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CERTIFICATE NO. 8376BOOK 47 PAGE 17

United States of America

State of Washington

DEPARTMENT



OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME

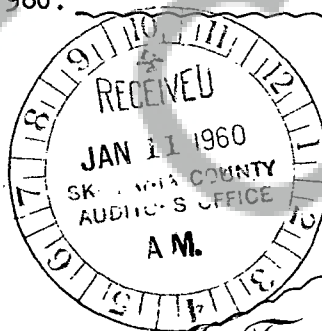
I,

Victor A. Meyers

Secretary of State of the

State of Washington and custodian of the Seal of said State, do hereby

certify that the annexed is a true and correct copy of the Certificate of Ownership and Merger Agreement between "EL PASO NATURAL GAS COMPANY", a Delaware corporation, and "PACIFIC NORTHWEST PIPELINE CORPORATION", a Delaware corporation, whereby EL PASO NATURAL GAS COMPANY is the surviving corporation, as received and filed in this office on January 5, 1960; and I further certify that EL PASO NATURAL GAS COMPANY is in good standing with all annual license fees paid to July 1, 1960.



In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Washington. Done at the Capitol, at Olympia, this 5th day of January A.D. 19 60

Victor A. Meyers
Secretary of State

By *Jean E. Dinker*
Assistant Secretary of State

EL PASO NATURAL GAS COMPANY

CERTIFICATE OF OWNERSHIP AND MERGER

Merging

Pacific Northwest Pipeline Corporation

into

EL PASO NATURAL GAS COMPANY

Dated December 31, 1959

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
PACIFIC NORTHWEST PIPELINE CORPORATION
INTO
EL PASO NATURAL GAS COMPANY

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

EL PASO NATURAL GAS COMPANY, a Delaware corporation (hereinafter sometimes called the Company), hereby certifies under its corporate seal as follows:

FIRST: The Company was incorporated on the 28th day of November, 1928, pursuant to the provisions of the General Corporation Law of the State of Delaware.

SECOND: Eastern Natural Gas Corporation was incorporated on the 2nd day of June, 1949, pursuant to the provisions of said General Corporation Law. On the 26th day of June, 1950 the Certificate of Incorporation of said corporation was amended so as, among other things, to change the name of said corporation to PACIFIC NORTHWEST PIPELINE CORPORATION.

THIRD: The Company owns at least ninety per cent of the issued and outstanding shares of each class of the stock of said Pacific Northwest Pipeline Corporation, and the Board of Directors of the Company by resolutions duly adopted at a meeting thereof held on the 17th day of December, 1959, at which a quorum was present and acting throughout, resolved to merge said Pacific Northwest Pipeline Corporation into itself and to assume all the obligations of said merged corporation, all effective upon the filing in the office of the Secretary of State of Delaware of a Certificate substantially in the form hereof and the recording of a certified copy of such Certificate in the office of the Recorder of Deeds of New Castle County, Delaware, and did also state the terms and conditions of such merger. Said resolutions are as follows, to wit:

RESOLVED that this Company, namely, El Paso Natural Gas Company, upon the filing of the Certificate of Ownership and Merger hereinafter referred to in the office of the Secretary of State of Delaware and the recording of a certified copy of such Certificate in the office of the Recorder of Deeds of New Castle County, Delaware, merge into itself Pacific Northwest Pipeline Corporation, a Delaware corporation (hereinafter in these resolutions referred to as "Pacific") and assume all of its liabilities and obligations pursuant to Section 253 of the General Corporation Law of the State of Delaware.

RESOLVED that the President or any Vice President of this Company and its Secretary or any of its Assistant Secretaries be and they hereby are authorized and empowered to sign on behalf of this Company, under its corporate seal, and the President or any Vice President of this Company be and hereby is authorized and empowered to acknowledge and to file or cause to be filed in the office of the Secretary of State of Delaware and recorded in the office of the Recorder of Deeds of New Castle County, Delaware, a Certificate of Ownership and Merger, in substantially the form thereof which has been presented to this meeting and which is hereby authorized and approved, subject to such changes, if any, as the President or Vice President signing the same on behalf of this Company shall approve, which approval shall be conclusively evidenced by his execution of said Certificate.

