

No. of
Certificate } 1

[C.A. 1.]
G.I.H.

COMPANIES (CONSOLIDATION) ACT, 1908.

2306
21 JAN 1912



A 5/-
Companies'
Registration
Fee Stamp
to be
impressed
here.

DECLARATION of Compliance with the requisitions of the Companies

Acts, made pursuant to S. 17 (2) of the Companies (Consolidation)

Act, 1908 (8 Edw. 7 Ch. 69) on behalf of a Company proposed to be

registered as *Central Illinois Oil Production*
& Refineries

Limited.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL, LONDON.

Presented for filing by

PARKER & PARKER,

"FRIARS HOUSE,"

NEW BROAD STREET,

LONDON, E.C. 4.

Solicitors.



I. John Anthony Parker
of Fidins House, New Broad Street.
London E.C.

(a) Here insert:
"A Solicitor of the
"High Court engaged
"in the formation."
or
"A director [or
"Secretary] named in
"the Articles of
"Association."

Do solemnly and sincerely declare that I am ^(a) Solicitor
of the High Court, engaged in the
formation of Central Illinois Oil
Production & Refineries

et

Limited, and That all the requisitions of the Companies (Consolidation)
Act, 1908, in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with. And I make
this solemn Declaration conscientiously believing the same to be true and
by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at 39 New Broad -
Street
in the City of London
the 31st day of January
one thousand nine hundred and twelve

Before me,

Walter H. H. H. H.

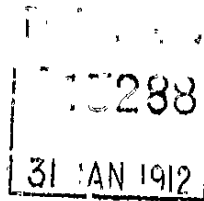
A Commissioner for Oaths.

J. Anthony Parker

No. of
Certificate }

[C.A. 2.]
3-6-10.

1111 / 2
COMPANIES (CONSOLIDATION) ACT, 1908.



A 5/-
Companies'
Registration
Fee Stamp
to be
impressed
here.

Consent to act as Director of

Central Illinois

Oil Production & Refineries

Limited,

to be signed and filed pursuant to S. 72 (1) (i) of the Companies

(Consolidation) Act, 1908 (8 Edw. 7 Ch. 69).

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED.

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL, LONDON.

Presented for filing by **PARKER & PARKER,**

"FRIARS' CHURCH"

NEWCASTLE

W

To the Registrar of Joint Stock Companies:—

(a) Here insert:
"I" or "We,"
(b) Here insert:
"My" or "Our,"

(a) *We*, the undersigned, hereby testify ^(b) *our* consent to

act as directors of *Central Illinois Oil*

Production & Refineries

Limited,

pursuant to S. 72 (1) (i) of the Companies (Consolidation) Act, 1908.

* If a director signs
by "his agent authorized
"in writing," the
authority must be pro-
duced and a copy filed.

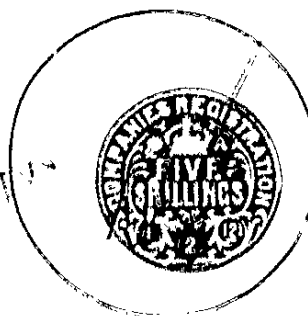
* Signature.	Address.	Description.
<i>Frederick W. Lee</i>	8 Kings Road Willesden Green N.W.	Gentleman
<i>J. Anthony Paskey</i>	Smethway, Bromley, Kent. <i>Solicitor.</i>	Solicitor.
<i>Charles E. Grey</i>	51 Thorne Road South Lambeth, S.W.	Solicitors Clerk.
<i>Charles B. Phillips</i>	38 Norman Avenue West, Wood Green, Middlesex	Secretary
<i>Frederick W. Stultz</i>	10 Navarre Road East Ham, Essex, Accountant	Accountant
<i>G. Vivian</i>	36 Charlwood Rd. Putney, S.W.	Clerk.
<i>H. J. Turner</i>	29 Beckel Avenue East Ham, E.	Clerk

Dated this *30th* of *January* 19*12*.

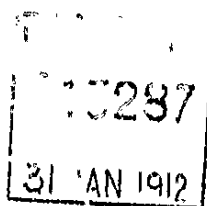
No. of
Certificate

[C.A. 3.]

COMPANIES (CONSOLIDATION) ACT, 1908.



A
Companies
Registration
Fee Stamp
must be
impressed
here.



List of the Persons who have consented to be Directors of

Central Illinois Oil Production

+Refineries

Limited.

to be delivered to the Registrar pursuant to s. 72 (2) of the

Companies (Consolidation) Act, 1908 (s. Edw. 7 c. 69).

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES STATIONERS AND REGISTRATION AGENTS,

LONDON WALL, LONDON.

Presented for filing by

James G. Foy

FILED

409

409

[illegible]

Illinois Oil Production & Refineries
Limited.

Signature, Address and
Description of Applicant
for Registration.

