

(c) This merger agreement so adopted and certified shall have been signed and acknowledged by the President and Secretary of each corporation;

(d) Triplicate copies of this merger agreement so adopted, certified, signed and acknowledged, together with the certified copy of the laws of the Commonwealth of Kentucky applicable to this merger executed by the Secretary of State of Kentucky, under seal, shall have been filed in the office of the Secretary of State of Indiana as provided in Section 25-314a, et seq., of the Indiana Statutes;

(e) Copies of this merger agreement so adopted, certified, signed and acknowledged shall have been filed in the office of the Secretary of State of Kentucky as required by Section 271.470, et seq., of the Kentucky Revised Statutes; and

(f) Duplicate copies of this merger agreement so adopted, certified, signed and acknowledged shall have been filed in the office of the Secretary of State of Delaware as required by Section 252, et seq., of Title 8, Chapter 1, of the Delaware Code;

thereupon Payless [Delaware] and Dance shall be merged into Thornton, which shall continue as the surviving corporation.

2. The name of Thornton Oil Company of Kentucky, Inc., shall thereupon be changed to "Payless Stations, Inc.", (hereinafter called "Payless [Ky.]"). Payless [Ky.] shall then continue to exist under and be governed by the laws of the Commonwealth of Kentucky.

3. The existence, purposes, powers, franchises, rights and privileges of the surviving corporation, Payless [Ky.], shall continue unimpaired and unaffected by this merger. The surviving corporation shall possess all the purposes, rights, privileges and franchises presently possessed by Payless [Delaware] and Dance. The present corporate purposes of each of the parties hereto are as follows:

Payless [Delaware] - Engaging in the business of buying and selling petroleum products generally, together with automotive supplies and accessories; establishment, maintenance and operation of stations for the purpose of dealing in such products and businesses; acquisition by purchase or lease, use and improvement of real property of all kinds; production of petroleum products; operation of drilling equipment for the production of oil, gas or water and all activities relating thereto; dealing in personal property of every class and description; acquisition

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