RESOLVED that the terms and conditions of the merger are as follows:

(a) Upon the surrender to this Company of shares of Common Stock of Pacific not owned by this Company, this Company shall issue to the holders of said Common Stock of Pacific shares of Common Stock of this Company on the basis of $1\frac{3}{4}$ shares of Common Stock of this Company for each share of Common Stock of Pacific;

(b) No fractions of a share of Common Stock of this Company shall be issued to the holders of said Common Stock of Pacific, but in lieu thereof each holder of Common Stock of Pacific otherwise entitled to such a fraction of a share shall be paid an amount in cash equal to the same fraction of the market price of a share of this Company's Common Stock on the day of the merger, which price shall be deemed to be the sale price of the last reported sale regular way of such stock on the New York Stock Exchange on the day of the merger or, if there be no such sale on that day, the average of the closing bid and asked prices regular way on that day, in either case as reported in The Wall Street Journal, New York edition; and

(c) Upon the effectiveness of the merger no shares of Common Stock of this Company shall be issued to this Company in respect of the shares of Common Stock of Pacific then owned by this Company, which shares of Common Stock of Pacific shall thereupon be cancelled.

IN WITNESS WHEREOF, El Paso Natural Gas Company has caused this Certificate to be signed on its behalf by its President or a Vice President and its Secretary or an Assistant Secretary, and has caused its corporate seal to be hereunto affixed, this 31st day of December, 1959.

EL PASO NATURAL GAS COMPANY

By FRED T. WAGNER
Vice President

EL PASO NATURAL GAS COMPANY
Corporate Seal
1928
DELAWARE

JOHN M. EVANS
Assistant Secretary

STATE OF DELAWARE }
COUNTY OF KENT } ss.

BE IT REMEMBERED that, on this 31st day of December, 1959, personally came before me, JOHN P. SINCLAIR, a Notary Public in and for the State and County aforesaid, FRED T. WAGNER, a Vice President of EL PASO NATURAL GAS COMPANY, a corporation of the State of Delaware, the corporation described in the foregoing Certificate made pursuant to Section 253 of the General Corporation Law of the State of Delaware, known to me personally to be such, and he, said FRED T. WAGNER, as such Vice President, duly executed said Certificate before me and, I having made known to him the contents of said Certificate, acknowledged that said Certificate is his voluntary act and deed and made on behalf of said Corporation; that the facts therein stated are truly set forth; that the signature of himself, as said Vice President of said Corporation, to said Certificate is in the handwriting of himself, as said Vice President of said Corporation; that the seal affixed to said Certificate is the common or corporate seal of said Corporation; and that the act of sealing, executing, acknowledging and delivering said Certificate was duly authorized by the Board of Directors of said Corporation.

Given under my hand and seal of office the day and year aforesaid.

JOHN P. SINCLAIR
Notary Public

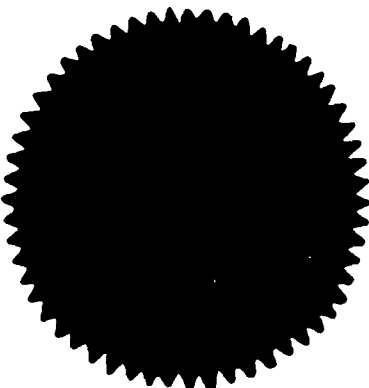
JOHN P. SINCLAIR
Notary Public
Appointed
November 26,
1958
Term
Two Years
DELAWARE



Office of Secretary of State

I, George J. Schulz, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Ownership of the "EL PASO NATURAL GAS COMPANY",
merging "PACIFIC NORTHWEST PIPELINE CORPORATION", pursuant to Section
253 of the General Corporation Law of the State of Delaware, as
received and filed in this office the thirty-first day of December,
A. D. 1959, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this thirty-first *day*
of December *in the year of our Lord*
one thousand nine hundred and fifty-nine.



