

UNOFFICIAL COPY

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C E R T I F I C A T E

The Undersigned certifies that he is an Assistant Secretary of CHARM STATIONS, INC. ("CHARM"), a Kentucky corporation, and that, as such, he is authorized to execute this Certificate on behalf of CHARM and further certifies that:

- W. A. H. / J. H.
- (a) Attached hereto as Exhibit A is a true, complete and correct copy of the By-laws of CHARM as in effect on the date hereof;
 - (b) Attached hereto as Exhibit B is a true, complete and correct copy of the Certificate of Incorporation of CHARM as in effect on the date hereof; and
 - (c) Attached hereto as Exhibit C is a true, complete and correct copy of resolutions duly adopted by the duly elected Board of Directors of CHARM by unanimous action taken as of December 1, 1985 and by the shareholders of CHARM by unanimous action taken as of December 1, 1985; said resolutions have not been revoked, modified, annulled or amended in any manner whatsoever and do not in any respect conflict with or contravene the By-laws or Articles of Incorporation CHARM.

IN WITNESS WHEREOF, I have signed and sealed this Certification as of the 1st day of January, 1986.

W. A. H. / J. H. Blair B. Baker
Assistant Secretary

(SEAL)

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Exhibit C

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RESOLUTIONS

RESOLVED, that pursuant to Paragraph 5.14 of that certain Trust Indenture dated as of August 15, 1967 (the "Indenture") between the Company and Chemical Bank New York Trust Company (now Chemical Bank) and Stephen J. Cushing, Jr. (now F. J. Farrell), as Trustees, the Company desires to substitute certain new property for existing Properties No. 4, 7, 8, 9, 13, 21, 27, 31, 34, 36, 38, 39, 40, 41, 47, 48, 51, 61, 62, 68, 80, 81, 85, 86, 93 and 94 (the "Existing Properties"), and in connection with such substitution, to convey such Existing Properties to Ashland Oil, Inc., a Kentucky corporation;

RESOLVED, that in order to carry out the intent and purpose of the foregoing resolution, the President, any Vice President, the Secretary or any Assistant Secretary (the "Authorized Officers"), be, and each of them hereby is, authorized to execute and file with Chemical Bank and F. J. Farrell, Trustees under the Indenture, an Application for the substitution of certain new property selected and approved by any such officer, for the Existing Properties, such Application to be in such form as the officer executing the same shall deem necessary or appropriate, and the designation of such new property in such Application to be conclusive evidence of the selection and approval of such new property by such officer;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to execute and deliver in the name and on behalf of the Company and under its corporate seal or otherwise, all deeds, assignments, leases and other instruments, including but not limited to Security Notes, Mortgages, Lease Assignments, Leases, Memorandum of Leases, Quitclaim Deeds and Lease Termination Agreements, with respect to the new property or Existing Properties, as they shall deem necessary or appropriate to carry out and complete the aforementioned substitution including the mortgage to the Trustees of the new property and the conveyance to Ashland Oil, Inc. of the Existing Properties; and

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to take such further actions, and to execute and deliver in the name and on behalf of the Company, under its corporate seal or otherwise, all such additional instruments and documents as such Authorized Officers shall determine to be necessary or appropriate to carry out the intent and purpose of the foregoing resolutions or any of them.

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CHARM STATIONS, INC.

Certificate of Incumbency and Specimen Signatures

I, Glenn G. Wilson, an Assistant Secretary of Charm Stations, Inc., a Delaware corporation, (hereinafter called the "Company"), DO HEREBY CERTIFY that each of the persons listed below is, and at all times since December 1, 1985, has been, a duly elected or appointed and qualified officer or agent of the Company holding the office or title indicated below opposite his name and is presently acting as such, and that the signature appearing below opposite the name of each such person is his facsimile signature.

