

Commonwealth of Kentucky

Department of State



Office of Secretary of State

GEORGE GLENN HATCHER, SECRETARY

FOREIGN CORPORATION CERTIFICATE

I, GEORGE GLENN HATCHER, Secretary of State of the Commonwealth of Kentucky, hereby certify that certified copies of

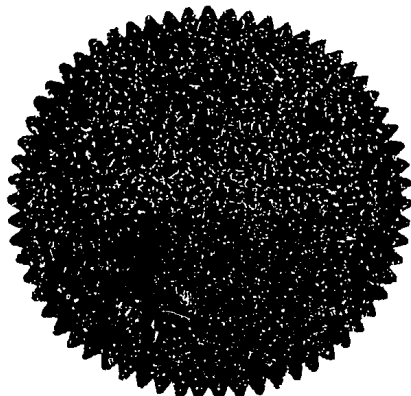
~~Certificate of Amendment filed in the Office of Secretary of State of Delaware on May 3, 1951.~~

of TIDE WATER ASSOCIATED OIL COMPANY
Name of Corporation

a corporation of the State of Delaware, with home
Name of state

office at Wilmington, Delaware; have or has been filed in
Address

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



SECRETARY OF STATE

Given under my signature and seal as

Secretary of State, this 21st day of

May, 19 51
George Glenn Hatcher
Secretary of State

By m. a.
Deputy, Corporation Department

CERTIFICATE OF AMENDMENT

of

CERTIFICATE OF INCORPORATION

of

TIDE WATER ASSOCIATED OIL COMPANY

Pursuant to Section 26 of the General Corporation
Law of the State of Delaware

We, the undersigned, Louis A. Henley and Alfred
B. Byrne, a Vice-President and an Assistant Secretary, re-
spectively, of Tide Water Associated Oil Company, a Delaware
corporation (hereinafter called the Corporation), hereby
certify as follows:

1. The Certificate of Incorporation of the Cor-
poration, as heretofore amended, shall be further amended,
by amending Article NINTH thereof to read as follows:

"NINTH: The Board of Directors of the cor-
poration shall consist of such number of Directors
as shall from time to time be fixed by or in the
manner provided in the By-Laws but in no case shall
the number be less than twelve. The Directors shall
hold office for a term of one year or until the next
annual meeting of stockholders and until their re-
spective successors shall have been duly elected and
shall have qualified, whichever shall first occur.
All Directors who were elected prior to the annual
meeting of the stockholders for the year 1951 for
respective terms expiring subsequent to the annual
meeting of stockholders for the year 1951 shall hold
office until the annual meeting of the stockholders
to be held in 1952 and until their successors are
duly elected and shall have qualified. Directors
and officers need not be stockholders. In case of
vacancies on the Board of Directors, a majority of

2

the Directors then in office may elect Directors to fill such vacancies until the next annual election of Directors and until their successors shall have been duly elected and shall have qualified."

and by amending Article ELEVENTH thereof to read as follows:

"ELEVENTH: If the By-Laws so provide, the stockholders and Board of Directors of the corporation shall have power to hold their meetings, to have an office or offices and to keep the books of the corporation, subject to the provisions of the laws of Delaware, outside of said State at such place or places as may from time to time be designated by them.

"The members of the Board of Directors shall be entitled to reasonable directors' fees and other compensation for their personal services.

"The corporation may in its By-Laws confer powers upon its Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the statutes.

"Anything in Article FOURTH, Article TENTH, this Article ELEVENTH, or elsewhere in this Certificate of Incorporation or in the By-Laws of the corporation to the contrary notwithstanding, the corporation shall not, without the consent, given in writing without a meeting or by resolution adopted at a meeting duly called for that purpose, of the holders of at least a majority of the outstanding stock of the corporation entitled to vote (a) issue any shares of the preferred stock of the corporation whatsoever or issue any shares of the common stock of the corporation in excess of 6,450,000 shares outstanding at any one time; (b) create, issue or incur any debt with a maturity of more than one year from the date of the creation, issuance or incurring of such debt, in an aggregate amount at any one time outstanding in excess of \$15,000,000, except any debt incurred for purchases made in the ordinary course of business; or (c) enter into any employment contract with any officer or Director for a period in excess of one year.

"Upon written request of the holders of a majority of the outstanding stock of the corporation entitled to vote, the President of the corporation, or in the absence of the President, the Secretary or officer fulfilling the duties of the Secretary, shall be empowered and shall be required

to call a special meeting of the stockholders of the corporation to be held not later than fifty days after the receipt of such request for such purpose or purposes as may be designated in such request, and if the President, the Secretary or such other officer shall not, within five days after the receipt of such request, notify such holders of such majority 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, the holders of a majority of the 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 the holders of a majority 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."

2. The foregoing amendment has been duly adopted in accordance with the provisions of Section 26 of the General Corporation Law of the State of Delaware.