George J. Schulz
Secretary of State

Wm. Tomlinson
Ass't. Secretary of State

State of Delaware } ss.
New Castle County }

I, Joseph A. Bradshaw, Recorder of

Deeds for New Castle County, Delaware, do hereby certify that Certified Copy of
Certificate of Ownership of the "EL PASO NATURAL GAS COMPANY", merging
"PACIFIC NORTHWEST PIPELINE CORPORATION", pursuant to Section 253 of the
General Corporation Law of the State of Delaware, as received and filed
in the office of the Secretary of State the thirty-first day of December,

A. D. 1959

was received for record in this office on December 31, 1959

and the same appears of record in the Recorder's Office for said County.

Witness my hand and Official Seal, this ~~thirty-first~~ day of

December

A. D. 1959

Joseph A. Bradshaw

Recorder.

56475

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

GENERAL PETROLEUM CORPORATION

into

SOCONY MOBIL OIL COMPANY, INC.

Pursuant to Section 253 of the
General Corporation Law of the
State of Delaware

* * * * *

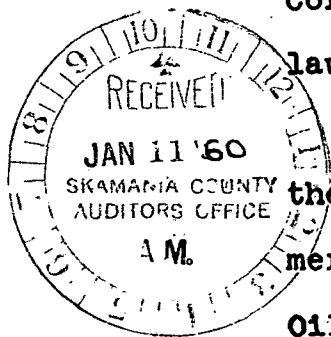
Socony Mobil Oil Company, Inc., pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, hereby certifies, under its corporate seal, by its officers thereunto duly authorized, as follows:

1. That Socony Mobil Oil Company, Inc. is a stock corporation organized and existing under the laws of the State of New York.

2. That the laws of the State of New York permit the merger of a subsidiary corporation organized under the laws of another state into a parent corporation organized under the laws of the State of New York.

3. That Socony Mobil Oil Company, Inc. owns all of the outstanding shares of the capital stock of General Petroleum Corporation, a corporation organized and existing under the laws of the State of Delaware.

4. That the following is a copy of the resolutions of the Board of Directors of Socony Mobil Oil Company, Inc. to merge said General Petroleum Corporation into Socony Mobil Oil Company, Inc. and to assume all of its obligations, duly adopted at a meeting of said Board of Directors held on the 19th day of November, 1959:



RESOLVED, that General Petroleum Corporation be merged into Socony Mobil Oil Company, Inc., and that Socony Mobil Oil Company, Inc. assume all of the obligations of General Petroleum Corporation; and

FURTHER RESOLVED, that the President or a vice president, and the Secretary or the Treasurer, of this Corporation be and they hereby are authorized and directed (a) to make and execute, in the name and under the corporate seal of this Corporation, and to cause to be filed in the Department of State of the State of New York and in the office of the Secretary of State of the State of Delaware, respectively, certificates of ownership and merger, setting forth the ownership by this Corporation of all of the outstanding shares of the capital stock of General Petroleum Corporation, a copy of the resolutions of the Board of Directors of this Corporation to merge said General Petroleum Corporation into this Corporation and to assume all of its obligations, and the date of adoption thereof, and containing such other provisions, respectively, as may be required by applicable laws of the States of New York and Delaware, and (b) to do all such other acts and things as they may deem necessary or advisable to effect such merger.

5. That Socony Mobil Oil Company, Inc. survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of General Petroleum Corporation 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 The Corporation Trust Company, 100 West 10th Street, Wilmington 99, Delaware, 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 Socony Mobil Oil Company, Inc. at the above address.

IN WITNESS WHEREOF, Socony Mobil Oil Company, Inc. has caused this Certificate to be signed in its behalf by one of its vice presidents and its Secretary, and its corporate seal to be hereunto affixed, this 30th day of December, 1959.

SOCONY MOBIL OIL COMPANY, INC.