Parker & Parker.
Friers House,
near Broad St.
London E.C. Solicitors to the
General & 10/12 Company

Dated this 30 day of

No. of Certificate.



Central Illinois Oil Production

+ Refineries

COMPANY, LIMITED.

13289

31 JAN 1912

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891, as amended by s. 7, Finance Act, 1899. (NOTE.—The Stamp Duty on the Nominal Capital is Five Shillings for every £100 or fraction of £100.)

This Statement is to be filed with the Memorandum of Association or other Document, when the Company is registered.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED.

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL, LONDON.

Presented for filing by **PARKER & PARKER,**

"FRIARS' HOUSE,"

NEW STREET,

LONDON, E.C.

Solicitors.



The NOMINAL CAPITAL of the Central Illinois Oil

Production & Refineries Company, Limited,

is £ 2,500,000 divided into 2,500,000 shares of £ 1 each.

Signature Pas Ros Pas Ros

Description Solicitor to the Company.

Date 30 day of January 1912.

This Statement should be signed by an Officer of the Company.

COMPANY LIMITED BY SHARES.

Central Illinois Oil Production & Refineries, LIMITED.

Memorandum.

AND

Articles of Association.

Registered the day of , 1912.

PARKER & PARKER,

"Friars House,"

New Broad Street, E.C.



11996/5 THE COMPANIES (CONSOLIDATION) ACT, 1908.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

Central Illinois Oil Production & Refineries, Limited.

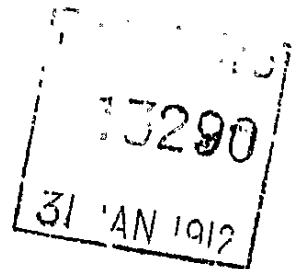
1. The name of the Company is "CENTRAL ILLINOIS OIL PRODUCTION & REFINERIES, LIMITED."

2. The Registered Office of the Company will be situate in England.

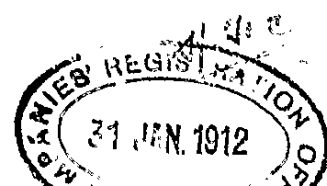
3. The objects for which the Company is established are:-

(A) To enter into and carry into effect (either with or without modification) two agreements with Oil Production & Refineries, Limited, a draft of each of which has already been prepared and has for the purpose of identification been subscribed by E. Shirley Parker, of Friars' House, New Broad Street, London, E.C.4, a Solicitor of the Supreme Court, or to enter into any other agreement or agreements which may be substituted therefor or supplemental thereto, and to carry such other agreement or agreements or any or either of them into effect, either with or without modification, as may be thought expedient.

(B) To bore, drill, excavate, mine and operate for, discover, produce and purchase oil, gas, water, stone coal and other minerals or substances; to refine, purify, smelt, manufacture and convert the crude minerals or products so produced, purchased or discovered, into refined substances, products or minerals for marketable or



Handwritten notes:
List of
names
of
shareholders
13290-24-22



commercial purposes : to sell and dispose of such substances, products or minerals, either in the crude, refined or manufactured state ; to erect or construct derricks, tanks, water-works, electric light or gas works, coal tipples, power houses and pipe-lines for the storage, transportation and shipment of oil, gas or water, and other structures, buildings, plants or establishments of an industrial character.

(c) To make, enter into, and perform contracts with individuals, firms, or corporations for furnishing and supplying oil or its by-products obtained by process of refining, or for furnishing and supplying to such individuals, firms or corporations, light, heat, power, gas or water, by means of electric lights, gas or water works ; to charge for supplying heat, light, power, gas or water, or for transporting or storing oil or gas according to such reasonable rates and prices as may be agreed upon by contract, or as may be established or permitted by law ; and to accept in payment of such contracts, money, notes, bonds, and other property, real or personal.

(d) To hold, buy, sell, apply for, underwrite, or otherwise acquire and deal in and with shares, stock, debentures, or other securities or obligations of any government, authority, corporation or company.

(e) To purchase, take on lease, or otherwise acquire any concessions, grants, decrees, rights, powers, or privileges, whether relating to oil, gas, minerals, or otherwise.

(f) To prospect, examine and explore any territories and for that purpose to employ experts and other agents and equip expeditions, and to mine and bore for, win and get oils, natural gas, coal, shale, and substances and minerals of all kinds, and generally to develop the resources of and turn to account any lands, estates, properties and rights in such manner as the Company may think expedient.

(g) To carry on the business of producers, importers, exporters, manufacturers and refiners of oils and petroleum spirit and of dealers therein, and in all products capable of being made from oils, or of which oil is an ingredient.

iii.

(ii) To carry on all or any of the businesses of layers and owners of pipe lines and other means of transport for petroleum and other oils and products, wharfingers, merchants, carriers, shipowners and charterers, lightermen, barge owners, factors and brokers in all or any of their branches, and to treat and turn to account in any manner whatsoever petroleum or other oil, or any product thereof.

