

**GETTY OIL COMPANY****BY-LAWS****ARTICLE I****STOCKHOLDERS**

SECTION 1. The annual meeting of the stockholders of the Corporation shall be held in such city in the United States, and at such time and at such place in such city as the Board of Directors, from time to time, shall establish, provided that at least ten days' notice shall be given to the stockholders of the time and place so fixed, on the first Thursday in May of each year beginning with the year 1968 (or if said day be a legal holiday, then on the next succeeding day not a holiday), for the purpose of electing directors and for the transaction of such other business as may properly be brought before the meeting.

SECTION 2. Special meetings of the stockholders may be called upon the call of the Board of Directors or of the Executive Committee or of the President (and shall be called by the President at the request in writing of stockholders owning 20% of the outstanding shares of the Corporation entitled to vote at the meeting), at such time and a such place within or without the State of Delaware, as may be fixed by the Board of Directors or by the Executive Committee or by the President (or by the stockholders owning 20% of the outstanding shares of the Corporation entitled to vote), as the case may be, and as may be stated in the notice setting forth such call.

If the President, shall not, within five days after the receipt of such request from stockholders owning 20% of the outstanding shares of the Corporation entitled to vote, notify such holders of such stock in writing that such request will be complied with, or if notice of such meeting shall not be given within twenty-five days after the receipt of such request, such holders of outstanding stock of the Corporation entitled to vote shall have the power to call and convene such meeting of the stockholders. The record date for the determination of the holders of the outstanding stock entitled to vote at any such meeting called by such holders of such stock, as hereinabove provided, shall be the close of business on the thirtieth day next preceding the date on which such meeting shall be called to be held, unless such thirtieth day shall fall on a Saturday, Sunday or legal holiday, in which event such record date shall be the close of business on the next preceding business day which is not a Saturday.

SECTION 3. Notice of the time and place of every meeting of stockholders shall be delivered personally or mailed at least ten days previous thereto to each stockholder of record entitled to vote, who shall have furnished a written address to the Secretary of the Corporation for the purpose. Such further notice shall be given as may be required by law. Meetings may be held without notice, if all stockholders entitled to vote are present, or if notice is waived by those not present. Notice of any meeting of stockholders shall not be required to be given to any stockholder who shall attend such meeting in person or by proxy; and if any stockholder shall, in person or by attorney thereunto authorized, in writing or by telegraph or cable, waive notice of any meeting, whether before or after such meeting be held, notice thereof need not be given him.

SECTION 4. The holders of record of a majority of the shares of the capital stock of the Corporation, issued and outstanding and entitled to vote, present in person or by proxy, shall except as otherwise provided by law, constitute a quorum at all meetings of the stockholders. If there be no such quorum, the holders of a majority of such shares so present or represented may adjourn the meeting from time to time until a quorum shall have been obtained and no notice of the adjourned meeting need be given except as required by law. At any adjourned meeting at which a quorum shall be represented, any business may be transacted which might have been transacted if the meeting had been held on the date originally fixed.