By

Paul W. Ballstadt

Vice President

SOCONY MOBIL OIL COMPANY, INC.
SEAL 1882

By

Ann Skerwood

Secretary

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss:

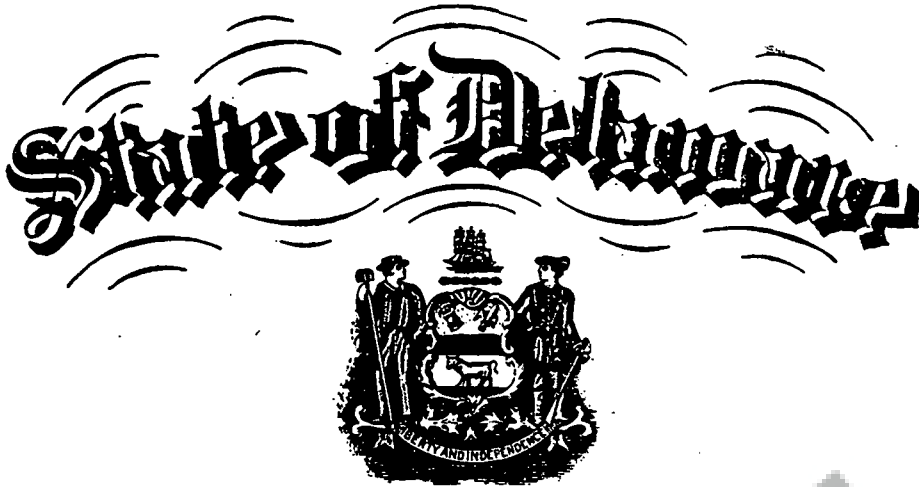
BE IT REMEMBERED that on this 30th day of December A.D. 1959, personally came before me, ELIZABETH CONROY, a Notary Public in and for the County and State aforesaid, Paul Wollstadt, a vice president, and A. M. Sherwood, the Secretary, of Socony Mobil Oil Company, Inc., a corporation of the State of New York, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said Paul Wollstadt, as such vice president, and he, the said A. M. Sherwood, as such Secretary, each duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said vice president and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said vice president and of the Secretary of said corporation, respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

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

ELIZABETH CONROY
NOTARY PUBLIC
QUEENS COUNTY

Elizabeth Conroy
Notary Public

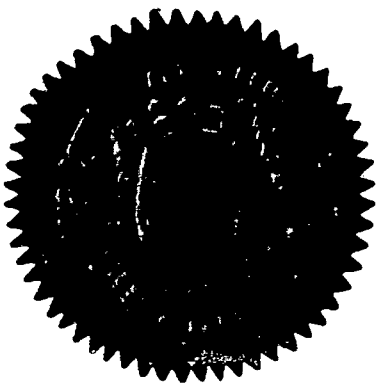
ELIZABETH CONROY
Notary Public,
State of N.Y. #41-5793000
Qualified in Queens County
Cert. Filed in New York
County
Commission Expires March 30,
1960



Office of Secretary of State.

I, George J. Schulz, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Ownership of the "SOCONY MOBIL OIL COMPANY, INC." a
corporation organized and existing under the laws of the State of
New York, merging "GENERAL PETROLEUM CORPORATION", a corporation
organized and existing under the laws of the State of Delaware, pursuant
to Section 253 of the General Corporation Law of the State of Delaware,
as received and filed in this office the thirty-first day of December,
A.D. 1959, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this thirty-first *day*
of December *in the year of our Lord*
one thousand nine hundred and fifty-nine.



George J. Schulz

Secretary of State
M. D. Tomlinson

Ass't. Secretary of State

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING

GENERAL PETROLEUM CORPORATION

into

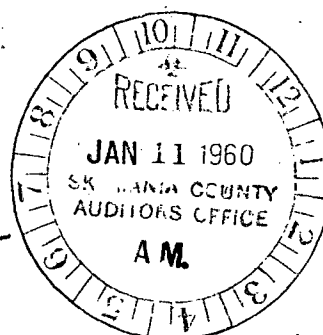
SOCONY MOBIL OIL COMPANY, INC.