(i) To acquire, lease, own, establish, construct, maintain, improve, manage, work, control, superintend, or concur or assist in so doing, any roads, ways, tramways, railways, docks, wharves, piers, viaducts, aqueducts, canals, water courses, tanks, reservoirs, and other apparatus and gasworks, electric lighting and power works, shops, stores, factories, warehouses, and any works for generating, producing, manufacturing, holding, receiving, distributing, purifying, refining, or in any manner dealing with and turning to account mineral oils, gas and other similar substances, or the residual products obtained in the manufacture, purifying and refining thereof, and generally any buildings, works, apparatus, or convenience which may seem calculated directly or indirectly to advance the Company's interests.

(j) To take or acquire by purchase, lease, grant, license, or exchange, or otherwise howsoever, and either to hold or with a view to resale at a profit, lands, buildings, easements, machinery, plant, stock-in-trade, patent or other rights or privileges and generally any property or rights of any kind whatsoever whether real or personal, or any estate or interest therein, which may be required or be considered convenient for any purpose of the Company or in connection with any business carried on by it or which may be considered capable of being profitably dealt in or made by the Company, and to lay out land as parks or places of public recreation.

(κ) To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights, and liabilities of any company or person carrying on, or authorised or intending to carry on, any business which the Company is authorised to carry on, or owning or being entitled

to any property which it is considered desirable for this Company to acquire or to acquire an interest in.

(L) To sell, lease, convert into money, barter, grant easements, licenses, or other rights over or in any other way realise or dispose of the undertaking, property, assets and effects of the Company, or any part thereof, for such consideration as may be thought fit, and in particular for shares, stock or securities of any other company, either fully or partly paid up, and to accept payment for any property so sold or disposed or dealt with by instalments.

(M) To draw, accept, endorse, and negotiate bills of exchange, promissory notes, and other negotiable instruments.

(N) To borrow or raise money and receive money on deposit, and for the purpose of securing or discharging any such money or any debt, or any contract of indemnity, or other obligation or liability of or binding upon the Company, to mortgage and charge the undertaking and all or any of the real and personal property and assets of the Company, present or future, and all or any of the uncalled capital for the time being of the Company, and to create and issue at par or at a premium, or discount, debentures, mortgage debentures, debenture stock and other securities payable to bearer or otherwise, and either permanent or redeemable, or repayable, and to secure any obligations or securities of the Company, by means of covering, or trust deeds or otherwise, and to confer upon any incumbrancer such powers of making and enforcing calls and of exchanging any debentures or debenture stock for shares in the capital of the Company, and otherwise as may be thought fit.

(O) To promote any company having objects in whole or in part similar to those of this Company, or whose objects shall include the acquisition of any of the assets or liabilities of this Company, or the promotion of which shall be thought calculated to advance directly or indirectly the objects of this Company.

(p) To pay all expenses of and in connection with the incorporation or promotion of this or any other company, and the obtaining the subscription of any shares or securities thereof, and procuring or obtaining settlements and quotations upon the London or Foreign, Colonial or Provincial Stock Exchanges of any of such shares or securities.

(q) To lend money to and guarantee the performance of the contracts and obligations of, and the payment of the principal of or the dividends or interest on any stock, shares, debentures, or securities of any company or person, in any case in which such loan or guarantee may appear likely directly or indirectly to further the objects of this Company.

(r) To amalgamate with any other company whether by sale or purchase (for shares or otherwise) of the undertaking, subject or not to the liabilities of this or any such other company, with or without winding up, or by sale or purchase (for shares or otherwise) of all the shares, stock, debentures or other securities of this or any such other company, or in any other manner ; and to enter into partnership, or any arrangement in the nature of partnership, or any joint purse or profit sharing arrangement with any company or person.

(s) To take all necessary and proper steps in Parliament, or with any foreign, colonial, or other government, or with any authority, local, municipal, or otherwise in any part of the world, for enabling the Company to give effect to these presents, or to carry any of the Company's objects into effect or for effecting any modification of the Company's constitution, or for any other purpose, and to oppose the granting of any act, bill, or provisional order or concession to others, and to apply for, procure, or obtain any powers, privileges, rights or concessions for this Company or for any other company or person.

(t) To give pensions, gratuities, donations and emoluments to any person at any time in the employment of the Company, or engaged in any business acquired by the Company, and the wives, widows, families and dependants of

any such persons, and to found, support and subscribe to any schools, hospitals, dispensaries, dining-rooms, baths, and places of recreation, and any national, educational, scientific, literary, religious or charitable institutions or objects, and any trade societies (whether such societies be solely connected with any trade or trades carried on by the Company or not) and any club or other establishment which may be considered to be in any way calculated to advance the interests of the Company, or of the persons employed by the Company, and to subscribe towards or guarantee the expenses of or otherwise take part in the promotion of any exhibition.

