the Board of Directors of Skyline Oil Company was held at 1435 Circle Way, Salt Lake City, Utah at eight o'clock in the evening on Wednesday, the 12th day of April, 1965; the number of directors of Skyline Oil Company is five; all five of said directors signed a Consent and Waiver of Notice for said Special Meeting; three of said directors attended said meeting and all three of such attending directors voted in favor of the adoption of said preambles and resolutions.

IN WITNESS WHEREOF, Skyline Oil Company has executed this Certificate on the 14th day of April, 1967.

SKYLINE OIL COMPANY

By Reed G. Spjut
Reed G. Spjut
Vice President

SEAL

By Max D. Eliason
Max D. Eliason
Secretary

ACKNOWLEDGMENT

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On the 14th day of April, 1967, personally appeared before me Reed G. Spjut and Max D. Eliason who, being by me duly sworn, did say that they are Vice President and Secretary, respectively, of Skyline Oil Company and that said instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors, and said Reed G. Spjut and Max D. Eliason acknowledged to me that said corporation executed the same.

My Commission Expires:

My Commission expires November 4, 1968

Jenneth A. [Signature]
Notary Public

Residing at Salt Lake City, Utah

CERTIFICATE OF OWNERSHIP

MERGING

ROCKY MOUNTAIN OIL SHALE CORPORATION
(A Nevada Corporation)

INTO

SKYLINE OIL COMPANY
(A Nevada Corporation)

INDEXED

3 pages

FILED AT THE REQUEST OF
United States Corporation
Company
Virginia & Truckee Bldg.
Carson City, Nev.

May 16, 1967
(DATE)

John Koontz

JOHN KOONTZ, SECRETARY OF STATE

John F. Woodman
(BY) DEPUTY SECRETARY OF STATE

No. 292-54

FILING FEE \$ 25.00

SKYLINE OIL COMPANY

CERTIFICATE OF OWNERSHIP

Skyline Oil Company, a Nevada corporation, does hereby certify that:

1. Skyline Oil Company owns all of the issued and outstanding Capital Stock of American Oil Shale Corporation, a Nevada corporation.
2. At a Special Meeting of the Board of Directors of Skyline Oil Company, duly held, the following preambles and resolutions were adopted by a majority of said Board of Directors to merge American Oil Shale Corporation and to assume all of its obligations:

WHEREAS this Company owns all of the issued and outstanding capital stock of American Oil Shale Corporation, a Nevada corporation; and

WHEREAS it is deemed advisable and desirable that American Oil Shale Corporation be merged with and into this Company.

NOW, THEREFORE, BE IT RESOLVED that pursuant to the provisions of Section 78.540 of the Nevada Revised Statutes, this Company hereby merges American Oil Shale Corporation into itself and assumes all of the liabilities and obligations of American Oil Shale Corporation and declares itself to be liable in the same manner as if it had itself incurred such liabilities and obligations.

RESOLVED FURTHER that all of the estate, property, rights, privileges, and franchises of American Oil Shale Corporation are hereby vested in and are to be held and enjoyed by this Company as fully and entirely and without change or diminution as the same were before held and enjoyed by American Oil Shale Corporation and to be managed and controlled by this Company, in the name of this Company, but subject to all liabilities and obligations of American Oil Shale Corporation and the rights of all creditors thereof.

RESOLVED FURTHER, that the President or a Vice President and the Secretary or Treasurer of this Company be, and they hereby are, authorized and directed to execute, verify and file in the office of the Secretary of State of the State of Nevada a certificate of this Company's ownership of American Oil Shale Corporation, in this Company's name and under its corporate seal, and setting forth a copy of this resolution of this Board of Directors to merge American Oil Shale Corporation into this Company and to assume all of its obligations and the date of the adoption thereof, and to take all such other and further action as they deem necessary and proper to consummate the merger of American Oil Shale Corporation into this Company.

3. Said Special Meeting of the Board of Directors of Skyline Oil Company was held at 20 Broad Street, New York, New York, at 11 o'clock in the morning on Wednesday, the 20th day of May, 1964; the number of directors of Skyline Oil Company is four; all four of said directors signed a Consent and Waiver of Notice for said Special Meeting; three of said directors attended said meeting and all three of such attending directors voted in favor of the adoption of said preambles and resolutions.

