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**ENDORSED
FILED**

In the office of the Secretary of State
of the State of California

JAN 1 1977

MARCH FONG EU, Secretary of State

By BILL HOLDEN
Deputy

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

CHEVRON ASPHALT COMPANY

AND

CHEVRON U.S.A. INC.

INTO

CHEVRON OIL COMPANY

CHEVRON OIL COMPANY, a corporation organized and existing under the laws of the State of California, hereby certifies:

1. That J. D. Froggatt is the Vice-President and A. T. Smith is the Assistant Secretary of this corporation.
2. That this corporation was incorporated on the 23rd day of February, 1932, pursuant to the Corporations Code of the State of California, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of California.
3. That this corporation owns all of the outstanding shares of Chevron Asphalt Company, a corporation organized and existing under the laws of the State of Delaware, the laws of which permit a merger in the manner provided by Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code, and that said Chevron Asphalt Company was incorporated on the 27th day of November, 1936, pursuant to the General Corporation Law of the State of Delaware.
4. That this corporation owns all of the outstanding shares of Chevron U.S.A. Inc., a corporation organized and existing under the laws of the State of California, and that said Chevron U.S.A. Inc. was incorporated on the 16th day of July, 1976.
5. The Board of Directors of this corporation, by the following resolutions duly adopted at a meeting held on the

Date JAN 7 1977

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE.

Q. J. Smith
SECRETARY OF STATE OF SOUTH CAROLINA

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