J. MARVIN QUIN - President

Marvin Quin

T. CODY WALES - Vice President

T. Cody Wales

DAVID L. HAUSRATH - Vice President

David L. Hausrath

GLENN G. WILSON - Assistant Secretary

Glenn G. Wilson

IN WITNESS WHEREOF, I have executed this Certificate as of this 1st day of January, 1986

Glenn G. Wilson
Glenn G. Wilson
Assistant Secretary

I, J. Marvin Quin, President of Charm Stations, Inc., DO HEREBY CERTIFY that Glenn G. Wilson was on December 1, 1985 and has been at all times since that time, to and including the date hereof, a duly elected and qualified Assistant Secretary of Charm Stations, Inc. and that the signature on the foregoing Certificate is his genuine signature.

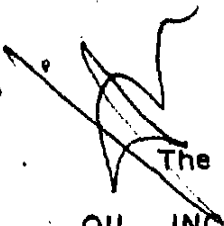
IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of January, 1986.

Marvin Quin
J. Marvin Quin
President

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C E R T I F I C A T E

 The Undersigned certifies that he is an Assistant Secretary of ASHLAND OIL, INC. ("ASHLAND"), a Kentucky corporation, and that, as such, he is authorized to execute this Certificate on behalf of ASHLAND and further certifies that:

- (a) Attached hereto as Exhibit A is a true, complete and correct copy of the By-laws of ASHLAND as in effect on the date hereof;
- (b) Attached hereto as Exhibit B is a true, complete and correct copy of the Restated Articles of Incorporation, as amended, of ASHLAND as in effect on the date hereof;
- (c) Attached hereto as Exhibit C is a true, complete and correct copy of resolutions (the "Resolutions") duly adopted by the duly elected Board of Directors of ASHLAND at a meeting duly called, convened and held on January 27, 1982 at which a quorum was present and acting throughout; said Resolutions have not been revoked, modified, annulled or amended in any manner whatsoever and do not in any respect conflict with or contravene the By-laws or Articles of Incorporation of ASHLAND; and
- (d) Attached hereto as Exhibit D is a true and correct copy of a Power of Attorney dated December 1, 1985 executed and delivered by William R. Seaton to Thomas L. Feazell pursuant to the Resolutions; said Power of Attorney has not been revoked, modified, annulled or amended in any manner whatsoever and does not in any respect conflict with or contravene the By-laws or Articles of Incorporation of ASHLAND.

IN WITNESS WHEREOF, I have signed and sealed this Certification as of
the 1st day of January, 1986.


Assistant Secretary

(SEAL)

Exhibit A 594800

As Effective January 30, 1985



ASHLAND OIL, INC.

BY-LAWS

Property of Cook County Clerk's Office

UNOFFICIAL COPY 3597900
Exhibit B (Effective as of 2/26/81)

ASHLAND OIL, INC.

RESTATED ARTICLES OF INCORPORATION

(Together with all amendments)

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Exhibit C 7 5 9 4 3 0 0

EXCERPT FROM MINUTES OF DIRECTORS' MEETING

ASHLAND OIL, INC.

January 27, 1982

Property of

RESOLVED, that in addition to but not in limitation of, the authority vested in the Chief Executive Officer of the Corporation in respect of the management of the business and affairs of the Corporation as set forth in the By-laws of the Corporation, Messrs. William R. Eaton, Robert T. McCowan, Paul W. Chelgren, Charles J. Tuellen, Richard W. Spears and William C. Voss ("Designated Officers"), in their respective capacities as officers of the Corporation, shall be, and each is hereby authorized, in addition to and not in limitation of any other power and authority he may have, on behalf of the Corporation, to enter into commitments, execute and deliver contracts, and do and perform all such other acts and things, as are necessary and appropriate to accomplish the management, business and affairs of the Corporation in the ordinary course of business; and

