

REGISTRATION ACT 1963  
DSCR BCL-903 (Rev. 8-73)  
 filing fee: \$40 plus \$20  
 for each party corporation  
 in excess of one  
 \$200  
Articles of Mergers—  
Business Corporations

81-81 1657  
(Line for numbering)  
21911

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU

Filed this 24th day of  
December 1981  
Commonwealth of Pennsylvania  
Department of State  
Effective: 12:00 Midnight  
December 31, 1981

*William L. Davis*  
Secretary of the Commonwealth

(Box for Certification) pjd

In compliance with the requirements of section 903 of the Business Corporation Law, act of May 8, 1933 (P. L. 364) (15 P. S. 81903), the undersigned corporations, desiring to effect a merger, hereby certify that:

1. The name of the corporation surviving the merger is:

ATLANTIC RICHFIELD COMPANY

2. (Check and complete one of the following.)

The surviving corporation is a domestic corporation and the location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

1500 Market Street

Philadelphia

Pennsylvania

19101

The surviving corporation is a foreign corporation incorporated under the laws of \_\_\_\_\_ and the location of its office registered with such domiciliary jurisdiction is \_\_\_\_\_

The location of its registered office in this Commonwealth is \_\_\_\_\_

3. The name and the location of the registered office of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

The Anaconda Company  
c/o C T Corporation System  
121 South Broad Street  
Philadelphia, Pennsylvania 19109

The name and the location of the registered offices of each other foreign business corporation, not qualified in Pennsylvania and party to the merger are as follows:

(PA. 1983 - 10/28/76)

BOCC/BCA-883 Form 9-772-2

81-81-1658

4. (Check, and if appropriate, complete one of the following:

- The plan of merger shall be effective upon filing these Articles of Merger in the Department of State
- The plan of merger shall be effective on December 31, 1983 12 midnight

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

NAME OF CORPORATION: \_\_\_\_\_ DATED OF ADOPTION: \_\_\_\_\_

Atlantic Richfield Company

Adopted by action of the Board of Directors Pursuant to Section 902.1 of the Business Corporation Law.

6. (Strike out this paragraph if no foreign corporation is party to the merger.) The plan was authorized, adopted or approved, as the case may be, by the foreign corporation (or each of the foreign corporations) in accordance with the laws of the jurisdiction in which it was formed.

7. The plan of merger is set forth in Exhibit A attached hereto and made a part hereof.

~~8. The Commission hereby certifies that the plan of merger is in compliance with the provisions of the Business Corporation Law. The Secretary of the Commission will, in accordance with the provisions of the Business Corporation Law, cause the plan of merger to be filed in the Department of State and will issue a certificate of incorporation to the corporation upon payment of the required fee. The Commission will also cause the plan of merger to be published in the Commercial Bulletin. The Commission will also cause the plan of merger to be published in the Commercial Bulletin. The Commission will also cause the plan of merger to be published in the Commercial Bulletin.~~

1A. - 1001

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BCCB DCU - 1981 Form 5-75-3

IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 17th day of December 1981

Atlantic Richfield Company

By:

*James D. Whinnell*

Senior Vice President

(TITLE PRESIDENT VICE PRESIDENT, ETC.)

Attest:

*James H. Lewis*

Secretary

(TITLE SECRETARY ASSISTANT SECRETARY, ETC.)

ALTERNATE SEAL

The Amoco Company

By:

*William G. Gahan*

Senior Vice President

(TITLE PRESIDENT VICE PRESIDENT, ETC.)

Attest:

*Barbara M. Throck*

Assistant Secretary

(TITLE SECRETARY ASSISTANT SECRETARY, ETC.)

ALTERNATE SEAL

(7A. - 1003)

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(PA. - 1983)

PLAN OF MERGER

EXHIBIT A

OF  
THE ANACONDA COMPANY  
(a Delaware Corporation)

WITH AND INTO

ATLANTIC RICHFIELD COMPANY  
(a Pennsylvania Corporation)

81-81 1066

ARTICLE I

GENERAL

1.01. General. THE ANACONDA COMPANY (hereinafter called "Anaconda") a corporation duly organized and validly existing under the laws of the State of Delaware and ATLANTIC RICHFIELD COMPANY (hereinafter called "Atlantic Richfield" and sometimes called the "Surviving Corporation"), a corporation duly organized and validly existing under the laws of the Commonwealth of Pennsylvania, shall effect a merger subject to the terms and conditions of this Plan of Merger (which merger is intended to constitute a liquidation as described in Section 332 of the Internal Revenue Code of 1954, as amended).

1.02. Merger. On the Effective Date, as defined in Section 2.03 hereof, Anaconda shall be merged with and into Atlantic Richfield and Atlantic Richfield shall be the Surviving Corporation.

