

44451

Vol. <sup>m</sup> 18 Page 4622

RECORDING REQUESTED BY:

TOSCO CORPORATION

WHEN RECORDED RETURN TO:

Tosco Corporation  
10100 Santa Monica Boulevard  
Los Angeles, California 90067  
Attention: Jeanette M. Thomas

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

LION OIL COMPANY

INTO

TOSCO CORPORATION

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# THE STATE OF NEVADA



## DEPARTMENT OF STATE

I, Wm. D. Swackhamer, the duly elected Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of

CERTIFICATE OF OWNERSHIP AND MERGER MERGING

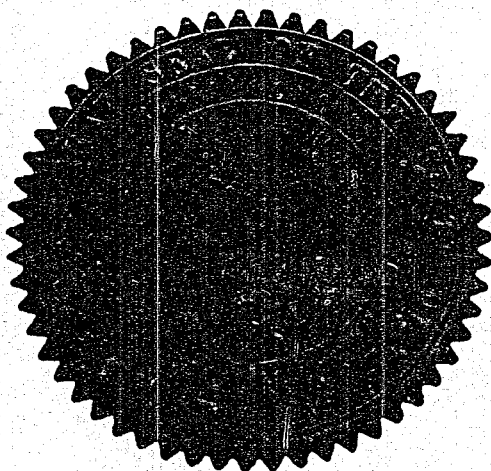
LION OIL COMPANY  
(a Delaware corporation)

into

TOSCO CORPORATION  
(a Nevada corporation)

as the same appears on file and of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this.....16th..... day of.....FEBRUARY....., A. D., 1928.



*Wm. D. Swackhamer*  
Secretary of State  
By *Daniel L. Howard*  
Deputy

FILED

IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

CERTIFICATE OF OWNERSHIP AND MERGER

FEB - 3 1978

MERGING

WM. SWACKHAMER - SECRETARY OF STATE

*Wm Swackhamer*  
No. 1250-55

LION OIL COMPANY  
(A Delaware Corporation)

with and into

TOSCO CORPORATION  
(A Nevada Corporation)

\* \* \* \* \*

TOSCO CORPORATION, a corporation organized and  
existing under the laws of Nevada,

DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on  
the 15th day of September 1955, pursuant to the Laws of the  
State of Nevada, the provisions of which permit the merger  
of a subsidiary corporation of another state with and into  
a parent corporation organized and existing under the Laws  
of the State of Nevada.

SECOND: That this Corporation owns all of the  
outstanding shares of stock of Lion Oil Company, a corpora-  
tion incorporated on the 26th day of July 1972, pursuant to  
the General Corporation Law of the State of Delaware.

THIRD: That this Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 5th day of January 1978, determined to and did vote to merge with and into itself said Lion Oil Company:

RESOLVED, that Lion Oil Company, a Delaware corporation ("Lion"), all of the issued and outstanding stock of which is owned by this Corporation, be merged (the "Merger") with and into this Corporation in accordance with the General Corporation Law of Nevada and the General Corporation Law of Delaware, effective on January 27, 1978, or on such other date as the President or any Vice President of this Corporation, after consultation with and upon the advice of counsel, shall approve, such approval to be conclusively evidenced by the execution of a Certificate of Ownership and Merger and the filing of the same with the Secretary of State of Nevada and the Secretary of State of Delaware and the Recorder of New Castle County, Delaware; and it was further

RESOLVED, that upon consummation of the Merger, this Corporation shall assume all of the obligations of Lion; and it was further

RESOLVED, that the officers of this Corporation specified in the General Corporation Law of Nevada and the General Corporation Law of Delaware be, and they are or any one of them is hereby authorized, empowered and directed to execute and deliver a Certificate of Ownership and Merger merging Lion with and into this Corporation, and to cause an executed copy of such Certificate to be filed with each of the Secretary of State of the State of Nevada, the Secretary of State of the State of Delaware and the Recorder of New Castle County, Delaware; and it was further

RESOLVED, that the President, any Vice President, the Comptroller, the Treasurer or any Assistant Treasurer, or the Secretary or any Assistant Secretary of this Corporation be, and they are or any one of them is hereby authorized, empowered, and directed to take any and all steps and execute and deliver any

and all documents that the officer so acting may deem necessary, appropriate or advisable in connection with consummating the Merger and carrying out the intent and purposes of the foregoing resolutions, such determinations to be conclusively evidenced by the taking of such steps and the execution and delivery of such documents.

FOURTH: That this Corporation survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Lion Oil Company; as well as for enforcement of any obligation of this Corporation arising from the merger, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 10100 Santa Monica Boulevard, Los Angeles, California 90067, until this Corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of

State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to this Corporation at the above address.

FIFTH: The effective date of the merger shall be February 3, 1978.

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, the merger may be abandoned, delayed, modified or amended by the Board of Directors of this Corporation at any time prior to the effective date of the merger.

IN WITNESS WHEREOF, said Tosco Corporation has caused this Certificate to be signed by John H. Chiquar a Vice President, and by Charles F. Jurgens, its Treasurer, this 30<sup>th</sup> day of January, 1978.

TOSCO CORPORATION

By: John H. Chiquar

Vice President

By: \_\_\_\_\_

Treasurer

[Seal]

ATTEST:

By: Richard A. Shurtz

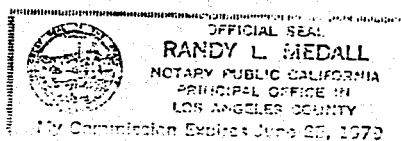
Assistant Secretary

STATE OF CALIFORNIA )  
COUNTY OF LOS ANGELES) ss.:

BE IT REMEMBERED that on this 30th day of January, 1978, personally came before me, Randy L. Medall, a Notary Public in and for the County and State aforesaid, John H. Chequer, a Vice President of TOSCO CORPORATION, a corporation of the State of Nevada and one of the corporations described in the foregoing instrument, known to me personally to be such, and that he, the said John H. Chequer as a Vice President, duly executed said instrument before me and acknowledged the said instrument to be his act and deed and the act, deed and agreement of said corporation and that the facts stated therein are true.

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

Randy L. Medall (Seal)  
Notary Public



STATE OF OREGON; COUNTY OF KLAMATH; ss.

Filed for record ~~on request~~

this 10th day of March A. D. 1978 at 3:16 clock P.M., on

uly recorded in Vol. M78, of Articles Of Incorporation on Page 4622

Wm D. MILNE, County Clerk

By Bernetha A. Delich

Fee \$24.00