IN WITNESS WHEREOF, Skyline Oil Company has executed this Certificate on the 22nd day of May, 1964.

SKYLINE OIL COMPANY

By Reed G. Spjut
Reed G. Spjut
Vice President

SEAL

By Max D. Eliason
Max D. Eliason
Secretary

ACKNOWLEDGMENT

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On the 22nd day of May, 1964, personally appeared before me Reed G. Spjut and Max D. Eliason who, being by me duly sworn, did say that they are Vice President and Secretary, respectively, of Skyline Oil Company and that said instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors, and said Reed G. Spjut and Max D. Eliason acknowledged to me that said corporation executed the same.

My Commission Expires:

Notary Public

Residing at

1111 E. 1st St. Salt Lake City, Utah

CERTIFICATE OF OWNERSHIP

MERGING

AMERICAN OIL SHALE CORPORATION
(a Nevada corporation)

INTO

SKYLINE OIL COMPANY
(a Nevada corporation)

INDEXED

FILED AT THE REQUEST OF
SKYLINE OIL COMPANY

Atlas Building

Salt Lake City 1, Utah

May 28, 1964
(DATE)

John Koontz

JOHN KOONTZ, SECRETARY OF STATE

John T. Walden
(BY) DEPUTY SECRETARY OF STATE

No. 292-54

FILED FEE \$ 25.00

C E R T I F I C A T E

The undersigned, MAX D. ELIASON and ROBERT G. VERNON, Vice President and Assistant Secretary, respectively, of Skyline Oil Company, a Nevada corporation, hereby certify that the following is a true and correct copy of certain preambles and resolutions duly adopted by the Stockholders of said Company, in accordance with the general corporation laws of the State of Nevada and with the Articles of Incorporation and By-laws of said Company, and recorded in the minutes of the Special Meeting of the Stockholders of said Company held at the office of the Company, 422 Atlas Building, Salt Lake City, Utah, at 2 o'clock in the afternoon on Monday, the 24th day of March, 1969:

WHEREAS, the Nevada Revised Statutes and the Articles of Incorporation of this Company both provide that the written consent or affirmative vote of at least a majority of the voting stock issued and outstanding shall empower the Board of Directors at any meeting to sell, lease or exchange all the property and assets of the corporation, and the Nevada Revised Statutes provide for approval of a merger or consolidation agreement by the votes of stockholders of each constituent corporation representing not less than a majority of each class of the issued and outstanding shares of each constituent corporation, and the Nevada Revised Statutes further provide that the certificate or articles of incorporation may require a larger vote of stockholders for the approval of a merger or consolidation agreement or authorization of the Board of Directors to sell, lease or exchange all of the Company's property and assets; and

WHEREAS, the stockholders of this Company consider it advisable for the Articles of Incorporation to be amended to increase to two-thirds the vote required to authorize the Board of Directors to sell, lease or exchange all of the property and assets of the corporation, or to approve a merger or consolidation agreement;

NOW, THEREFORE, BE IT RESOLVED that the Articles of Incorporation of this Company are amended hereby by (a) deleting the last paragraph of ARTICLE NINTH and (b) adding a new ARTICLE FOURTEENTH providing as follows:

FOURTEENTH. A merger or consolidation of this corporation shall be approved, and a sale, lease or exchange of all or substantially all of the property and assets of this corporation shall be authorized, only upon the affirmative vote at a meeting duly called and held of the holders of not less than two-thirds of the shares of capital stock issued and outstanding and entitled to vote

RESOLVED, that the officers and Directors of this Company are authorized hereby to take any and all actions and to file all documents which they consider to be necessary or convenient to carry out the purposes and intent of these resolutions.

The undersigned hereby further certify that there were, at the date of said Special Meeting of the Stockholders, issued and outstanding and entitled to be voted at said Meeting, a total of 1,217,461 shares of the Capital Stock of said Company and that said proambles and resolutions were unanimously adopted by the affirmative vote of 1,052,569 shares of the Capital Stock of said Company, which was the total number of shares of the Capital Stock of said Company which were represented in person or by proxy and entitled to be voted at said Special Meeting.