(u) To distribute among the Members in specie any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(v) To procure the registration or legal recognition of the Company in any part of the world.

(w) To do all or any of the matters aforesaid in any part of the world, and not only in the United States of America, and either as principals or agents or trustees for others, and either in the name of the Company or of any person or company, and either alone or in concurrence with any person, company, government, or other body or authority.

(x) To do all such other things as are in the opinion of the Directors incidental or conducive to the attainment of the above objects, and so that the word "Company" throughout this clause shall be deemed to include any government, body, authority, partnership, association, or other body of persons whether incorporated or not, and whether registered or domiciled in the United Kingdom or elsewhere.

The objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause, or by the name of the Company.

✓ 4. The liability of the Members is limited.

✓ 5. The capital of the Company is £2,500,000, divided into 2,500,000 shares of £1 each, with power to divide the shares in the capital, whether original or increased into several classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS	Number of Preference Shares taken by each Subscriber.
Frederick W. Lee & Kings Road Willesden Green NW Gentleman	One. /
J. Anthony Parker. "Southernhay," Bromley, Kent Solicitor	One. /
Charles. E. Grey 51, Thorne Road South Lambeth, S.W. Solicitors Clerk	one /
Charles C. Phillips 30 Norman Avenue West Wood Green Middlesex. Secretary.	One. /
Frederick W. Grills 10 Navarre Road, East Ham, Essex Accountant	one. /
G. Thiran 36 Charwood Road Putney S.W. Clerk	one /
H. J. Turner 29 Becket Avenue East Ham E	one. /

Dated the 30 day of January, 1912.

Witness to the above Signatures—except that of J. Anthony Parker.

J. Anthony Parker.
"Southernhay," Bromley, Kent.
Solicitor

Witness to the Signature of J. Anthony Parker:—
Frederick W. Grills
10 Navarre Road, East Ham, Essex
Accountant

119461/6



THE COMPANIES (CONSOLIDATION) ACT, 1908.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

Central Illinois Oil Production & Refineries, Limited.

119461
31 JAN 1912

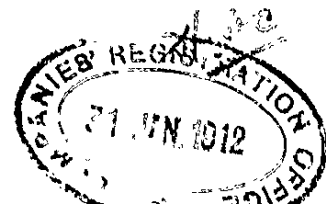
TABLE "A."

1. The Regulations in Table "A" contained in the First Schedule to the Companies (Consolidation) Act, 1908, shall not apply to the Company, except so far as the same are repeated or contained in these Articles.

INTERPRETATION.

2. In these presents the words standing in the first column of the following Table shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context :—

WORDS.	MEANINGS.
The Company.	Central Illinois Oil Production & Refineries, Limited.
The Act.	The Companies (Consolidation) Act, 1908, and every other Act for the time being in force concerning Joint Stock Companies and affecting the Company.
These presents.	These Articles of Association or other the regulations of the Company from time to time in force.



WORDS.	MEANINGS.
The Office.	The Registered Office for the time being of the Company.
Extraordinary and Special Resolutions.	The meanings assigned by Section 69 of the Act.
The Directors.	The Directors for the time being of the Company.
Seal.	The Common Seal of the Company.
Month.	Calendar month.
In writing.	Written, printed, typewritten, or lithographed, or partly one and partly another.
Register.	The Register of Members of the Company.
Paid up.	Includes credited as paid up.

Words importing the singular number only include the plural number and *vice versa*.

Words importing the masculine gender only include the feminine gender.

Words importing persons include corporations.

Subject as aforesaid any words defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

BUSINESS.

3. The Company shall forthwith enter into, and affix the Company's Seal to, two agreements, the drafts of which have already been prepared and are respectively expressed to be made between Oil Production & Refineries, Limited (hereinafter called "the Vendor Company"), of the one part and the Company of the other part, and each of which drafts has for the purpose of identification been subscribed by E. Shirley Parker, Solicitor; and the Directors shall carry the said agreements into effect with full power nevertheless from time to time and at any time to agree to any modifications of the terms thereof,

either before or after the execution thereof. The basis on which the Company is established is that the Company shall purchase the properties comprised in one of the said agreements on the terms therein set forth, subject to such modifications (if any) as aforesaid, and it shall be no objection to the said agreements that the first Directors of the Company, or some of them, are promoters, or are Directors of the Vendor Company, or are otherwise interested in the said agreements, or that, in the circumstances, no independent Board of the Company is constituted, or that the price for the said properties has been fixed by the Vendor Company, or that the value thereof has not been the subject of independent enquiry or otherwise, or that the terms and conditions of the said agreements have not been the subject of independent negotiation or arrangement or otherwise, and every Member of the Company, present and future, is to be deemed to join the Company on this basis.