ARTICLE II

TERMS AND CONDITIONS

2.01. Effect of Merger. On the Effective Date, the separate existence of Anaconda shall cease and it shall be merged with and into Atlantic Richfield. The



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corporate existence of Atlantic Richfield with all its purposes, powers and objects shall continue unaffected and unimpaired by the merger, and, as the Surviving Corporation, it shall be governed by the laws of the Commonwealth of Pennsylvania and shall possess all of the rights, privileges, powers and franchises, as well of a public as of a private nature, and shall be subject to all the restrictions, disabilities and duties of both Atlantic Richfield and Anaconda. All rights of creditors and all liens upon the property of Anaconda shall be preserved and unimpaired, and all debts, liabilities and duties of Anaconda shall thereafter attach to Atlantic Richfield as 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. However, none of such debts, liabilities and obligations shall be extended, increased, broadened or enlarged by virtue of this Plan of Merger and the effectuation hereof.

2.02. Articles of Incorporation. On the Effective Date, the Articles of Incorporation of Atlantic Richfield shall be and remain the Articles of Incorporation of Atlantic Richfield as the Surviving Corporation.

2.01. Filing and Effective Date. Upon approval of this Plan of Merger by the respective Boards of Directors of Anaconda and Atlantic Richfield, the Articles of Merger,

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Incorporating this Plan of Merger, shall be executed to comply with the applicable filing requirements of the Pennsylvania Business Corporation Law. The Articles of Merger shall be filed with the Department of State of the Commonwealth of Pennsylvania. Having complied with all of the above provisions and in accordance with Section 905 of the Pennsylvania Business Corporation Law, this merger shall become effective at 12 midnight on December 31, 1981.

2.04. Termination. This Plan of Merger may be terminated and the merger abandoned by the Board of Directors of either Anaconda or Atlantic Richfield at any time prior to the filing of the Articles of Merger with the Department of State. In the event of termination and abandonment, this Plan of Merger shall become wholly void and of no effect, and there shall be no liability on the part of either Anaconda or Atlantic Richfield, their Boards of Directors, officers or shareholders.

ARTICLE III

MANNER AND BASIS OF  
CONVERTING SHARES OF STOCK

3.01. Stock of Atlantic Richfield. Each share of capital stock of Atlantic Richfield issued and outstanding immediately prior to the Effective Date shall remain unaffected by the merger.

3.02. Stock of Anaconda. Each issued and outstanding share of the capital stock of Anaconda shall be surrendered.

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cancelled and extinguished upon the Effective Date of  
the merger and no shares of stock or other securities of  
Atlantic Richfield shall be issued therefor.

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# Commonwealth of Pennsylvania

1933



Department of State

To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of Article IX of the Business Corporation Law (Act of May 5, 1933, P. L. 364), as amended, the Department of State is authorized and required to issue a

### CERTIFICATE OF MERGER

authorizing the merger of any one or more domestic corporations, and any one or more foreign corporations into one of such corporations under the provisions of that law, and

Whereas, The stipulations and conditions of that law relating to the merger of such corporations have been fully complied with by THE ANACONDA COMPANY a Delaware corporation and ATLANTIC RICHFIELD COMPANY a Pennsylvania corporation.

It is, therefore, Certified, That from the Articles of Merger filed with the Department of State, it appears that THE ANACONDA COMPANY the Delaware corporation has been merged with and into ATLANTIC RICHFIELD COMPANY, the Pennsylvania corporation.

Therefore, Know Ye, That subject to the Constitution of this Commonwealth, and under authority of the Business Corporation Law, I DO BY THESE PRESENTS, which I have caused to be sealed with the Great Seal of the Commonwealth, hereby declare that ATLANTIC RICHFIELD COMPANY the Pennsylvania corporation shall be the surviving corporation.

Given

Under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 25th day of December in the year of our Lord one thousand nine hundred and eighteenth, and of the Commonwealth the two hundred and ...

*William P. ...*  
Secretary of the Commonwealth

1933



Commonwealth of Pennsylvania



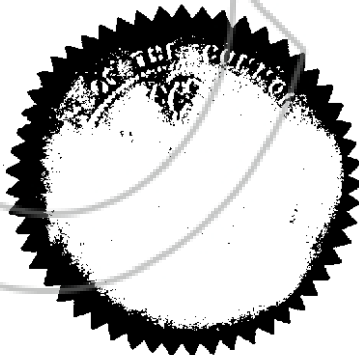
January 22, 1982

To All to Whom These Presents Shall Come: Greeting:

IN RE: "ATLANTIC RICHFIELD COMPANY"

I, WILLIAM R. DAVIS, Secretary of the Commonwealth of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Merger and Certificate

which appear of record in this Department.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of the Secretary's Office to be affixed, the day and year above written.

*William R. Davis*

Secretary of the Commonwealth

COPY

No. 75625  
FILED AND RECORDED AT REQUEST OF  
ANACONDA MINERS Co.  
MAY 28, 1923  
AT 7 MINUTES PAST 1 O'CLOCK  
P.M IN BOOK 50 OF OFFICIAL  
RECORDS, PAGE 438 LINCOLN  
COUNTY, NEVADA.  
Quirk Seton  
COUNTY RECORDER