WITNESS the hands of the undersigned and the seal of said Skyline Oil Company this 24th day of March, 1969.



Max D. Eliason
Vice President



Robert G. Vernon
Assistant Secretary

SEAL

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On the 24th day of March, 1969, personally appeared before me, a Notary Public in and for Salt Lake County, State of Utah, Max D. Eliason and Robert G. Vernon, known to me to be the persons described in and who executed the foregoing instrument, who acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.


Notary Public

My Commission Expires:

March 28, 1972

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
SKYLINE OIL COMPANY

INDEXED

FILED AT THE REQUEST OF
MAX D. ELIASON
418 Atlas Building
Salt Lake City, Utah

March 27, 1969
(DATE)

John Koontz

JOHN KOONTZ, SECRETARY OF STATE

John D. Walker
(BY) DEPUTY SECRETARY OF STATE

No. 292-54

FILING FEE \$ 20.00

DEC 9 1969

C E R T I F I C A T E

JOHN KOONTZ - SECRETARY OF STATE

John Koontz
No. 292-54

The undersigned, MAX D. ELIASON and ROBERT G. VERNON, Vice President and Assistant Secretary, respectively, of Skyline Oil Company, a Nevada corporation, hereby certify that the following is a true and correct copy of certain resolutions duly adopted by the Stockholders of said Company, in accordance with the general corporation laws of the State of Nevada and with the Articles of Incorporation and By-laws of said Company, and recorded in the minutes of the Adjourned Annual Meeting of the Stockholders of said Company held at the Hotel Utah, Salt Lake City, Utah, at 10 o'clock in the morning on Friday, the 21st day of November, 1969:

RESOLVED, that Article FOURTEENTH of the Articles of Incorporation of this Company hereby is amended by the addition to the end thereof of the following sentence:

Notwithstanding any other provision of the Articles of Incorporation or the by-laws of the corporation, the vote of the holders of not less than two-thirds of the shares of capital stock issued and outstanding and entitled to vote thereon shall be required to amend, alter, change or repeal this Article FOURTEENTH.

RESOLVED FURTHER, that the officers and Directors of this Company are authorized hereby to take any and all actions and to file all documents which they consider to be necessary or convenient to carry out the purposes and intent of these resolutions.

The undersigned hereby further certify that there were, at the date of said Adjourned Annual Meeting of the Stockholders, issued and outstanding and entitled to be voted at said Meeting, a total of 1,249,461 shares of the Capital Stock of said Company and that said resolutions were adopted by the affirmative vote of 843,066 shares of the Capital Stock of said Company, with 55,925 shares being voted against said resolutions.

WITNESS the hands of the undersigned and the seal of
said Skyline Oil Company this 1st day of December, 1969.

Max D. Eliason
Max D. Eliason
Vice President

Robert G. Vernon
Robert G. Vernon
Assistant Secretary

SEAL.

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On the 1st day of December, 1969, personally appeared
before me, a Notary Public in and for Salt Lake County, State of Utah,
Max D. Eliason and Robert G. Vernon, known to me to be the persons
described in and who executed the foregoing instrument, who acknow-
ledged to me that they executed the same freely and voluntarily and for
the uses and purposes therein mentioned.

Lillian Woolsey
Notary Public

My Commission Expires:

March 28, 1972

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SKYLINE OIL COMPANY

INDEXED

FILED AT THE REQUEST OF
Robert G. Vernon
Skyline Oil Co.
Atlas Bldg.

Salt Lake City, Utah 84101

December 9, 1969
(DATE)

John Koontz

JOHN KOONTZ, SECRETARY OF STATE

John A. Williams
(BY) DEPUTY SECRETARY OF STATE

No 292-54

FILING FEE \$ 20.00

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

APR 29 1977

PLAN OF MERGER
OF
TESUB, INC.
AND
SKYLINE OIL COMPANY

WIL SWACKHAMER - SECRETARY OF STATE

W. D. Swackhamer
No. 292-54

PLAN OF MERGER (this "Plan"), dated as of April 26, 1977, between TESUB, Inc., a Nevada corporation ("TESUB"), and Skyline Oil Company, a Nevada corporation ("Skyline" or the "Surviving Company"). TESUB and Skyline are hereinafter collectively called the "Merging Companies".