4. Any branch or kind of business which by the Memorandum of Association of the Company or these presents is either expressly or by implication authorised to be undertaken by the Company may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with such branch or kind of business.

5. None of the funds of the Company shall be applied in the purchase of, or in lending on, shares of the Company.

SHARES.

6. 1,700,000 shares of the original capital of the Company numbered 1 to 1,700,000 inclusive, shall be Preference Shares, and 800,000 shares, numbered 1,700,001 to 2,500,000 inclusive, shall be Ordinary Shares. The said Preference Shares shall confer:—

(A) The right to a fixed Cumulative Preferential Dividend at the rate of 8 per cent. per annum on the capital for the time being paid up thereon.

(B) The right, whenever the surplus profits of any year remaining after payment of such dividend to the close of that year and after provision for the reserve fund shall be more than sufficient to pay a dividend for that year at the rate of 8 per cent. per annum on the capital paid up on the

Ordinary Shares, to participate in the surplus profits of the year rateably with the holders of the Ordinary Shares in proportion to the capital paid up on such Shares whether Preference or Ordinary; and

(c) The right in a winding up to payment off of capital and any arrears of dividend whether declared or not in priority to the Ordinary Shares but without any further right to participate in any remaining assets.

7. Save as provided by contract to the contrary the shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons on such terms and conditions, and either at a premium or otherwise, and at such times as the Directors think fit.

8. If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the person who for the time being, and from time to time, shall be the registered holder of the share or his legal personal representatives.

9. The minimum subscription upon which the Directors may proceed to the first allotment of shares is seven shares of £1 each.

10. The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, and the commission shall not exceed 25 per cent. on the shares in each case subscribed or to be subscribed.

11. The Company may make arrangements on the issue of shares for a difference between the holders of such shares, in the amount of calls to be paid, and the time of payment of such calls.

12. The joint holders of a share shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such share.

13. Save as herein otherwise provided, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and accordingly shall not (except as ordered by a Court of competent jurisdiction, or as by Act required) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person.

CERTIFICATES.

14. Every Member shall be entitled to one Certificate for the shares registered in his name, or, on payment of such sum, not exceeding one shilling per Certificate, as the Directors may from time to time require, to several Certificates, each for a part of such shares. Every Certificate of shares shall be under Seal and signed by one Director at least and the Secretary, and shall specify the number and denoting numbers of the shares in respect of which it is issued, and the amount paid up thereon, provided that in the case of joint holders the delivery of a Certificate or Certificates to any one of them shall be sufficient delivery to all.

15. If any Certificate be worn out or defaced, then, upon production thereof to the Directors, they may order the same to be cancelled and may issue a new Certificate in lieu thereof, and if any Certificate be lost or destroyed, then upon proof thereof to the satisfaction of the Directors, and on such indemnity as the Directors deem adequate being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. In case of destruction or loss the Member to whom such new Certificate is given shall bear and pay to the Company all expenses incidental to the investigation by the Company of the evidence of such destruction or loss and to such indemnity.

16. The sum of One Shilling or such smaller sum as the Directors may determine shall be paid to the Company for every Certificate issued under the last preceding Article.

CALLS.

17. The Directors may from time to time make such Calls as they think fit upon the Members in respect of all moneys unpaid on the shares held by them respectively, and not by the conditions of allotment thereof made payable by instalments at fixed times, and each Member shall pay the amount of every Call so made on him to the persons and at the times and places appointed by the Directors.

18. A Call shall be deemed to have been made when the resolution of the Directors authorising such Call was passed.

19. No Call shall exceed Ten Shillings per share, or be made payable within one month after the last preceding Call was payable.

20. Fourteen days' notice of any Call shall be given, specifying the time and place of payment and to whom such Call shall be paid. Before the time for payment the Directors may, by notice in writing to the Members, revoke the Call or extend the time for payment.

21. If the sum payable in respect of any Call or instalment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the Call shall have been made or the instalment shall be due, shall pay interest for the same at the rate of £10 per centum per annum from the day appointed for the payment thereof to the time of the actual payment, or at such other rate as the Directors may determine, but the Directors shall have power to remit such interest or any part thereof.

22. The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the money due upon the shares held by him beyond the sum actually called for, and upon the amount so paid in advance, or so much thereof as from time to time exceeds the amount of the Calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate as the Member paying such sum in advance and the Directors agree upon.

FORFEITURE AND LIEN.

23. If any Member fails to pay any Call or instalment on or before the day appointed for the payment of the same, the Directors may at any time thereafter, during such time as the Call or instalment remains unpaid, serve a notice on such Member requiring him to pay the same, together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

24. The notice shall name a day (not being less than fourteen days from the date of the notice) and a place or places on and at which such Call or instalment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such Call was made or instalment is payable will be liable to be forfeited.

