

Office of the Secretary of State

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

"NEWCO EXPLORATION COMPANY", A DELAWARE CORPORATION,

"WEBB RESOURCES, INC.", A COLORADO CORPORATION,

WITH AND IN "SOHIO PETROLEUM COMPANY" UNDER THE NAME OF "SOHIO PETROLEUM COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON ELEVENTH DAY OF DECEMBER, A.D. 1979, AT 11:45 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0881103 8100

AUTHENTICATION: 1178548

010250808

DATE: 06-08-01

BOOK 342 PAGE 042

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER dated December 11, 1979 between WEBB RESOURCES, INC., (hereinafter sometimes called "Webb"), NEWCO Exploration Company, (hereinafter sometimes called "Newco"), and SOHIO PETROLEUM COMPANY, (hereinafter sometimes called "SPC").

WITNESSETH:

WHEREAS, WEBB (which is herein sometimes called a Constituent Corporation) is a corporation duly organized existing under the laws of the State of Colorado; and

WHEREAS, NEWCO (which is herein sometimes called a Constituent Corporation) is a corporation duly organized existing under the laws of the State of Delaware; and

WHEREAS, SPC (which is herein sometimes called a Constituent Corporation) is a corporation duly organized existing under the laws of the State of Delaware; and

WHEREAS, SPC is wholly owned subsidiary of The Standard Oil Company, a corporation duly organized existing under the laws of the State of Ohio, (hereinafter called "Standard"); and

WHEREAS, the board of directors of the Constituent Corporations deem it desirable and in the best interests of corporations and their stockholders that Webb and Newco be merged into SPC:

Now, THEREFORE, consideration of the premises and the mutual promises and covenants and subject to conditions herein set forth, the Constituent Corporations agree as follows:

1. The Constituent Corporations are to be merged into a single corporation by Webb and Newco merging into and with SPC, (herein sometimes called the "Surviving Corporation"), which shall survive the merger, pursuant to the provisions of the laws of the States of Delaware and Colorado. Upon such merger, the separate corporate existence of Webb and Newco shall cease, and the Surviving Corporation will succeed, without other transfer, to all debts and property of each of the Constituent Corporations and the Surviving Corporation will possess all the rights, privileges, powers and franchises as well as of a public as private nature, and be subject to all the restrictions, disabilities and duties, of each of the Constituent Corporations; and all and singular, the rights, privileges, powers, franchises of each of the Constituent Corporations and all property, real, personal, mixed, and all debts due to any of the Constituent Corporations on whatever account all other things in action or belonging to each of the Constituent Corporations will vest in the Surviving Corporation; and all property, rights, privileges, powers, franchises and all and every other interest will be as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and title to any real estate vested by deed or otherwise, in either of the Constituent Corporations, will not revert or be in any way impaired by reason of the merger; but claims of creditors and all liens upon any property of either of the Constituent Corporations will be preserved unimpaired (limited in lien to the property affected by such claims immediately prior to the effective date of the merger) and all debts, disabilities, liabilities and duties of the respective Constituent Corporations shall thenceforth be the debts, disabilities, liabilities and duties of the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

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2. The name of the Surviving Corporation is Sohio Petroleum Company. The certificate of incorporation of Sohio Petroleum Company shall be the certificate of incorporation of the surviving corporation.

3. The named addresses of the persons who are the directors of the Surviving Corporation and will serve as directors of the Surviving Corporation until their successors are elected are as follows:

<u>Name</u>	<u>Address</u>
A. Waitehouse	1750 Midland Building Cleveland, Ohio 44115
J. D. Bell	1750 Midland Building Cleveland, Ohio 44115
P. D. Lips	1750 Midland Building Cleveland, Ohio 44115
Roger on	1750 Midland Building Cleveland, Ohio 44115
F. E. Ier	1750 Midland Building Cleveland, Ohio 44115
G. R. vn	1750 Midland Building Cleveland, Ohio 44115
D. R. Kley	1750 Midland Building Cleveland, Ohio 44115
C. H. F	1750 Midland Building Cleveland, Ohio 44115

4. The manner of converting shares of the Constituent Corporations into shares of the Surviving Corporation or other property or cash is as follows:

A. The shares of total stock of SPC issued and outstanding remain unchanged, and each certificate of SPC evidencing ownership of any such shares continues to evidence ownership of the same number of shares of the Surviving Corporation.

B. Each share of Standard's common stock outstanding by virtue of the merger, to be converted into, and the holder thereof is thereupon entitled to receive in exchange for such share 0.5 of a share of common stock of Standard, provided, however, that no fractional shares of Standard common stock is to be issued and that persons otherwise entitled to such a fractional share will receive a cash payment in lieu thereof of equivalent to the corresponding fraction of the closing price of a share of common stock of Standard on the New York Stock Exchange on the effective date of the merger.