RESOLVED, that the Designated Officers, he and each of them is hereby authorized from time to time and for such period of time as deemed necessary or appropriate, by written instrument filed with the Secretary, to make constitute, and appoint powers of attorney, designated as Attorneys in Fact, whether officers, employees, or agents, with the authority, in the name and on behalf of the Corporation, and also to enter into commitments, execute and deliver contracts, and do and perform all such other acts and things, as are necessary and appropriate to accomplish the management of the business and affairs of the Corporation, in the ordinary course of business, subject in either case and in all matters to the control of the Chief Executive Officer and of the Board of Directors and the Chief Executive Officer to

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revoke the appointment of any power of attorney designated as an Attorney in Fact, upon written notice to the Attorney filed with the Secretary; which power and authority in the ordinary course of business shall include, not by way of limitation, but by way of confirmation, the following power and authority:

1. The power and authority to execute and deliver any and all of the following instruments, all pertaining to oil, gas, or both, and all related hydrocarbon substances owned from lands owned or administered by (a) the United States or any administrative agency thereof (hereinafter designated as "federal lands") and Tribal or Allied Indian Lands, or (b) any sovereign foreign to the United States or any state or political subdivision or administrative agency thereof of any foreign sovereign or of the United States, requiring execution and delivery in the name of the Corporation, viz:

Offers, applications and bids to lease or for concessions, applications for approval of assignments of leases or concessions or interests therein and all statements of interest and of holdings of said Ashland Oil, Inc., pertaining to such lands, and as to federal lands, all other statements required or which may be required, by the Acts and Regulations pertaining to such federal lands; and, as to such federal lands, said Corporation agrees to be bound by such representations of said attorney and waives any and all defenses which may be available to it to contest, negate, or disaffirm the actions of said attorney taken hereunder in connection with such federal lands.

2. The power and authority to execute and deliver any and all bids, proposals, contracts, bonds, releases, satisfactions, labor and payroll affidavits and reports, permits and final estimates, consents to the release of retained percentages and the payment of final estimates, and all other documents, writings, consents, or reports necessary or requisite to the implementation of bidding for, or the performance of, the furnishing of goods, products or work and services to any governmental instrumentality, whether foreign, federal, state, county or municipal, including, without limitation, bids or proposals including a certificate as to non-collusion as may be required by any governmental entity or in particular by paragraph 10(d) of the General

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Municipal Law of Buffalo, New York, and bids or proposals including a certificate of non-collusion as required by Section 139-d of the State Finance Law of the State of New York or Section 2604 of the Public Authorities Law of the State of New York.

3. The power and authority to appear and represent the Corporation before all governmental departments, tribunals and officials including, without limitation, filing, execution and delivery of all tax returns or supplementary and related papers thereto; to exercise the right to vote in respect of shares of any other corporation, partnership or association held by the Corporation and to execute and deliver proxies to vote such shares; to make and enter into agreements for the purchase, sale and transfer of personal property; to buy, sell, trade, exchange, lease in, import, export any and all kinds of goods, wares and merchandise; to enter into contracts to sell and convey or purchase and acquire real property in transactions involving not in excess of \$1,000,000, and to execute and deliver deeds and other documents in connection therewith; to execute and deliver surety bonds; to draw, sign, endorse, accept and negotiate bills of lading, certificates and affidavits and other commercial documents (except promissory notes); to demand, collect and receive any and all sums of money, securities, documents and property of every kind which may be due or belonging to the Corporation; and to adjust, settle and compromise debts, accounts and claims which pertain to the business of the Corporation, and to give receipts and acquittances therefor; and the power and authority to execute (or deliver any and all certificates, authorizations, consents, receipts, releases, waivers and any other documents required, necessary or appropriate in connection with any transaction, requirement or request with or by the Government of the United States or any state, county, municipality, or subdivision or agency of any of the foregoing.