25. If the requisitions of any such notice as aforesaid are not complied with, any shares in respect of which such notice has been given may, at any time thereafter, before payment of all Calls or instalments, interest and expenses due in respect thereof, be forfeited by a resolution of the Directors to that effect; such forfeiture shall include all dividends declared in respect of the forfeited shares, and not actually paid before the forfeiture.

26. Any shares so forfeited shall be deemed to be the property of the Company, and the Directors may sell, re-allot or otherwise dispose of the same in such manner as they think fit.

27. The Directors may at any time before any shares so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as they think fit.

28. A Member whose shares have been forfeited shall, notwithstanding, be liable to pay, and shall forthwith pay to the Company all calls, instalments, interest, and expenses owing upon or in respect of such shares at the time of forfeiture, together with interest thereon from the time of forfeiture until payment at the rate of £10 per cent. per annum, and the Directors shall enforce the payment of such moneys or any part thereof if they think fit, but shall not be under any obligation so to do.

29. The Company shall have a first and paramount lien upon all the shares other than fully paid shares registered in the name of each Member (whether solely or jointly with others) for his debts, liabilities and engagements, solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not, and no equitable interest in any shares shall be created except upon the footing and condition that Article 13 hereof is to have full effect. Such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien (if any) upon such shares.

30. For the purpose of enforcing such lien, the Directors may sell all or any of the shares subject thereto in such manner as they think fit; but no sale shall be made until such period as aforesaid shall have arrived, and until notice in writing of the intention to sell shall

have been served on such Member, his executors or administrators, and default shall have been made by him or them in the payment, fulfilment or discharge of such debts, liabilities or engagements for seven days after such notice.

31. The net proceeds of any such sale shall be applied in or towards satisfaction of the debts, liabilities or engagements, and the residue (if any) paid to such Member, his executors, administrators or assigns.

32. Upon any sale after forfeiture, or for enforcing a lien in purported exercise of the powers hereinbefore given, the Directors may cause the purchaser's name to be entered in the register in respect of the shares sold, and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money, and after his name has been entered in the register in respect of such shares the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only, and against the Company exclusively.

TRANSFER AND TRANSMISSION OF SHARES.

33. The instrument of transfer of any share shall be signed both by the transferor and transferee, and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the register in respect thereof.

34. The instrument of transfer of any share shall be in writing in the usual common form, and must be left duly stamped at the office for registration, accompanied by the certificate of the shares to be transferred, and such other evidence (if any) as the Directors may require to prove the title of the intending transferor, or his right to transfer the shares.

35. The Directors may decline to register any transfer of shares upon which the Company has a lien, and in the case of shares not fully paid up may refuse to register a transfer to a transferee of whom they do not approve, without giving any reason therefor.

36. All instruments of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Directors may decline to register shall on demand be returned to the person depositing the same

37. A fee not exceeding 2s. 6d. may be charged for each transfer, and shall, if required by the Directors, be paid before the registration thereof.

38. The register may be closed during such time as the Directors think fit, not exceeding in the whole thirty days in each year.

39. The executors or administrators of a deceased Member (not being one of several joint holders) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such Member, and in case of the death of any one or more of the joint holders of any registered shares, the survivors shall be the only persons recognised by the Company as having any title to or interest in such shares.

40. Any person becoming entitled to shares in consequence of the death or bankruptcy of any Member, upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article, or of his title, as the Directors think sufficient, may, with the consent of the Directors (which they shall not be under any obligation to give), be registered as a Member in respect of such shares, or may, subject to the regulations as to transfers hereinbefore contained, transfer such shares. This clause is hereinafter referred to as "the Transmission Clause."

SHARE WARRANTS.

41. The Company with respect to fully paid shares may issue Warrants (hereinafter called Share Warrants) stating that the bearer is entitled to the shares therein specified, and may provide by coupons or otherwise for the payment of future dividends on the shares included in such Share Warrants.

42. The Directors may determine, and from time to time vary, the conditions upon which Share Warrants shall be issued, and in particular upon which a new Share Warrant or coupon will be issued in the place of one worn out, defaced, lost or destroyed, upon which the bearer of a Share Warrant shall be entitled to attend and vote at General Meetings, and upon which a Share Warrant may be surrendered, and the name of the holder entered in the register in respect of the shares therein specified. Subject to such conditions and to

these presents, the bearer of a Share Warrant shall be a Member to the full extent. The holder of a Share Warrant shall be subject to the conditions for the time being in force, whether made before or after the issue of such Share Warrant.

CONVERSION OF SHARES INTO STOCK.

43. The Company in General Meeting may convert any paid-up shares into stock, and may reconvert any stock into paid-up shares of any denomination.

