

RECORDING REQUESTED BY & RETURN TO:

O'MALLEY & MYERS
611 WEST SIXTH STREET
LOS ANGELES, CALIFORNIA 90017

1608251

REC'D
DIT
SEP 23 1979
CORPORATION TAX
DIVISION 8

CERTIFICATE OF MERGER
of
CYPRUS MINES CORPORATION
(a New York corporation)
into
AMOCO CYM CORPORATION
(a Delaware corporation)
UNDER SECTION 007 OF THE NEW YORK
BUSINESS CORPORATION LAW

WHEREAS, Amoco Cym Corporation, a Delaware corporation ("Amoco"), and Cyprus Mines Corporation, a New York corporation ("Cyprus"), and Standard Oil Company, an Indiana corporation ("Standard"), have entered into an Agreement and Plan of Reorganization, dated as of July 13, 1979 and Amoco and Cyprus have entered into an Agreement of Merger, dated as of July 13, 1979, providing, among other things, for the merger (the "Merger") of Cyprus with and into Amoco (such Agreement and Plan of Reorganization and Agreement of Merger being referred to herein together as the "Agreement"); and

WHEREAS, the Agreement sets forth terms and conditions of the Merger, the mode of carrying the same into effect, the manner of converting the shares of Common Stock, par value \$4 per share ("Cyprus Common Stock"), and Series A Preferred Stock, par value \$1 per share ("Cyprus Preferred Stock"), of Cyprus issued and outstanding immediately prior to the effective time of the Merger into shares of Common Stock, par value \$12.50 per share, of Standard or into cash.

ARTICLE I

In accordance with the provisions of the law of the States of Delaware and New York, Cyprus shall be merged with and into Amoco, which shall be, and is herein sometimes referred to as, the "Surviving Corporation".

ARTICLE II

The Merger shall become effective upon such date as this Certificate is duly filed in accordance with the laws of New York. The date when the Merger becomes effective shall be the "Effective Date" referred to in this Certificate.

ARTICLE III

(1) The Merger is permitted by and is in compliance with the laws of the States of Delaware and New York.

(2) Amoco was incorporated in Delaware on April 18, 1979 and filed an application for authority to do business in the State of New York on May 24, 1979.

(3) The original Certificate of Incorporation of Cyprus was filed by the Department of State of the State of New York on March 11, 1916.

(4) Amoco agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of Cyprus, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of shareholders of Cyprus to receive payment for their shares against the Surviving Corporation.

(5) Amoco agrees that, subject to the provisions of section 823 of the Business Corporation Law of the State of New York, it will promptly pay to the shareholders of Cyprus the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York, relating to the right of shareholders to receive payment for their shares.

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CT-91 (5-77)

State of New York - Department of Taxation and Finance - Corporation Tax Bureau
Albany, New York 12227

Date: September 21, 1979

To SECRETARY OF STATE

NAME OF CORPORATION

CYRUS HINDS CORPORATION

95-0665420 1029

Pursuant to provisions of Section 907 of the Business Corporation Law, the State Tax Commission hereby consents to the Merger of the above named corporation, into HOCO CYR CORPORATION (Del) if filed on or before 12/1/79

Certificate and fee are attached.

Filed by: McKamee, Lochner, Titus & Williams, P.C.
Att: David Sterling Williams
75 State St.
Albany, NY 12201

Director, Corporation Tax

By

C. Ghizzi

(6) Amoco designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law of the State of New York, in any action or special proceeding. The post office address to which such Secretary of State shall mail a copy of the process in such action or special proceeding is: P. O. Box 5910-A, Chicago, Illinois 60680, Attention: Secretary.

(7) As of August 8, 1979, the outstanding shares of capital stock of Cyprus consisted of 10,528,423 shares of Common Stock, par value \$1 per share, and 59,400 shares of Series A Preferred Stock, par value \$1 per share. Each share of Cyprus Common Stock and Cyprus Preferred Stock is entitled to one vote voting together as one class, and each share of Cyprus Preferred Stock is entitled to one vote voting as a separate class on adoption of the Agreement. The number of outstanding shares of Cyprus Common Stock and Cyprus Preferred Stock is subject to change prior to the Effective Date in that each share of Cyprus Preferred Stock is convertible into 7.6 shares of Cyprus Common Stock and options are outstanding for the purchase of shares of Cyprus Common Stock.

(8) As of August 8, 1979, the outstanding shares of capital stock of Amoco consisted of 100 shares of Common Stock, par value \$10 per share, each of which is entitled to one vote.

ARTICLE IV

(1) The Agreement was adopted and approved by the Board of Directors of Cyprus in accordance with Section 907 of the Business Corporation Law of the State of New York and was executed by the President and attested by the Assistant Secretary of Cyprus under its corporate seal. Thereafter, the Agreement was submitted to the shareholders of Cyprus at a meeting thereof duly called for the purpose of acting on the Agreement and at said meeting more than 66 $\frac{2}{3}$ % of the votes which the holders of all outstanding shares of capital stock of Cyprus were entitled to cast thereon were cast for the adoption of the Agreement, and the holders of more than 66 $\frac{2}{3}$ % of the outstanding shares of Cyprus Preferred Stock (voting as a separate class) voted for the adoption of the Agreement.

(2) The Agreement was adopted and approved by the Board of Directors of Amoco in accordance with Section 252 of the General Corporation Law of the State of Delaware and was executed by the President and attested by the Secretary of Amoco, under its corporate seal. Thereafter, the Agreement was adopted by written consent of the sole stockholder of Amoco.

IN WITNESS WHEREOF, each of the constituent corporations has caused this Certificate to be signed in its corporate name by its duly authorized officers as of the 21st day of September, 1979. Each such officer affirms the statements contained herein as true under penalties of perjury.

AMOCO CYM CORPORATION

By F. S. Addy
F. S. Addy, President

G. J. Spindler
G. J. Spindler, Secretary

CYPRUS MINES CORPORATION

By Kenneth Lieber
Kenneth Lieber, President

W. H. Cain
W. H. Cain, Secretary

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CERTIFICATE OF MERGER

OF

CYPRUS MINES CORPORATION
(a New York corporation)

INTO

AMOCO CYM CORPORATION
(a Delaware corporation)

UNDER SECTION 907 OF THE NEW YORK
BUSINESS CORPORATION LAW

45-149

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED SEP 21 1979

AMT OF CHECK \$ 30

FILING FEE \$ 30

TAX _____

CO: _____

CERT: _____

RE: _____

BY: *m*

ny

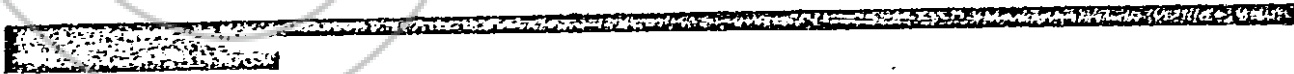
McNAMEE, LOCHNER, TITUS & WILLIAMS, P.C.

Attorneys At Law

75 STATE STREET

ALBANY, NEW YORK 12201

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I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on FEB 11 1980



Basil G. Patterson
Secretary of State

G020-504 (12/78)

72902

RECORDED AT THE REQUEST OF O'Melveny & Myers
on April 2, 19 80, at 30 min. past 10 A.M. in
Book 79 of OFFICIAL RECORDS, page 581-585, RECORDS OF
EUREKA COUNTY, NEVADA. WILLIS A. DePAOLI Recorder
File No. 72902 Fee \$ 7.00

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