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Exhibit D

POWER OF ATTORNEY

I, William R. Seaton, Vice Chairman and Chief Financial Officer of Ashland Oil, Inc. (the "Corporation") by virtue of the authority vested in me by the Board of Directors to grant limited powers of attorney, do hereby grant authorization to Thomas F. Fezell, Vice President and General Counsel of the Corporation, and J. Marvin Quin, Treasurer of the Corporation, or either of them, acting singly, to execute and deliver on behalf of the Corporation all documents, instruments and certificates, including deeds, leases, lease assignments, and memoranda of leases, in connection with the substitution of a new property for twenty-six existing properties in the Charm Stations, Inc. financing and to do and perform all other acts and to execute and deliver all other documents, instruments and certificates as are necessary and appropriate to accomplish the foregoing substitution, subject in any case and in all matters to the control of the Chief Executive Officer of the Corporation to revoke this Power of Attorney upon written notice to the attorneys filed with the Secretary of the Corporation.

Dated as of the 1st day of December, 1985.

ASHLAND OIL, INC.

By: William R. Seaton
William R. Seaton
Vice Chairman and Chief
Financial Officer

ATTEST:

Richard Thomas
Assistant Secretary

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STATE OF KENTUCKY)

) SS:

COUNTY OF GREENUP

AFFIDAVIT OF DELIVERY

Comes the affiant hereto, Marvin Quin

as President of CHARM STATIONS, INC., a

Delaware Corporation, and states as follows:

1. That on May 22, 1986, said Charm Stations, Inc., delivered to the Cook County, Illinois, Recorder of Deeds a certain Quitclaim Deed to Ashland Oil, Inc., a Kentucky corporation, dated January 1, 1986, which Deed was recorded May 22, 1986 as T# 4444, Transaction 0294, at 10:18 A.M., #4136, #D86-204319, a copy of which is attached hereto and made a part hereof by reference.
2. That said Deed was recorded and delivered to said Grantee in error as the property conveyed therein is Registered Land. (See copy of Certificate of Title attached hereto.)
3. That said record should be laid aside and held for naught, and said Deed be processed through the proper channels for conveyance to Ashland Oil, Inc.

Further the affiant saith naught.

CHARM STATIONS, INC.

(SEAL)

By: *Marvin Quin*

^{DRH} Title: President

SUBSCRIBED AND SWORN TO before me by Marvin Quin

as President of CHARM STATIONS, INC., a Delaware corporation, this 31st day of October, 1986 on behalf of said corporation.

My commission expires: KAREN C. REIS
My Commission expires August 23, 1987

(SEAL)

Karen C. Reis
Notary Public
Kentucky State-at-Large

1986-1800-016

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This conveyance is made subject to applicable zoning laws, ordinances, regulations and restrictions and to all easements, rights of way, exceptions, reservations, restrictions and conditions contained in prior instruments of record in the chain of title to the property herein conveyed.

successors and assigns forever.

TO HAVE AND TO HOLD the said premises, together with all buildings and improvements thereon, and the rights, privileges, easements and appurtenances thereunto belonging or pertaining unto ASHLAND, its

described in Schedule A attached hereto and made a part hereof.

all buildings and improvements thereon, more particularly bounded and parcel of land situate in the County of Cook, State of Illinois, together with assigns forever, all its right, title and interest in and to that certain tract or convey, assign and forever quitclaim unto ASHLAND, its successors and of which is hereby acknowledged, GRANTOR does hereby grant, bargain, sell, ASHLAND, the true value of which is \$275,600.00, the receipt and adequacy That for and in consideration of real property conveyed to GRANTOR by

WITNESSETH:

referred to as "ASHLAND".

mailing address of 2000 Ashland Drive, Russell, Kentucky 41114, hereinafter as "GRANTOR", to ASHLAND OIL, INC., a Kentucky corporation, with a address of P. O. Box 391, Ashland, Kentucky 41114, hereinafter referred to from CHARM STATIONS, INC., a Delaware corporation, having a mailing address of P. O. Box 391, Ashland, Kentucky 41114, hereinafter referred to as of the 1st day of January, 1986, is