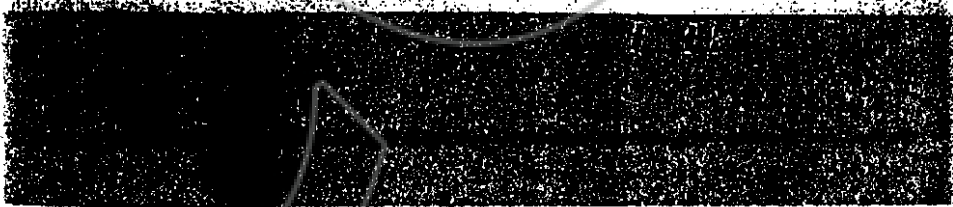
C. Each share of Newco's common stock outstanding by virtue of the merger, to be converted into, and the holder thereof will thereupon be entitled to receive in exchange for each share of Newco in accordance with the following formula:

$$S = \frac{A}{2,000,000} + 54$$

where S represents the price of shares of Standard common stock and A is the purchase price, provided, however, that no fractional shares of Standard common stock are to be issued and that persons otherwise entitled to such a fractional share will receive a cash payment in lieu thereof equivalent to the corresponding fraction of the closing price of a share of common stock of Standard on the New York Stock Exchange on the effective date of the merger.

D. After the date hereof, each holder of an outstanding certificate or certificates which prior hereto represented Standard and Newco common stock, converted into common stock of

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Standard in accordance with subsection B and C of this Section 4 is to surrender the same to the Corporate Trust Division of National City Bank, Cleveland, Ohio 44115 (hereinafter called the "Exchange Agent"), and each such holder will be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing the number of whole shares of common stock of Standard into which the shares of stock theretofore represented by the certificate or certificates so surrendered will be converted as aforesaid, together with cash for any fractional share to which such holder might otherwise be entitled. Adoption of the Agreement of Merger by the stockholders of Webb and Newco constitutes ratification of the appointment of such bank as such Exchange Agent. Until so surrendered, each such outstanding certificate is valid for all corporate purposes other than the payment of dividends, to evidence the ownership of the whole number of shares of common stock of Standard issuable in exchange therefor. Unless and until any such certificate is so surrendered, no dividend payable to holder of record of shares of common stock of Standard as of any date subsequent to the effective date of the merger is to be paid to the holder of such certificate, but upon such surrender there is to be paid to the holder of record of the certificate for shares of common stock of Standard into which the shares of Webb and Newco common stock have been converted the amount of dividends that has theretofore become payable with respect to the number of shares of common stock of Standard represented by the certificate issued upon such surrender and exchange.

5. This Agreement of Merger has been submitted to the stockholders of the Constituent Corporations their approval in the manner provided by the applicable laws of the States of Delaware and Colorado. This Agreement of Merger has been approved by the vote of holders of not less than two-thirds of the issued and outstanding shares of each class of stock of each corporation, and is being filed and recorded as required by the law of the States of Delaware and Colorado and shall become effective upon filing in each of these states. This Agreement of Merger may be executed in any number of counterparts, and all such counterparts and copies is and constitutes an original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be executed in their respective corporate names by their respective officers thereunto duly authorized and have caused their respective corporate seals to be impressed hereon on this 11th day of December, 1963.

Attest:
James H. Hobart
 Assistant Secretary

WEBB RESOURCES, INC.
 By *Robert T. ...*
 Chief Executive Officer

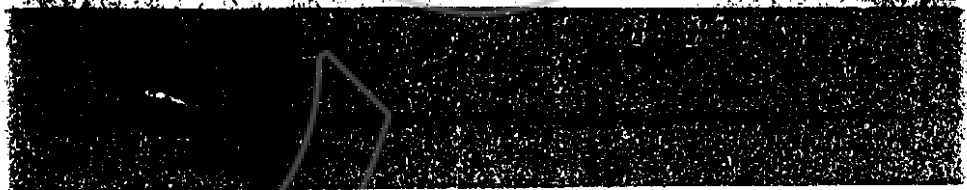
Attest:
Letty Dine
 Assistant Secretary

NEWCO EXPLORATION COMPANY
 By *Ronald W. Williams*
 Vice President

Attest:
Harold J. ...
 Assistant Secretary

SOLIO PETROLEUM COMPANY
 By *M. J. K. ...*
 President

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STATE OF COLORADO }
CITY AND COUNTY OF FERRIS }

BE IT REMEMBERED on this 11th day of December, A.D. 1979, personally came before me *Diana K. Cleckley*, a Notary Public in and for the county and state aforesaid, *Rex T. BIRDSONG*, Chief Executive Officer of Webb Resources, Inc. a corporation of the State of Colorado and one of the corporations described in and which executed the foregoing Agreement of Merger, known to me personally to be such, and he the said Chief Executive Officer as such Chief Executive Officer duly executed said Agreement of Merger before me acknowledged said Agreement of Merger to be the act and deed of said Chief Executive Officer and the Assistant Secretary of said corporation to said foregoing Agreement of Merger in the handwriting of the said Chief Executive Officer and Assistant Secretary of said Webb Resources, Inc. and that the seal affixed to said Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF I have hereunto set my hand and seal of office the day and year aforesaid.

