

and assume their liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretaries of State of the States of California and Delaware and a certified copy recorded in the office of the Recorder of Deeds of New Castle County, in Delaware, and to do all acts and things whatsoever, whether within or without the States of California and Delaware, which may be in anywise necessary or proper to effect said merger.

6. 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 Chevron Asphalt Company as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code of 1953, 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 575 Market Street, San Francisco, California 94105, until the surviving 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 Chevron U.S.A. Inc. at the above address.