44. When any shares have been converted into stock, the several holders of such stock may thenceforth transfer their respective interests therein, or any part of such interests, in the same manner and subject to the same regulations as and subject to which shares in the Company's capital may be transferred, or as near thereto as circumstances will admit. But the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable, and direct that fractions of a pound shall not be dealt with, with power nevertheless at their discretion to waive such rules in any particular case.

45. The stock shall confer on the holders thereof respectively the same privileges and advantages as regards participation in profits and voting at meetings of the Company, and for other purposes, as would have been conferred by shares of equal amount, but so that none of such privileges or advantages, except the participation in profits of the Company, shall be conferred by any such aliquot part of consolidated stock as would not, if existing in shares, have conferred such privileges or advantages, and save as aforesaid all the provisions herein contained shall so far as circumstances will admit apply to stock as well as to shares. No such conversion shall affect or prejudice any preference or other special privileges.

INCREASE OF CAPITAL.

46. The Company in General Meeting may from time to time increase the Capital by the creation of new shares of such amount as may be deemed expedient whether all the shares for the time being authorised shall have been issued or not, or whether all the shares for the time being issued shall have been fully paid or not.

47. Subject to Clause 52 hereof the new shares shall be issued upon such terms and conditions, and with such rights and privileges annexed thereto as the General Meeting resolving upon the creation thereof shall direct, and if no direction be given as the Directors shall determine, and in particular subject as aforesaid such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a special or without any right of voting.

48. The Company in General Meeting may before the issue of any new shares determine that the same or any of them shall be offered in the first instance to all the then Members in proportion to the amount of the Capital held by them, or make any other provisions as to the issue and allotment of the new shares, but in default of any such determination, or so far as the same shall not extend, the new shares may be dealt with as if they formed part of the shares in the original Capital.

49. Except so far as otherwise provided by the conditions of issue or by these presents, any Capital raised by the creation of new shares shall be considered as part of the original Capital, and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, surrender and otherwise.

ALTERATIONS OF CAPITAL.

50. The Company may from time to time by Special Resolution reduce its Capital by paying off Capital, or cancelling Capital which has been lost or is unrepresented by available assets, or reducing the liability on the shares or otherwise as may seem expedient, and Capital may be paid off upon the footing that it may be called up again or otherwise, and the Company may also by Special Resolution sub-divide, or by Ordinary Resolution consolidate, its shares or any of them.

51. The Special Resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of such shares shall have some preference or special advantage as to dividend, capital, voting or otherwise over or as compared with the other or others.

MEETINGS OF CLASSES OF MEMBERS.

52. The holders of any class of shares may, by Extraordinary Resolution passed at a separate meeting of such holders, consent on behalf of all the holders of shares of the class to the issue or creation of any shares ranking equally therewith, or having any preference or priority thereto, or to the abandonment of any preference or priority or of any accrued dividend, or to the reduction for any time or permanently of the dividends payable thereon, or to any scheme for the reduction of the Company's capital affecting the class of shares; and such resolution shall be binding upon all the holders of shares of the class.

53. Any meeting for the purpose of the last preceding clause shall be convened and conducted in all respects as nearly as possible in the same way as an Extraordinary General Meeting of the Company, provided that no Member, not being a Director, shall be entitled to notice thereof or to attend thereat unless he be a holder of shares of the class intended to be affected by the resolution, and that no vote shall be given except in respect of a share of that class, and that the quorum at any such meeting shall be Members holding or representing by proxy one-fifteenth of the issued shares of that class, and that at any such meeting a poll may be demanded by the Chairman or by any three Members present in person or by proxy entitled to vote.

BORROWING POWERS.

54. The Directors may from time to time, at their discretion, raise or borrow, or secure the payment of any sum or sums of money for the purposes of the Company, but so that the amount at any time owing in respect of moneys so raised, borrowed, or secured shall not, without the sanction of a General Meeting, exceed the nominal amount of the capital of the Company for the time being; nevertheless, no lender or other person dealing with the Company shall be concerned to see or enquire whether this limit is observed. The Directors may, subject as aforesaid, raise or secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as they may think fit.

55. Debentures, debenture stock, or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

56. Any debentures, debenture stock, bonds or other securities may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at General Meetings of the Company, appointment of Directors and otherwise.

GENERAL MEETINGS.

57. The Statutory Meeting of the Company shall be held within a period of not less than one month nor more than three months from the date at which the Company shall be entitled to commence business, and at such time and place as the Directors may determine.

58. Other General Meetings shall be held once at least in 1913, and once at least in every subsequent calendar year, at such time and place as may be determined by the Directors.

59. The above-mentioned General Meetings shall be called "Ordinary Meetings," and all other meetings of the Company shall be called "Extraordinary Meetings."