Diana K. Cleckley
Notary Public
My Commission Expires 1-14-81

[NOTARIAL SEAL]

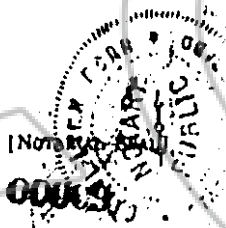


STATE OF COLORADO }
CITY AND COUNTY OF FERRIS }

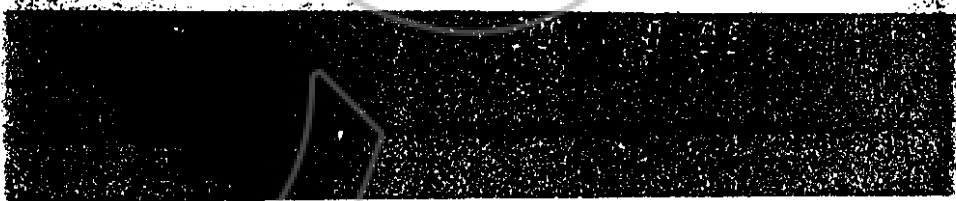
BE IT REMEMBERED on this 11th day of December, A.D. 1979, personally came before me *Diana K. Cleckley*, a Notary Public in and for the county and state aforesaid, *Rex W. WILLIAMS*, Vice President of Newco Exploration Company, a corporation of the State of Delaware and one of the corporations described in and which executed the foregoing Agreement of Merger, known to me personally to be such, and he the said Vice President as such duly executed said Agreement of Merger before me and acknowledged said Agreement of Merger to be the act and deed of said Newco Exploration Company and that the facts stated therein are true, that the signatures of the said Vice President and the Assistant Secretary of said corporation to said foregoing Agreement of Merger are in the handwriting of the said Vice President and Assistant Secretary of said Newco Exploration Company and that the seal affixed to said Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF I have hereunto set my hand and seal of office the day and year aforesaid.

Diana K. Cleckley
Notary Public



My Commission Expires 1-16-81



STATE OF OHIO
COUNTY OF CUYAHOGA

BE IT REMEMBERED that on this 11th day of December, A.D. 1979, personally came before me *Jane E. Uccio*, a Notary Public in and for the county and state aforesaid, J. K. SAVAGE, President of Sohio Petroleum Company, a corporation of the State of ~~Ohio~~ and one of the corporations described in and which executed the foregoing Agreement of Merger, known to me personally to be such, and he the said President as such Presidently executed said Agreement of Merger before me and acknowledged said Agreement of Merger to be the act and deed of said President and the Assistant Secretary of said corporation to the foregoing Agreement of Merger are in the handwriting of the said President and Assistant Secretary of said Sohio Petroleum Company and that the seal affixed to said Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

[NOTARIAL SEAL]

Jane E. Uccio
Notary Public
JANE E. UCCIO
Notary Public, State of Ohio - Exp. 12/31/80
My Commission Expires April 1, 1981

I hereby certify more than two-thirds of the outstanding stock of Wehr Resources, Inc. entitled to vote thereon was voted for the adoption of the foregoing Agreement of Merger.

By *James H. Hallock*
Assistant Secretary

I hereby certify more than a majority of the outstanding stock of Newco Exploration Company entitled to thereon was voted for the adoption of the foregoing Agreement of Merger.

By *Kathy Oriel*
Assistant Secretary

I hereby certify more than a majority of the outstanding stock of Sohio Petroleum Company entitled to thereon was voted for the adoption of the foregoing Agreement of Merger.

By *Harold J. Savelle*
Assistant Secretary

Attest:
James H. Hallock
Assistant Secy

WEHR RESOURCES, INC.
By *Robert T. Burdick*
Chief Executive Officer

Attest:
Kathy Oriel
Assistant Secy

NEWCO EXPLORATION COMPANY
By *Ronald W. Williams*
Vice President

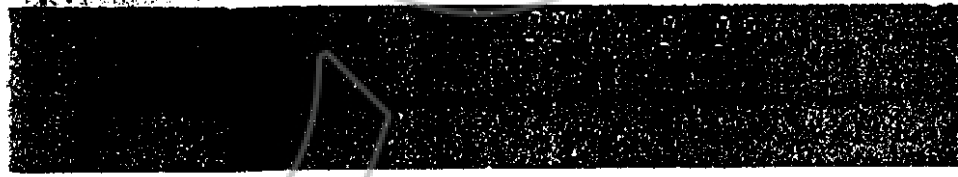
Attest:
Harold J. Savelle
Assistant Secy

SOHIO PETROLEUM COMPANY
By *M. J. K. Savage*
President

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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Holland + Hart LLP
01 JUL -2 AM 9:29
EUREKA COUNTY NEVADA
M.N. REBALEATI, RECORDER
FILE NO. FEES \$12.00
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