

477

CERTIFICATE

I, A. F. IMLAY, Secretary of Esso Standard Oil Company, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary and under the seal of said corporation, in accordance with the provisions of Sections 251 and 252 of Title 8 of the Delaware Code of 1953, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of said corporation by all or a majority of the directors thereof and having been signed by all or a majority of the directors of Humble Oil & Refining Company, a corporation of the State of Delaware; and having been signed by all or a majority of the directors of The Carter Oil Company, a corporation of the State of West Virginia, was duly adopted pursuant to Section 228 of Title 8 of the Delaware Code of 1953, by written consent of the stockholder holding two million four hundred fifty-nine thousand, two hundred and seven (2,459,207) shares of the capital stock of the corporation, same being all of the shares issued and outstanding, which Agreement of Merger was thereby adopted as the act of the stockholder of said Esso Standard Oil Company, and the duly adopted agreement and act of said corporation.

WITNESS my hand and the seal of said Esso Standard Oil Company on this 22nd day of December, 1959.

A. F. IMLAY

Secretary

ESSO STANDARD OIL COMPANY
INCORPORATED UNDER THE LAWS
OF DELAWARE

CERTIFICATE

I, LeRoy Young, Secretary of The Carter Oil Company, a corporation organized and existing under the laws of the State of West Virginia, hereby certify, as such Secretary and under the seal of said corporation, in accordance with the provisions of Sections 63 and 63-a, Article 1, Chapter 31 of the Code of the State of West Virginia, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of said corporation by all or a majority of the directors thereof and having been signed by all or a majority of the directors of Humble Oil & Refining Company, a corporation of the State of Delaware, and having been signed by all or a majority of the directors of Esso Standard Oil Company, a corporation of the State of Delaware, was duly adopted pursuant to Section 68, Article 1, Chapter 31 of the Code of the State of West Virginia by written consent of the stockholder holding two hundred and seventy-five thousand (275,000) shares of the capital stock of the corporation, same being all of the shares issued and outstanding, which Agreement of Merger was thereby adopted as the act of the stockholder of The Carter Oil Company, and the duly adopted agreement and act of said Corporation.

WITNESS my hand and the seal of The Carter Oil Company on this 16th day of December, 1959.

LeRoy Young

Secretary

THE CARTER OIL COMPANY
WEST VIRGINIA
INCORPORATED MAY 1, 1893
SEAL