WITNESSETH:

WHEREAS, Skyline is a corporation duly organized and existing under the laws of the State of Nevada with an authorized capital of 2,000,000 shares of capital stock, \$1.00 par value ("Skyline Stock"), of which 1,243,661 shares (excluding 50,000 treasury shares) are issued and outstanding; and

WHEREAS, TESUB is a corporation duly organized and existing under the laws of the State of Nevada with an authorized capital of 1,000 shares of capital stock, \$1.00 par value ("TESUB Stock"), all of which 1,000 shares are issued and outstanding and are owned by Texas Eastern Corporation, a Delaware corporation ("Texas Eastern"), which has an authorized capital of 40,000,000 shares of common stock, \$3.50 par value ("Texas Eastern Common Stock"), of which at February 4, 1977, 24,310,080 shares (excluding 40,307 treasury shares) were issued and outstanding, and 10,000,000 shares of preferred stock, \$1.00 par value, of which at such date no shares were issued and outstanding; and

WHEREAS, the merger provided for by this Plan has been approved by the affirmative vote by ballot of the owners of record of not less than two-thirds of each class of the outstanding shares of the capital stock of each of the Merging Companies in the manner required by law and their respective Articles of Incorporation; and

WHEREAS, Skyline, Texas Eastern and TESUB have entered into an Agreement and Plan of Reorganization dated as of March 1, 1977 (the "Agreement"), which contemplates the merger provided for by this Plan and the issuance by Texas Eastern of shares of its Common Stock in conversion of and exchange for shares of Skyline Stock as described in paragraph 4 hereof;

NOW, THEREFORE, for and in consideration of the premises and of the covenants and agreements hereinafter set forth, the parties hereto covenant and agree that:

1. On the Effective Date (as hereinafter defined) TESUB shall be merged with and into Skyline, which shall continue to be governed by the laws of the State of Nevada. Such merger shall be pursuant to the provisions of and with the effect provided in the Nevada General Corporation Law.
2. On the Effective Date the Articles of Incorporation and By-laws of Skyline shall be the Articles of Incorporation and By-laws of the Surviving Company.
3. On the Effective Date the corporate existence of TESUB and Skyline shall, as provided in the Nevada General Corporation Law, be merged into and continued in the Surviving Company. The established offices and facilities of TESUB and Skyline immediately prior to the merger shall become the established offices and facilities of the Surviving Company. All rights, franchises and interests of TESUB and Skyline, respectively, in and to every type of property (real, personal and mixed) and choses in action shall be transferred to and vested in the Surviving Company by virtue of such merger.

without any deed or other transfer. On the Effective Date the Surviving Company, without any order or other action on the part of any court or otherwise, shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Merging Companies; and all and singular, the rights, privileges, powers and franchises of each of the Merging Companies, and all property, real, personal and mixed, of each of such companies, and all debts due to either of said companies on whatever account, as well for stock subscriptions as all other things in action or belonging to each of said companies, shall be vested in the Surviving Company; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Company as they were of the several and respective Merging Companies, and the title to any real or personal property, whether by deed or otherwise vested in either of the Merging Companies, shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of either of the Merging Companies shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the time of the merger, and all debts, liabilities and duties of the respective Merging Companies shall thenceforth attach to the Surviving Company and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Company.

4. The mode of carrying into effect and the manner and basis of converting or exchanging the shares of each of the Merging Companies into shares of the Surviving Company or shares of Texas Eastern shall be as follows:

(a) Each share of Skyline Stock which shall be outstanding (other than shares held in the treasury of Skyline) immediately prior to the Effective Date and all rights in respect thereof shall, without any action on the part of the holder thereof, be converted at the Effective Date into and exchanged for 0.3817244 of a share of Texas Eastern Common Stock. Each share of Skyline Stock held in the treasury of Skyline immediately prior to the Effective Date shall not be converted and exchanged but shall automatically be cancelled at the Effective Date.

