

# Delaware

The First State

1 of 16

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PHILLIPS 66 COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "PHILLIPS PETROLEUM COMPANY" UNDER THE NAME OF "PHILLIPS PETROLEUM COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF DECEMBER, A.D. 1991, AT 9 O'CLOCK A.M.

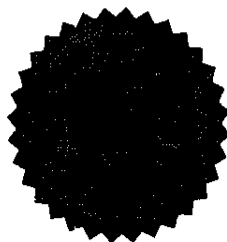
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1991.

03-11343  
03-11342  
03-11349  
03-11344  
03-11348

Mail to: Follie Tanner  
Land America  
7557 Rambler Road  
suite 1200  
Dallas, Texas 75231



Doc#: 0405632110  
Eugene "Gene" Moore Fee: \$50.50  
Cook County Recorder of Deeds  
Date: 02/25/2004 01:16 PM Pg: 1 of 3



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2915786

DATE: 02-06-04

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STATE OF DELAWARE  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 FILED 09:00 AM 12/13/1991  
 681347050 - 64324

**CERTIFICATE OF OWNERSHIP AND MERGER  
 MERGING  
 PHILLIPS 66 COMPANY  
 INTO  
 PHILLIPS PETROLEUM COMPANY**

(Pursuant to Section 253 of the General  
 Corporation Law of Delaware)

Phillips Petroleum Company, a Delaware corporation (the  
 "Company"), does hereby certify:

**FIRST:** That the Company is incorporated pursuant to the  
 General Corporation Law of the State of Delaware.

**SECOND:** That the Company owns all of the outstanding  
 shares of each class of the capital stock of Phillips 66 Company,  
 a Delaware corporation.

**THIRD:** That the Company, by the following resolutions  
 of its Board of Directors, duly adopted on the 9th day of Decem-  
 ber, 1991, has determined to merge into itself Phillips 66 Company  
 on the conditions set forth in such resolutions effective 11:59  
 p.m. December 31, 1991:

**"RESOLVED,** that this Company being the owner of all of  
 the issued and outstanding shares of each class of the capital  
 stock of Phillips 66 Company, be and it is hereby authorized to  
 merge into itself, effective 11:59 p.m. December 31, 1991,  
 Phillips 66 Company, a Delaware corporation, and assume all of  
 such subsidiary's assets, liabilities and obligations, including  
 but not limited to all property, real, personal and mixed, rights,  
 privileges, immunities, duties, powers and franchises, and all and  
 any other interest of Phillips 66 Company; and

**RESOLVED, FURTHER,** that the Chairman of the Board, the  
 Vice Chairman, the President, any Executive Vice President, any  
 Vice President, the Treasurer or any Assistant Treasurer be, and  
 each of them severally is, hereby authorized, for and on behalf of  
 this Company, to enter into and execute and deliver any and all  
 documents, certificates or agreements (with or without attestation  
 of any Secretary or Assistant Secretary of this Company, which  
 attestation if necessary or desirable is hereby authorized), and  
 to take or cause to be taken all such other actions, specifically  
 including but in no way limited to the filing of any document,  
 certificate or agreement with any governmental office, as the  
 officer or officers hereinabove authorized, in his or their sole  
 discretion, deem necessary, appropriate or advisable in order to  
 effect and evidence the merger of Phillips 66 Company into this  
 Company, the execution and delivery of any document, certificate  
 or agreement, the filing thereof with any governmental office or

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the taking of any such other action to be conclusively deemed to be the proper exercise by such officer or officers of the discretion delegated herein."

IN WITNESS WHEREOF, said Phillips Petroleum Company has caused its corporate seal to be affixed and this certificate to be signed by B. M. Thompson, an Executive Vice President, and George C. Meese, its Secretary, this 10th day of December, 1991.

PHILLIPS PETROLEUM COMPANY

By: *B. M. Thompson*  
B. M. Thompson  
Executive Vice President

ATTEST:



*G. C. Meese*

Property of Cook County Clerk's Office