

3rd day of December, 1976, at 225 Bush Street, San Francisco, California, determined to and did merge into itself said Chevron Asphalt Company and Chevron U.S.A. Inc:

RESOLVED that Chevron Oil Company merge, and it does hereby merge into itself, Chevron Asphalt Company, its wholly-owned subsidiary, and assumes all of its liabilities and obligations; and be it further

RESOLVED that Chevron Oil Company merge, and it does hereby merge into itself, Chevron U.S.A. Inc., its wholly-owned subsidiary, and assumes all of its liabilities pursuant to Section 1110 of the California Corporations Code; and be it further

RESOLVED that this corporation relinquish its corporate name and adopts in place thereof the name of Chevron U.S.A. Inc., one of the wholly-owned subsidiary corporations so merged, thereby amending Article FIRST of its Restated Articles of Incorporation to read as follows:

"FIRST: The name of this corporation is  
CHEVRON U.S.A. INC."

and be it further

RESOLVED that the merger of Chevron Asphalt Company into this corporation shall become effective on January 1, 1977, in the State of Delaware and on the date of filing with the Secretary of State of the State of California and the merger of Chevron U.S.A. Inc. into this corporation shall become effective on the date of filing with the Secretary of State of California; and be it further

RESOLVED that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Chevron Asphalt Company and Chevron U.S.A. Inc.,