(b) Each share of TESUB Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, be automatically cancelled and converted into one fully paid and nonassessable share of Skyline Stock, so that all of the issued and outstanding Skyline Stock after the Effective Date shall consist of 1,000 shares, all of which shares shall be held by Texas Eastern. Skyline shall at the Effective Date repay to Texas Eastern the \$1,000 acquired by Skyline in the merger with TESUB which had been paid by Texas Eastern to TESUB for its capital stock.

(c) After the Effective Date each holder of an outstanding certificate or certificates which prior thereto represented shares of Skyline Stock shall surrender the same and such holder shall be entitled, upon such surrender, to receive in exchange therefor a certificate or certificates representing the number of whole shares of Texas Eastern Common Stock into and for which the shares of Skyline Stock so surrendered shall have been converted and exchanged as aforesaid. Until so surrendered each such outstanding certificate which prior to the Effective Date represented shares of Skyline Stock shall for all purposes, other than the payment of dividends or other distributions, if any, to holders of record of shares of Texas Eastern Common Stock, evidence the ownership of the shares of Texas Eastern Common Stock into and for which such shares have been so converted and exchanged; provided, however, that upon surrender of such certificate or certificates theretofore representing shares of Skyline Stock, there shall be paid to the record holder or holders of the certificate or certificates of Texas Eastern Common Stock issued in exchange therefor the amount (without interest thereon) of such dividends and other distributions, if any, which theretofore have become payable with respect to the number of the whole shares of Texas Eastern Common Stock represented thereby.

(d) No fractional shares of Texas Eastern Common Stock shall be issued. If any holder of shares of Skyline Stock would otherwise be entitled to a fractional share upon the conversion or exchange of such shares, Texas Eastern (i) will deliver to a bank or trust company designated by Texas Eastern (hereinafter referred to as the "Exchange Agent"), for the account of the respective holders of Skyline Stock who would otherwise be entitled to receive a fractional interest in a share of Texas Eastern Common Stock, a certificate registered in the name of the Exchange Agent, or in the name of its nominee, for the aggregate number of shares of Texas Eastern Common Stock covering all fractional interests to which holders of Skyline Stock may be entitled, and (ii) will promptly mail to each such holder an order form by which he may instruct the Exchange Agent, as his agent, (1) to buy sufficient additional fractional interests to entitle him to a full share of Texas Eastern Common Stock, or (2) to sell his fractional interest upon the understanding that, in carrying out the instructions of such holder, the Exchange Agent will offset such purchase and sell orders to the extent practicable and that any shares of Texas Eastern Common Stock held by the Exchange Agent at the close of business 45 days after the Effective Date of the merger in respect of outstanding fractional interests will be sold promptly by it for the account of the holders of said fractional interests and thereafter for a period of six years after the Effective Date of the merger the Exchange Agent will pay to each such holder, upon surrender of his certificate or certificates of Skyline Stock, his pro rata share of the proceeds of such sale without interest. The proceeds, if any, of such sale remaining after the expiration of such six year period shall be paid over to and shall become the property of Texas Eastern, free and clear of all claims or interests of any persons previously entitled thereto. The order form shall not entitle such holders to any voting, dividend or other rights of stockholders of Texas Eastern and shall not be transferable except as shall be provided therein. Notwithstanding the foregoing, further rules and regulations concerning the settlement of fractional share interests otherwise issuable, not inconsistent with this Plan, may be adopted by the parties hereto.

(e) All rights of the holders of outstanding certificates of Skyline Stock under this Plan will be determined from the stock records of Skyline shown at the close of business on the Effective Date.

(f) If any certificate for Texas Eastern Common Stock is to be issued in a name other than that in which the certificate for Skyline Stock surrendered for exchange is registered, it shall be a condition of such exchange that the certificate so surrendered shall be properly endorsed or shall otherwise be in proper form for transfer and that the person requesting such exchange shall pay to the Exchange Agent any transfer or other taxes required by reason of the issuance of such Texas Eastern Common Stock in any name other than that of the registered holder of the certificate surrendered, or establish to the satisfaction of the Exchange Agent that such tax has been paid or is not applicable.

