

2184

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

PACIFIC NORTHWEST PIPELINE CORPORATION

INTO

EL PASO NATURAL GAS COMPANY

Pursuant to Section 253 of the General  
Corporation Law of the State of Delaware

EL PASO NATURAL GAS COMPANY, a Delaware corporation (hereinafter sometimes called the Company), hereby certifies under its corporate seal as follows:

FIRST: The Company was incorporated on the 28th day of November, 1928, pursuant to the provisions of the General Corporation Law of the State of Delaware.

SECOND: Eastern Natural Gas Corporation was incorporated on the 2nd day of June, 1949, pursuant to the provisions of said General Corporation Law. On the 26th day of June, 1950 the Certificate of Incorporation of said corporation was amended so as, among other things, to change the name of said corporation to PACIFIC NORTHWEST PIPELINE CORPORATION.

THIRD: The Company owns at least ninety per cent of the issued and outstanding shares of each class of the stock of said Pacific Northwest Pipeline Corporation, and the Board of Directors of the Company by resolutions duly adopted at a meeting thereof held on the 17th day of December, 1959, at which a quorum was present and acting throughout, resolved to merge said Pacific Northwest Pipeline Corporation into itself and to assume all the obligations of said merged corporation, all effective upon the filing in the office of the Secretary of State of Delaware of a Certificate substantially in the form hereof and the recording of a certified copy of such Certificate in the office of the Recorder of Deeds of New Castle County, Delaware, and did also state the terms and conditions of such merger. Said resolutions are as follows, to wit:

RESOLVED that this Company, namely, El Paso Natural Gas Company, upon the filing of the Certificate of Ownership and Merger hereinafter referred to in the office of the Secretary of State of Delaware and the recording of a certified copy of such Certificate in the office of the Recorder of Deeds of New Castle County, Delaware, merge into itself Pacific Northwest Pipeline Corporation, a Delaware corporation (hereinafter in these resolutions referred to as "Pacific") and assume all of its liabilities and obligations pursuant to Section 253 of the General Corporation Law of the State of Delaware.

RESOLVED that the President or any Vice President of this Company and its Secretary or any of its Assistant Secretaries be and they hereby are authorized and empowered to sign on behalf of this Company, under its corporate seal, and the President or any Vice President of this Company be and hereby is authorized and empowered to acknowledge and to file or cause to be filed in the office of the Secretary of State of Delaware and recorded in the office of the Recorder of Deeds of New Castle County, Delaware, a Certificate of Ownership and Merger, in substantially the form thereof which has been presented to this meeting and which is hereby authorized and approved, subject to such changes, if any, as the President or Vice President signing the same on behalf of this Company shall approve, which approval shall be conclusively evidenced by his execution of said Certificate.

RESOLVED that the terms and conditions of the merger are as follows:

(a) Upon the surrender to this Company of shares of Common Stock of Pacific not owned by this Company, this Company shall issue to the holders of said Common Stock of Pacific shares of Common Stock of this Company on the basis of  $1\frac{3}{4}$  shares of Common Stock of this Company for each share of Common Stock of Pacific;