

WHEREAS, the principal office of Carter in the State of West Virginia is located in the Union Building in the City of Charleston, County of Kanawha, and the name and address of its resident agent is W. M. Woodroe, 1400 Union Building, Charleston, West Virginia, and the chief works or operating office of Carter is located in the City of Tulsa, Tulsa County, Oklahoma; and

WHEREAS, all of the issued and outstanding stock of Humble and of Esso and of Carter is owned by Standard Oil Company, a corporation organized and existing under the laws of the State of New Jersey; and

WHEREAS, the Directors of each of said corporations deem it advisable for the purpose of greater efficiency and economy in management and in other respects for the general welfare and advantage of their respective corporations and stockholder that Esso and Carter merge into Humble and each of said corporations desires that Esso and Carter merge into Humble pursuant to the laws of the State of Delaware and of the State of West Virginia;

Now, THEREFORE, the corporations, parties to this Agreement, by and between their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that Humble merge into itself Esso and Carter, and that Esso and Carter shall be merged into Humble pursuant to Sections 251 and 252 of Title 8 of the Delaware Code of 1953 and Sections 63 and 63-a of Article I, Chapter 31 of the Code of West Virginia, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect as follows:

FIRST: Humble hereby merges into itself Esso and Carter and Esso and Carter shall be and hereby are merged into Humble which shall be the surviving corporation and as such surviving corporation is hereinafter referred to as "the Corporation".

SECOND: The name of the Corporation is and shall be Humble Oil & Refining Company and it shall be governed by the laws of the State of Delaware.

THIRD: The principal office of the Corporation in the State of Delaware is and shall be located at 100 West 10th Street in the City of Wilmington 99, County of New Castle. The name and address of its resident agent is and shall be The Corporation Trust Company, 100 West 10th Street, Wilmington 99, Delaware.

FOURTH: The nature of the business, or objects or purposes to be transacted, promoted and carried on are to do any and all the things hereinafter mentioned, as fully and to the same extent as natural persons could or might do, and in any country, state or locality (which general phrase is to be construed as equivalent to a detailed enumeration of each and every country, state and locality in any part of the world), subject to the laws of such country, state or locality, viz:

1. To explore for, prospect for, produce, develop, mine, acquire, store, refine, treat, distill, manufacture, beneficiate, process, handle, market, buy and sell, dispose of and otherwise deal in natural resources and their products and by-products, including but not limited to hydrocarbon and mineral substances, asphaltum, bitumen, bituminous rock, petroleum, oil, gas, coal, oil shale, sulphur, carbon, carbon black, pyrites, potash, salts, barites, borates, nitrates, phosphates, clays, gravel, gypsum, limestone, sand, talc, iron, copper, lead, zinc, aluminum, magnesium, titanium, chromium, cobalt, manganese, molybdenum, nickel, uranium, thorium, and other radioactive materials, rare earths, tin, tungsten, vanadium, antimony, mercury, gold, platinum, silver and all other fluids, metals and minerals, whether similar or dissimilar to those enumerated, and timber, and to transport said natural resources and the products and by-products thereof, both for itself and for others.