5. The names of the persons who shall constitute the Board of Directors of the Surviving Company at the Effective Date of the merger are as follows: Bruce Jones, H. J. Bickel, H. H. King, Jack D. Head, W. C. Lonquist and W. H. McCollough, unless, prior to the Effective Date of the merger, any one or more of such persons shall die or refuse or become unable to serve, in which event the remaining persons shall be the directors of the Surviving Company at the Effective Date of the merger, and any vacancy occurring by reason of death, refusal or inability to serve shall be filled as provided in the By-laws of the Surviving Company. The mailing address of each such person is Southern National Bank Building, Houston, Texas 77002. The directors of the Surviving Company shall hold office subject to the provisions of the laws of the State of Nevada and of the Articles of Incorporation and By-laws of the Surviving Company.

6. The names and titles of the first officers of the Surviving Company, who shall hold office until their respective successors shall have been elected and qualified, are as follows:

<u>Name</u>	<u>Title</u>
W. C. Lonquist	President
R. N. Holden	Executive Vice President
Max D. Eliason	Senior Vice President
J. E. Bixby	Vice President and Chief Financial Officer
H. J. Bickel	Vice President
Jack D. Head	Vice President and General Counsel
H. H. King	Vice President
C. E. Morrison	Comptroller
H. T. Robinson	Deputy Comptroller
J. B. Hipple	Treasurer and Assistant Secretary
J. W. Butler	Secretary and Assistant Treasurer
J. B. White, Jr.	Assistant Secretary and Assistant Treasurer
C. A. Griffin, Jr.	Assistant Secretary
F. R. Qualls	Assistant Secretary
D. C. Shreve	Assistant Secretary

The address of Mr. Eliason is 418 Atlas Building, Salt Lake City, Utah 84101. The address of Mr. Griffin is 2100 First City National Bank Building, Houston, Texas 77002. The address of Mr. White is 525 Milam, Shreveport, Louisiana 71101. The address of each of the other persons named above is Southern National Bank Building, Houston, Texas 77002.

7. This Plan and the Agreement may be terminated at any time on or prior to the Effective Date whether before or after action thereon by the stockholders of Skyline as provided in Article VIII of the Agreement.

8. The Merger shall become effective on the date this Plan is filed in the office of the Secretary of the State of Nevada (such date being herein called the "Effective Date").

SKYLINE OIL COMPANY

By

Ruben K. Nelson

By

Arvid J. Neilson

By

J. Eastman Hatch

By

Max D. Eliason

TESUB, INC.

By

H. J. Bickel

By

H. H. King

By

W. C. Lonquist

By

W. H. McCollough

5

I, Robert G. Vernon, Secretary of Skyline Oil Company, a corporation organized and existing under the laws of the State of Nevada, hereby certify, as such Secretary and under the seal of the said corporation, that the Plan of Merger dated as of April 26, 1977 between Skyline Oil Company and TESUB, Inc. to which this certificate is attached, was duly submitted to the stockholders of Skyline Oil Company at the Special Meeting of said stockholders called and held after not less than 10 nor more than 60 days' notice by mail as provided by Section 78.470 of the Nevada General Corporation Law on the 26th day of April, 1977, for the purpose, among other things, of considering and taking action upon the proposed Plan of Merger; that 1,243,661 shares of Capital Stock, \$1.00 par value, were on said date issued and outstanding and entitled to vote; that the proposed Plan of Merger was approved by the affirmative vote by ballot, in person or by proxy, of the holders of in excess of two-thirds of the total number of shares of the issued and outstanding Capital Stock of said corporation, and that thereby the Plan of Merger was at said meeting duly adopted as the act of the stockholders of Skyline Oil Company and the duly adopted agreement of said corporation.

WITNESS my hand and the seal of said Skyline Oil Company on this 27th day of April, 1977.