QUITCLAIM DEED

Existing Property #62

86204319

3591800

8 6 2 0 4 3 1

86204319

3591800

W. G. DeLong - 2 resolutions attached 4/

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00004932-2

COOK 016
147539

STATE OF ILLINOIS
REAL ESTATE TRANSFER TAX
DEPT. OF REVENUE
MAY 22 1986
138.00

055715
Cook County
REAL ESTATE TRANSACTION TAX
REVENUE STAMP
MAY 22 1986
138.00

David L. Hausrath, Attorney
Ashland Oil, Inc.
1000 Ashland Drive
Russell, Kentucky 41169

This instrument Prepared By:

Notary Public: George R. Mattin
Print Name My Commission Expires August 1, 1988

The foregoing instrument was acknowledged before me this 17th day of December, 1985, by MARKIN QUIN, President of Charm Stations, Inc., a Delaware corporation, on behalf of the corporation.

STATE OF KENTUCKY)
COUNTY OF GREENUP)

Assistant Secretary
[Signature]
ATTEST:
President
[Signature]

Signed, Sealed and Acknowledged
in the presence of the undersigned
attesting witnesses:
[Signature]
[Signature]

CHARM STATIONS, INC.
thereto effective as of the day and year first above written.
executed by its duly authorized officers and its corporate seal to be affixed
IN WITNESS WHEREOF, the GRANTOR has caused this instrument to be
herein conveyed abuts.
without warranty, all its right, title and interest, if any, in and to any
streets, ways, alleys, vaults, gores or strips of land on which the property
GRANTOR also grants, conveys and forever quitclaims unto ASHLAND,

86204319

86204319
3594800

120

Being the real property conveyed to GRANTOR from Bi-Lo Stations, Inc. by Deed dated March 30, 1968, as recorded in Cook County, Illinois in Book

86-204319

86204319

3594800

Handwritten initials and notes: *FM*, *1/2 NW 1/4*, *1/4 NW 1/4*

09-82-100-008-0000

PROPERTY IDENTIFICATION

Subject to easements of existing streets, roads and highways.

That part of the W 1/2 of the E 2/3 of the NW 1/4 of the NW 1/4, Sec. 32, T 41N, R 12E, of the Third Principal Meridian, lying northwesterly of the following described tract of land: - Beginning at a point on the W line of the E 2/3 of the NW 1/4 of the NW 1/4, Sec. 32, said point being 97.2 feet S of a cross in the pavement at the NWC of W 1/2 of the E 2/3 of NW 1/4 of the NW 1/4 of said Sec. 32; thence S 265.8 ft. along W line of the W 1/2 of the E 2/3 of NW 1/4 of NW 1/4 of NW 1/4, Sec. 32; thence S 265.8 ft. along said E line which makes a left deflection of 109° 50' 30", with the last described course; thence Northwest 470.9 ft. to place of beginning (excepting therefrom that part thereof lying North of the following described line. Commencing at a point on N line of NW 1/4, Sec. 32, which is 201.8 ft. E of NWC, Sec. 32; thence Southeast 60 ft. South, measured at right angles, from said N line of NW 1/4, Sec. 32, said point being the point of beginning of the line herein being described; thence North-easterly in a straight line a distance of 537.04 ft. to a point in the W line of E 1/3 of NW 1/4 NW 1/4, said Sec. 32, distant 50 ft. S, measured at right angles, from said N line of NW 1/4, Sec. 32.

A tract of land situated in the County of Cook and State of Illinois, described as follows:

EXISTING PROPERTY NO. 62

PROPERTY DESCRIPTION

SCHEDULE A

R DEPT-01 RECORDING

1#4444 TRAN 0294 05/22/86 10:17:00

R DEPT-01 RECORDING

1#4444 TRAN 0294 05/22/86 10:16:00

8 6 2 0 4 3 1 9

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Property of Cook County Clerk's Office

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1043946084653
NID

0084653

3594800
FEB 21 2010
HARRY ISRAEL

Age of Grantor

Address

Residence

City

State

Address

Delivered to

Received by

Signature EM

505 W. ORMSBY AVE.
LOUISVILLE, KY.
40203