Pursuant to Section 85 of the
Stock Corporation Law of the
State of New York

* * * * *

Socony Mobil Oil Company, Inc., pursuant to the provisions of Section 85 of the Stock Corporation Law of the State of New York, hereby certifies, under its corporate seal, by its officers thereunto duly authorized, as follows:

1. That Socony Mobil Oil Company, Inc. is a stock corporation organized and existing under the laws of the State of New York.
2. That General Petroleum Corporation is a corporation organized and existing under the laws of the State of Delaware, authorized to do business in the State of New York, and authorized to engage in business similar or incidental to the business which Socony Mobil Oil Company, Inc. is authorized to engage in.
3. That Socony Mobil Oil Company, Inc. owns all of the outstanding shares of the capital stock of said General Petroleum Corporation.
4. That the following is a copy of the resolutions of the Board of Directors of Socony Mobil Oil Company, Inc. to merge said General Petroleum Corporation into Socony Mobil Oil Company, Inc. and to assume all of its obligations, duly adopted at a meeting of said Board of Directors held on the 19th day of November, 1959:



RESOLVED, that General Petroleum Corporation be merged into Socony Mobil Oil Company, Inc., and that Socony Mobil Oil Company, Inc. assume all of the obligations of General Petroleum Corporation; and

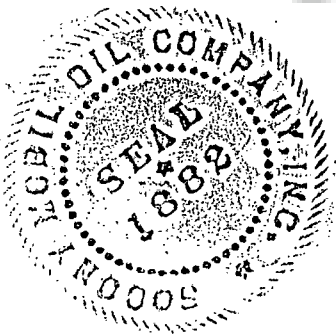
FURTHER RESOLVED, that the President or a vice president, and the Secretary or the Treasurer, of this Corporation be and they hereby are authorized and directed (a) to make and execute, in the name and under the corporate seal of this Corporation; and to cause to be filed in the Department of State of the State of New York and in the office of the Secretary of State of the State of Delaware, respectively, certificates of ownership and merger, setting forth the ownership by this Corporation of all of the outstanding shares of the capital stock of General Petroleum Corporation, a copy of the resolutions of the Board of Directors of this Corporation to merge said General Petroleum Corporation into this Corporation and to assume all of its obligations, and the date of adoption thereof, and containing such other provisions, respectively, as may be required by applicable laws of the States of New York and Delaware, and (b) to do all such other acts and things as they may deem necessary or advisable to effect such merger.

IN WITNESS WHEREOF, Socony Mobil Oil Company, Inc. has caused this Certificate to be signed in its behalf by one of its vice presidents and its Secretary, and its corporate seal to be hereunto affixed, this 30th day of December, 1959.

SOCONY MOBIL OIL COMPANY, INC.

By Paul Wollstone
Vice President

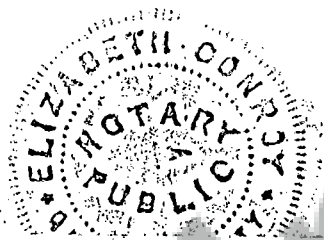
By Ann Sherwood
Secretary



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STATE OF NEW YORK }
COUNTY OF NEW YORK } ss:

On this 30th day of December in the year 1959, before me personally came Paul Wollstadt and A. M. Sherwood, to me known, who, being by me duly sworn, each for himself, did depose and say that he, Paul Wollstadt resides in Millburn, New Jersey and is a vice president of Socony Mobil Oil Company, Inc., the corporation described in and which executed the above instrument; and that he, A. M. Sherwood, resides in Princeton, New Jersey and is the Secretary thereof; that each knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that each signed his name thereto by like order.



Elizabeth Conroy
Notary Public

ELIZABETH CONROY
Notary Public, State of N. Y. #41-5793000

State of New York }
DEPARTMENT OF STATE } ss:

18383

I CERTIFY That I have compared the preceding copy with the original Certificate of Merger of

General Petroleum Corporation
(a Delaware corporation)
with
Socony Mobil Oil Company, Inc.,
(a New York corporation)

filed in this department on the 31st day of December, 1959, and that such copy is a correct transcript therefrom and of the whole of such original.

Witness my hand and the official seal of the Department of State at the City of Albany, this thirty-first day of December, fifty-nine. one thousand nine hundred

Caroline K. Simon
Secretary of State

By *Abraham N. Davis*

Deputy Secretary of State