Robert G. Vernon

Secretary

(Seal)

I, J. B. Hipple, Assistant Secretary of TESUB, Inc., a corporation organized and existing under the laws of the State of Nevada, hereby certify, as such Assistant Secretary and under the seal of said corporation, that the Plan of Merger dated as of April 26, 1977 between TESUB, Inc. and Skyline Oil Company to which this certificate is attached was duly consented to in writing by Texas Eastern Corporation, the holder of all the issued and outstanding shares of TESUB, Inc. in accordance with Section 78.320 of the Nevada General Corporation Law, and thereby said Plan of Merger was duly adopted as the act of the stockholders of TESUB, Inc. and the duly adopted agreement of said corporation.

WITNESS my hand and the seal of said TESUB, Inc. on this 27th day of April, 1977.

J. B. Hipple

Assistant Secretary

(Seal)

The above Plan of Merger, having been approved by the Board of Directors of each corporate party thereto, and having been adopted separately by the stockholders of each corporate party thereto, in accordance with the provisions of the Nevada General Corporation Law, and that fact having been certified on said Plan of Merger by the Secretary or Assistant Secretary of each corporate party thereto, the President of Skyline Oil Company and the Vice President of TESUB, Inc. do now hereby execute the said Plan of Merger under the corporate seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each said corporations, on this 27th day of April, 1977.

SKYLINE OIL COMPANY

By Robert K. Nelson
President

(Seal)

Attest:

Robert G. Vernon
Secretary

TESUB, Inc.

By H. H. King
Vice President

(Seal)

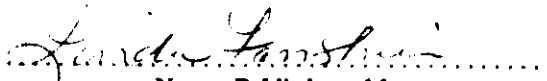
Attest:

J. B. Hyslop
Assistant Secretary

THE STATE OF TEXAS }
COUNTY OF HARRIS }

BE IT REMEMBERED that on this 27th day of April, 1977, personally came before me LINDA LANSBURY, a Notary Public in and for the county and state aforesaid, H. H. KINSE, Vice President of TESUB, Inc., a corporation of the State of Nevada and one of the corporations described in and which executed the foregoing Plan of Merger, known to me personally to be such, and he the said H. H. KINSE as such Vice President duly executed said Plan of Merger before me and acknowledged said Plan of Merger to be the act, deed and agreement of said TESUB, Inc.; that the facts stated in said Plan of Merger are true; that the signatures of the said Vice President and the Assistant Secretary of said corporation to said foregoing Plan of Merger are in the handwriting of the said Vice President and Assistant Secretary of said TESUB, Inc. and that the seal affixed to said Plan of Merger is the common corporate seal of said corporation.

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



Notary Public in and for
Harris County, TEXAS

My Commission Expires: JUNE 1, 1977

(Seal)

THE STATE OF TEXAS }
COUNTY OF HARRIS }

BE IT REMEMBERED that on this 27th day of April, 1977, personally came before me LINDA LANSBURY, a Notary Public in and for the county and state aforesaid, Rulon K. Neilson, President of Skyline Oil Company, a corporation of the State of Nevada and one of the corporations described in and which executed the foregoing Plan of Merger, known to me personally to be such, and he the said Rulon K. Neilson, as such President duly executed said Plan of Merger before me and acknowledged said Plan of Merger to be the act, deed and agreement of said Skyline Oil Company; that the facts stated in said Plan of Merger are true; that the signatures of the said President and the Secretary of said corporation to said foregoing Plan of Merger are in the handwriting of the said President and Secretary of said Skyline Oil Company and that the seal affixed to said Plan of Merger is the common corporate seal of said corporation.

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



Notary Public in and for
Harris County, TEXAS

My Commission Expires: JUNE 1, 1977

(Seal)

AGREEMENT OF MERGER

MERGING

TESUB, Inc.
(A Nevada Corporation)

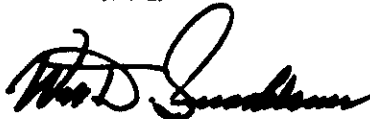
Into

SKYLINE OIL COMPANY
(A Nevada Corporation)

FILED AT THE REQUEST OF

Woodburn, Forman, Wedge, Blakey, Folsom & H...
~~Attorneys-at-Law~~
One East First Street, Reno, Nevada 89501

April 29, 1977
(DATE)



WM. D. SWACKHAMER, SECRETARY OF STATE

(BY) DEPUTY SECRETARY OF STATE

No. 292-54

FILING FEE \$ 25.00