

474

**ELEVENTH:** There shall be no conversion of shares of Esso or of Carter into shares of the Corporation. All shares of Esso and of Carter shall be cancelled. The one thousand (1,000) shares of Humble now issued and outstanding shall remain outstanding as shares of the capital stock of the Corporation.

**TWELFTH:** The by-laws of Humble shall remain and as in effect at the date of this Agreement shall be the by-laws of the Corporation until the same shall be altered, amended or repealed as therein provided.

**THIRTEENTH:** The first Board of Directors of the Corporation after the date when the merger provided for herein shall become effective shall be the Directors of Humble in office when this Agreement becomes effective.

The first annual meeting of the stockholders of the Corporation held after the date when this Agreement becomes effective shall be the annual meeting provided or to be provided by the by-laws for the year 1960.

All persons who at the effective date of the merger provided for in this Agreement shall be officers of Humble, shall be and remain like officers of the Corporation until the Board of Directors of the Corporation shall otherwise determine.

**FOURTEENTH:** This Agreement of Merger shall be effective as of the close of business December 31, 1959. Thereupon the Corporation shall possess all the rights, privileges, powers and franchises as well of a public as a private nature and be subject to all restrictions, disabilities and duties of each of the corporations, parties to this Agreement, and all and singular, the rights, privileges, powers and franchises of each of said corporations and all property, real, personal and mixed, and all debts due to each of said corporations on whatever account shall be vested in the Corporation; and all property rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectively the property of the Corporation as they were of the several and respective corporations, parties to this Agreement, and the title to any real estate, whether by deed or otherwise, vested in any of said corporations, parties hereto, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of each of said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of Esso and Carter, the corporate parties of the second and third part respectively, shall thenceforth attach to the Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

If at any time the Corporation shall consider or be advised that any further assignments or assurance in law or any things are necessary or desirable to vest in the Corporation, according to the terms of this Agreement, the title to any property or rights of Esso or Carter, the proper officers or Directors of Esso or Carter shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Corporation, and otherwise to carry out the purposes of this Agreement of Merger.

**FIFTEENTH:** Upon the adoption of this Agreement by Standard Oil Company, a New Jersey corporation, the sole owner of all of issued and outstanding shares of stock of Humble, Esso and Carter, that fact shall be duly certified hereon by the Secretary of each of the corporations, parties hereto, under its corporate seal; and this Agreement so adopted and certified thereupon shall be signed by the President and Secretary of each of such corporations under its corporate seal and be duly acknowledged by the President of each of such corporations. This Agreement so certified and acknowledged shall be filed in the Office of the Secretary of State of Delaware and a copy thereof duly certified by said Secretary of State shall be recorded in the Office of the Recorder of Deeds for New Castle County, Delaware, and shall be filed in the Office of the Secretary of