

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

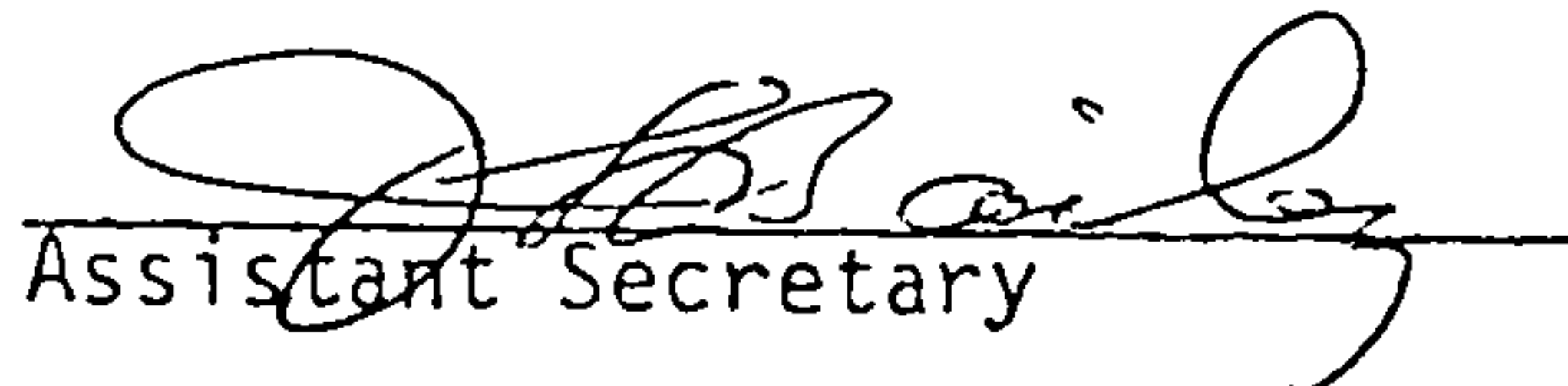
RESOLVED: That this corporation relinquish its corporate name and adopts in place thereof the name of Chevron U.S.A. Inc., one of the wholly-owned subsidiary corporations so merged, thereby amending Article FIRST of its Restated Articles of Incorporation to read as follows:

"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 27TH day of April, 1981.


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Shelby Cnty Judge of Probate, AL
07/24/1981 12:00:00 AM FILED/CERT


Assistant Secretary

Cahaba Title, Inc.

RESOLVED: That the President, a Senior Vice-President, a Vice-President, a Regional Vice-President, the Treasurer, the Secretary, an Assistant Secretary, an Assistant Treasurer, or a duly appointed Attorney-in-Fact of this corporation, be and each of them is hereby empowered in such capacity or as Agents or as Attorneys-in-Fact for this corporation, to execute for and on behalf of this corporation (without the necessity of affixing the corporate seal) all papers requiring execution in the name of this corporation, excepting no authority is conferred by this resolution for execution of any of the following:

1. leases to others covering oil, gas or other hydrocarbon or non-hydrocarbon minerals underlying fee lands of this corporation, or deeds or conveyances to others covering fee lands of this corporation, other than rights of way and similar easements, where either book value or sale price exceeds \$500,000;
2. documents, instruments or promissory notes in support of any borrowings; provided, however, that promissory notes and other documents given as consideration for the acquisition of real or personal property shall not be deemed to constitute a borrowing
3. documents or agreements establishing bank accounts in the name of this corporation, or withdrawing of funds or closing of any bank accounts of this corporation, and be it further

RESOLVED: That each party empowered by this resolution is authorized to affix the seal of this corporation to such papers as require a seal and to acknowledge and deliver any such papers as fully as if special authority were granted in each particular instance; and be it further

RESOLVED: That the President or a Senior Vice-President of this corporation be and each of them is hereby empowered on behalf of this corporation to appoint any person or persons whom they or any one of them may deem proper as Attorney or Attorneys-in-Fact of this corporation for a term not to exceed one year with such powers said persons or any of them may lawfully do by virtue of the authority herein granted to them; and be it further

RESOLVED: That the resolutions granting similar authority December 30, 1976, February 10, 1977, and February 9, 1981, be and the same are hereby rescinded.

I, W. L. HADLEY, 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 April 2, 1981, and that said resolutions are in full force and unrevoked. I further certify that

J. L. BAILEY is Assistant Secretary of CHEVRON U.S.A. INC., a California corporation.

WITNESS my hand and seal of said corporation this 27th day of April, 1981.

19810724000080730 2/2 \$.00
Shelby Cnty Judge of Probate, AL
07/24/1981 12:00:00 AM FILED/CERT

W L Hadley
Assistant Secretary

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1981 JUL 24 AM 8:25

Rec. 3.00
Paid 1.00
4.00

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