3. The foregoing amendment does not effect any change in the issued shares of the Corporation.

IN WITNESS WHEREOF, this Certificate has been made under the seal of the Corporation and has been signed by the undersigned, Louis A. Healey and Alfred S. Byrne, a Vice-President and an Assistant Secretary, respectively, of the Corporation, this 3rd day of May, 1951.

Louis A. Healey
Vice-President

Attest:

Alfred S. Byrne
Assistant Secretary

Alfred S. Byrne
Assistant Secretary

TIDE WATER ASSOCIATED OIL COMPANY
INCORPORATED
1926 DELAWARE

STATE OF DELAWARE }
COUNTY OF KENT } ss.:

BE IT REMEMBERED that on this 3d day of May, 1951, personally came before me a Notary Public in and for the County and State aforesaid, Louis A. Healey, a Vice-President of FIDE WATER ASSOCIATED OIL COMPANY, a corporation of the State of Delaware, the Corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said Louis A. Healey, as such Vice-President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said Corporation; that the signatures of said Vice-President and of Alfred S. Byrne, an Assistant Secretary of said Corporation to said foregoing certificate are in the handwriting of the said Vice-President and said Assistant Secretary of said Corporation, respectively, and that the seal affixed to said certificate is the common or corporate seal of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Rosemary Knight
Notary Public

ROSEMARY KNIGHT
NOTARY PUBLIC
APPOINTED SEPTEMBER 9, 1950
FOR TWO YEARS
DELAWARE

State of Delaware



Office of Secretary of State

J. Harris B. McDowell, Jr., 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 Amendment of the "TIDE WATER ASSOCIATED OIL COMPANY",
as received and filed in this office the third day of May, A.D. 1951
at 11:40 o'clock A.M.

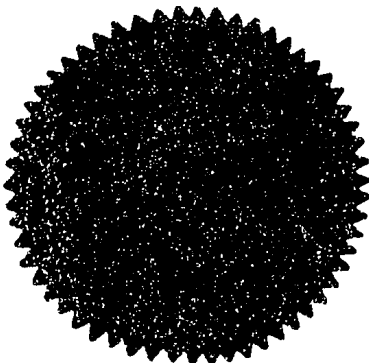
In Testimony Whereof, I have hereunto set my hand
and official seal at Dover, this eleventh day
of May in the year of our Lord
one thousand nine hundred and fifty-one

Harris B. McDowell, Jr.

Secretary of State

Allen H. White

Asst. Secretary of State



THE CORPORATION TRUST COMPANY

CTC
SYSTEM

ALBANY	ATLANTA	BALTIMORE
BOSTON	BUFFALO	CHICAGO
CINCINNATI	CLEVELAND	DALLAS
DETROIT	DOVER, DEL.	JERSEY CITY
NEW YORK	LOS ANGELES	MINNEAPOLIS
PORTLAND, ME.	PHILADELPHIA	PITTSBURGH
ST. LOUIS	SAN FRANCISCO	SEATTLE
WASHINGTON	WILMINGTON, DEL.	

NEW YORK 5, N.Y.
120 BROADWAY
RECTOR 2-2000

May 18, 1951

RE: TIDE WATER ASSOCIATED OIL COMPANY

Secretary of State
Frankfort,
Kentucky

Dear Sir:-

On receipt of your letter of May 16, returning our check for \$1.00 which we sent you in error in connection with the filing of the amendment to the charter of the above named corporation, we are at this time enclosing our check for \$10.00 which is the proper fee for filing an amendment.

Yours very truly,

THE CORPORATION TRUST COMPANY

F. H. Butcher
F. H. Butcher
Assistant Secretary

FHB:MEC
Enc.

GEORGE GLENN HATCHER
SECRETARY OF STATE
RECEIVED
MAY 21 1951
AM PM
7 8 9 10 11 12 1 2 3 4 5 6

THE CORPORATION TRUST COMPANY

CTE
SYSTEM

ALBANY	ATLANTA	BALTIMORE
BOSTON	BUFFALO	CHICAGO
CINCINNATI	CLEVELAND	DALLAS
DETROIT	DOVER, DEL.	HOURTON
JERSEY CITY	LOS ANGELES	MINNEAPOLIS
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PORTLAND, ME.	SAN FRANCISCO	SEATTLE
ST. LOUIS	WASHINGTON	WILMINGTON, DEL.

NEW YORK 5, N.Y.
120 BROADWAY
RECTOR 2-2000

May 14, 1951.

RE: TIDE WATER ASSOCIATED OIL COMPANY

Secretary of State
Frankfort, Kentucky.

Dear Sir: Attention: Corporation Department

We enclose a certified copy of the recent Amendment to the Charter of the above company, together with our check for \$1.00 to cover the filing fee.

Please file at your earliest convenience and in due course favor us with the usual evidence issued in this connection.

We appreciate your attention to this matter.

Yours very truly,
THE CORPORATION TRUST COMPANY

F. H. Butenorn
F. H. Butenorn
Assistant Secretary

Encls.
RECEIVED
DEPARTMENT OF STATE
MAY 16 1951
F. H. B. 10-11-12-13-14-15-16

*full file & check
return & request 10.00*