

68405

# Commonwealth of Kentucky

## Department of State



### Office of Secretary of State

LEILA F. BEGLEY, SECRETARY

#### FOREIGN CORPORATION DEPARTMENT

I, LEILA F. BEGLEY, Secretary of State of the Commonwealth of Kentucky, hereby certify that certified copies of

certificate of ownership of WESTMORELAND COAL COMPANY (Delaware) merging WINDING GULF COALS, INC. (West Virginia) into:

of WESTMORELAND COAL COMPANY  
Name of Corporation

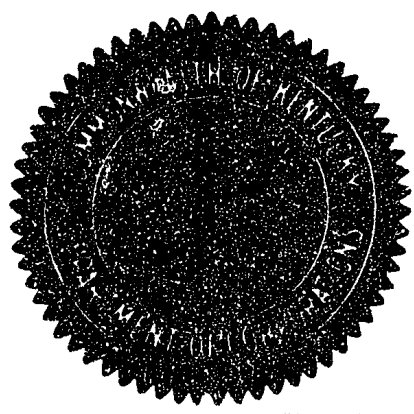
a corporation of the State of DELAWARE, with home office at Wilmington, Delaware; have or has been filed in  
Name of State  
Address

my office. This corporation has complied with the existing laws of the Commonwealth of Kentucky, and is now authorized to transact business in this State, subject to the restrictions imposed by law.

Given under my hand as Secretary of State, this 4th day of January 19 71

Leila F. Begley  
Secretary of State

By \_\_\_\_\_  
Assistant Secretary of State.



SECRETARY OF STATE

pc

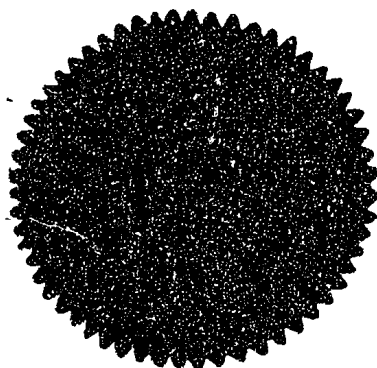
# State of Delaware



## Office of Secretary of State

*J. Eugene Quating, Secretary of State of the State of Delaware,*  
do hereby certify that the above and foregoing is a true and correct copy of  
Certificate of Ownership of the "WESTMORELAND COAL COMPANY", a corporation  
organized and existing under the laws of the State of Delaware, merging "WINDING  
GULF COALS, INC.", a corporation organized and existing under the laws of the State  
of West Virginia, pursuant to Section 253 of the General Corporation Law of the  
State of Delaware, as received and filed in this office the twenty-fourth day of  
December, A.D. 1970, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this twenty-fourth day  
of December in the year of our Lord  
one thousand nine hundred and seventy.



*Eugene Quating*

Secretary of State

*R. N. Caldwell*

Asst. Secretary of State

CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
WINDING GULF COALS, INC.  
INTO  
WESTMORELAND COAL COMPANY

SECRETARY OF STATE  
**RECEIVED**  
10-00  
JAN 4 1971

5 162667

Commonwealth of Kentucky

WESTMORELAND COAL COMPANY ("Westmoreland"), a Delaware corporation, hereby certifies that:

1. Westmoreland was incorporated May 4, 1910 under the Delaware General Corporation Law.
2. Westmoreland owns all of the outstanding stock of Winding Gulf Coals, Inc. ("Winding Gulf"), a West Virginia corporation incorporated November 1, 1955 under the West Virginia General Corporation Law.
3. Westmoreland, by the following resolution of its board of directors duly adopted at a meeting held December 23, 1970, determined to and did merge Winding Gulf into Westmoreland as of the close of business on December 31, 1970:

RESOLVED, that, . . . effective as of the close of business on December 31, 1970, Winding Gulf Coals, Inc. ("Winding Gulf"), a West Virginia corporation and wholly-owned subsidiary of Westmoreland Coal Company (the "Company"), shall be merged into the Company under Section 253 of the Delaware General Corporation Law and the Company shall assume all of the obligations of Winding Gulf; and that the proper officers of the Company are authorized and directed to execute under seal a certificate of ownership and merger setting forth a copy of this resolution and the date of its adoption, to cause the same to be filed with the Delaware Secretary of State and a certified copy to be recorded in the recorder's office of New Castle County and to take all such other action as may be necessary to effect the merger of Winding Gulf into the Company.

4. This instrument will become effective as of the close of business on December 31, 1970.


In witness whereof, Westmoreland has caused its corporate seal to be hereunto affixed and this certificate to be signed by E. B. Leisenring, Jr., its president, and attested by C. E. Mill, its secretary, on December 23, 1970.

[SEAL]

WESTMORELAND COAL COMPANY

Attest:

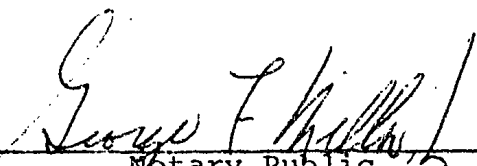
  
C. E. Mill, Secretary

By   
E. B. Leisenring, Jr., President

COMMONWEALTH OF PENNSYLVANIA :  
 : SS:  
COUNTY OF PHILADELPHIA :

Be it remembered that on December 23, 1970 personally came before me, a notary public in and for the county and state aforesaid, E. B. Leisenring, Jr., president of WESTMORELAND COAL COMPANY, a Delaware corporation, and acknowledged that he signed the foregoing certificate, and that such certificate is that act and deed of such corporation and that the facts stated therein are true.

Given under my hand and seal of office the day and year indicated above.

  
\_\_\_\_\_  
Notary Public  
Notary Public, Philadelphia, Philadelphia Co.  
200 North 12th Street, Philadelphia, Pa.

# C T CORPORATION SYSTEM

ASSOCIATED WITH THE CORPORATION TRUST COMPANY

123 SOUTH BROAD STREET · PHILADELPHIA, PA. 19109  
PENNYPACKER 5-7861 AREA CODE: 215

July 1, 1971

RE: WESTMORELAND COAL COMPANY (DEL)  
Merged: IMPERIAL SMOKELESS COAL COMPANY (W. VA)

COUNSEL: Dechert Price & Rhoads  
1600 Three Penn Center  
Philadelphia, PA 19102

Secretary of State  
Corporation Department  
State Capitol Building  
Frankfort, Kentucky 40601

Dear Sir:

Pursuant to the instructions of counsel named above,  
we enclose for filing on behalf of this corporation, which  
is authorized to do business in your state,  
one certified copy of Certificate of Ownership and Merger.

Check in payment of the required fees is attached. Please  
forward the usual evidence of filing to this office.

Yours very truly,

C T CORPORATION SYSTEM

By   
GEORGE LEWIS

pc  
SPECIAL INSTRUCTIONS: