

BOOK 1144 PAGE 301

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.

I. J. L. BAILEY, Assistant Secretary of Chevron U.S.A. Inc. a California corporation, do hereby certify that the foregoing is a full, true and correct copy of certain resolutions unanimously adopted at a meeting of the Board of Directors of said corporation held at the office of said corporation in San Francisco, California, on December 3, 1976, and that said resolutions are in full force and unrevoked.

WITNESS my hand and the seal of said corporation this 9th day of December, 1980.


Assistant Secretary

RECORDED: MAR 13 1981

at 2:00 P.M.

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