

File No. 29659

UNITED STATES STEEL COMPANY,

To

UNITED STATES STEEL CORPORATION.)

CERTIFICATE OF OWNERSHIP
OF ALL THE SHARES OF AND
RESOLUTION FOR THE MERGER OF
UNITED STATES STEEL COMPANY
INTO
UNITED STATES STEEL CORPORATION

UNITED STATES STEEL CORPORATION, a corporation of the State of New Jersey, incorporated pursuant to the provisions of "An Act concerning Corporations (Revision of 1896)" (P.L.1896, Chapter 185, Page 277) and existing under and by virtue of Title 14 of the Revised Statutes of New Jersey, DOES HEREBY CERTIFY:

FIRST: That this corporation owns all the stock of United States Steel Company, a

corporation organized and existing under the laws of the State of New Jersey.

SECOND: That the board of directors of this corporation at a meeting of said board duly held on the 27th day of May, 1952, duly adopted the following resolution:

WHEREAS this corporation lawfully owns all the stock of United States Steel Company, a corporation organized and existing under the laws of the State of New Jersey, and

WHEREAS this corporation desires to merge into itself the said United States Steel Company and vest in itself all the estate, property, rights, privileges and franchises of said United States Steel Company pursuant to the provisions of "An Act concerning corporations, and supplementing Chapter Twelve of Title 14 of the Revised Statutes", being Chapter 33 of the 1952 laws of New Jersey;

NOW, THEREFORE, BE IT

RESOLVED that this corporation merge into itself said United States Steel Company and that this corporation assume and this corporation does hereby assume all liabilities and obligations of the United States Steel Company existing at the time said merger becomes effective;

FURTHER RESOLVED that the President or a Vice President and the Secretary or Treasurer or Assistant Secretary or Assistant Treasurer be and they hereby are authorized and directed to make and execute, under the corporate seal of this corporation, a certificate of ownership by this corporation of all the stock of the said United States Steel Company and setting forth a copy of this resolution to merge the said United States Steel Company into this corporation and to assume all obligations of said United States Steel Company, and to file the same in the office of the Secretary of State of New Jersey at as late a time as possible on December 31, 1952;

FURTHER RESOLVED that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of New Jersey, which may be necessary, proper or convenient to effect said merger and to vest in this corporation all the estate, property, rights, privileges and franchises of said United States Steel Company.

THIRD: The principal office in the State of New Jersey of the United States Steel Corporation and of the United States Steel Company is at 51 Newark Street, Hoboken, Hudson County, and Hudson Trust Company is the agent therein and in charge thereof upon whom process against each of said corporations may be served in said state.

IN WITNESS WHEREOF, said United States Steel Corporation has made this certificate under its seal and has caused this certificate to be signed by its President and its Treasurer this twenty-fourth day of December, A.D. 1952.

UNITED STATES STEEL CORPORATION

B. F. FAIRLESS
President

H. E. ISHAM
Treasurer

(CORPORATE SEAL)

Attest:

B. L. RAWLINS
Secretary

State of New York)
) ss.
 County of New York)

BE IT REMEMBERED that on this 24th day of December, A.D. 1952, in the county and state aforesaid, before me, the subscriber, a Notary Public authorized to take acknowledgments and proofs in said county, personally appeared B. L. RAWLINS, who, being by me duly sworn according to law, on his oath, doth depose and say that he is the Secretary of the United States Steel Corporation, the corporation named in and which executed the foregoing certificate; that the seal affixed to the foregoing certificate is the corporate seal of said corporation, the same being well known to him; that it was affixed by order of the Board of Directors of said corporation; that B. F. FAIRLESS is the President of said corporation and H. E. ISHAM is the Treasurer of said corporation; that he saw the said B. F. FAIRLESS as such President and H. E. ISHAM as such Treasurer sign the said certificate and affix said seal thereto and deliver said certificate, and heard each of them declare that he signed, sealed and delivered the same as his voluntary act and deed and as the voluntary act and deed of said corporation pursuant to said resolution, and that this deponent signed his name thereto at the same time as a subscribing witness.

B. L. RAWLINS
 B. L. RAWLINS

Sworn to and subscribed before
 me a Notary Public in and for
 the County of New York, in the
 State of New York, in said County
 and State, this 24th day of
 December, 1952.

WENDELL W. LANG

Notary Public in and for the
 County of New York, in the State
 of New York.

Endorsed
 "FILED AND RECORDED
 DECEMBER 31, 1952,
 at 12 P.M.

(Notarial Seal)

WENDELL W. LANG
 Notary Public in the State of New York
 No. 60 - 2249900
 Qualified in Westchester County
 Certificates filed with New York, Bronx,
 Kings and Queens County Clerks
 Term Expires March 30, 1953

LLOYD B. MARSH
 Secretary of State."

(The Great Seal of the State of New Jersey)

STATE OF NEW JERSEY

DEPARTMENT OF THE TREASURY
 DIVISION OF TAXATION

Corporation Tax Bureau
 State House
 Trenton 7

Certificate No. A 4724

Application No. 4881

Fee \$5.00

1952

Certificate of Payment of Corporation Franchise Tax

THIS IS TO CERTIFY That all Corporation Franchise taxes, fees, penalties and interest levied upon or assessed against

UNITED STATES STEEL CORPORATION
 (Incorporated 2/25/1901)

by the State of New Jersey, in accordance with the provisions of Chapters ten A, thirteen

and thirty-two A of Title 54 of the Revised Statutes and all acts amendatory thereof or antecedent or supplementary thereto, have been paid, or are deemed fully secured. This certificate is being issued only in connection with the merger of United States Steel Corporation (a New Jersey Corporation) and United States Steel Company (a New Jersey Corporation) for the purpose of enabling the said United States Steel Corporation to complete the filing of the said merger proceedings with the Secretary of State.

WITNESS my hand and official seal
at Trenton, this 15th day of December
A.D. 1952.

AARON K. NEELD
Deputy Director,
Division of Taxation

(Seal)

(The Great Seal of the State of New Jersey)

STATE OF NEW JERSEY

DEPARTMENT OF THE TREASURY
DIVISION OF TAXATION

Corporation Tax Bureau
State House
Trenton 7

Certificate No. A 4725
Application No. 4882
Fee \$5.00

1952

Certificate of Payment of Corporation Franchise Tax

THIS IS TO CERTIFY that all Corporation Franchise taxes, fees, penalties and interest levied upon or assessed against

UNITED STATES STEEL COMPANY
(Incorporated 2/21/1899)

by the State of New Jersey, in accordance with the provisions of Chapters ten A, thirteen and thirty-two A. of Title 54 of the Revised Statutes and all acts amendatory thereof or antecedent or supplementary thereto, have been paid, or are deemed fully secured. This certificate is being issued only in connection with the merger of United States Steel Company (a New Jersey Corporation) and United States Steel Corporation (a New Jersey Corporation) for the purpose of enabling the said United States Steel Corporation to complete the filing of the said merger proceedings with the Secretary of State.

WITNESS my hand and official seal
at Trenton, this 15th day of
December, A.D. 1952.

AARON K. NEELD
Deputy Director,
Division of Taxation

(Seal)

State of New Jersey
Department of State.

I, LLOYD B. MARSH, Secretary of State of the State of New Jersey, DO HEREBY CERTIFY that the foregoing is a true copy of instrument of merger, namely, Certificate of Ownership, under which United States Steel Corporation, a New Jersey corporation, and United States Steel Company, a New Jersey corporation, are merged and under which said United States Steel Corporation is the surviving corporation, and of the endorsements thereon as the same is taken from and compared with the original filed in my office on the Thirty-first day of December, A. D. 1952, and now remaining on file and of record therein.

IN TESTIMONY WHEREOF, I
have hereunto set my hand and
affixed my Official Seal at Trenton,
this Thirty-first day of December,
A. D. 1952.

(Official Seal)

Lloyd B. Marsh
Secretary of State.

Recorded at the Request of Merrill L. Heald Jan. 7 A.D. 1952 At 20 minutes past 11 A.M.

R. W. Gibson--Recorder.