60. The Directors may, whenever they think fit, convene an Extraordinary Meeting, and the Directors shall, on the request of the holders of not less than one-tenth of the issued capital of the Company upon which all calls or other sums then due have been paid, forthwith proceed to convene an Extraordinary Meeting, and the following provisions shall have effect :—

(A) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office, and may consist of several documents in like form, each signed by one or more requisitionists.

(B) If the Directors do not proceed to cause a meeting to be held within twenty-one days from the date of the requisition being so deposited, the requisitionists, or a

majority of them in value may themselves convene the meeting but any meeting so convened shall not be held after three months from the date of such deposit.

(c) If at any such meeting a resolution requiring confirmation at another meeting is passed the Directors shall forthwith convene a further Extraordinary Meeting for the purpose of considering the resolution, and if thought fit, of confirming it as a Special Resolution, and, if the Directors do not convene the meeting within seven days from the date of the passing of the first resolution, the requisitionists, or a majority of them in value may themselves convene the meeting.

(d) Any meeting convened under this Article by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.

61. Seven days' notice at the least (exclusive of the day on which the notice is served, or deemed to be served, but inclusive of the day for which the notice is given) specifying the place, day and hour of meeting, and, in case of special business, the general nature of such business, shall be given to the Members of every General Meeting by notice sent by post or otherwise served as hereinafter provided. Whenever it is proposed to pass a Special Resolution, the two meetings may be convened by the one and the same notice, and it shall be no objection to such notice that it convenes the second meeting contingently on the resolution being passed by the requisite majority at the first meeting.

62. The accidental omission to give any such notice to, or the non-receipt of any such notice by, any of the Members shall not invalidate any resolution passed at any such meeting.

PROCEEDINGS AT GENERAL MEETINGS.

63. The business of an Ordinary Meeting shall be to receive and consider the balance sheet, the report of the Directors and of the Auditors, to elect Directors and other officers in the place of those retiring by rotation, to declare dividends, and to transact any other business which under these presents ought to be transacted at an Ordinary Meeting. All other business transacted at an Ordinary Meeting and all business transacted at an Extraordinary Meeting shall be deemed special.

64. Three Members personally present shall be a quorum for a General Meeting, and no business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business.

65. The Chairman of the Directors shall be entitled to take the chair at every General Meeting, or, if there be no Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, or shall be unwilling to act as Chairman, the Members personally present shall choose another Director as Chairman, and if no Director be present, or if all the Directors present decline to take the chair, then the meeting shall choose one of the Members to be Chairman.

66. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon such requisition as aforesaid, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, any two Members who are personally present shall be a quorum and may transact the business for which the meeting was called.

67. Every question submitted to a meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes, the Chairman shall both on the show of hands and at the poll have a casting vote in addition to the vote or votes to which he may be entitled as a Member.

68. At any General Meeting, unless a poll is demanded by the Chairman or by at least five Members present in person or by proxy entitled to vote, and holding shares of a nominal value of not less than one-fifteenth of the total nominal amount of the issued capital for the time being, a declaration by the Chairman that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the books of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

69. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairman of the meeting

directs, and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

70. The Chairman of a General Meeting may, with the consent of the meeting, adjourn the same from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

71. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

72. Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment, shall be taken at the meeting without adjournment.

VOTES OF MEMBERS AT GENERAL MEETINGS.

73. On a show of hands every Member present in person and entitled to vote shall have one vote, and upon a poll, every Member present in person or by proxy shall have one vote for every Preference Share and one vote for every Ordinary Share held by him. No Member present only by proxy shall be entitled to vote on a show of hands, unless such Member is a corporation present by a proxy who is not a Member of the Company, in which case such proxy may vote on the show of hands as if he were a Member of the Company.

74. Any person entitled under the "Transmission Clause" to transfer any shares may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours before the time for holding the meeting at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

75. Where there are joint registered holders of any shares, any one of such persons may vote at any meeting either personally or by proxy in respect of such shares as if he were solely entitled thereto, and if more than one of such joint holders be present at any meeting

personally or by proxy, that one of the said persons whose name stands first in the register in respect of such shares shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased Member in whose name any shares stand, shall for the purposes of this Article, be deemed joint holders.

76. Votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney, or if such appointor is a corporation, under its common seal or the hand of its attorney. No person shall be appointed a proxy who is not a Member of the Company, save that a corporation being a Member of the Company may appoint as its proxy any officer of such corporation whether a Member of the Company or not.

77. The instrument appointing a proxy and the power of attorney (if any) under which it is signed shall be deposited at the office not less than forty-eight hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

78. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or transfer of the share in respect of which the vote is given, unless an intimation in writing of the death, revocation or transfer shall have been received at the office before the meeting.

79. Holders of Share Warrants shall not be entitled to vote by proxy in respect of the shares or stock included in such Warrants.

80. Any instrument of proxy, whether for a specified meeting or otherwise, shall, as nearly as circumstances will admit, be in the form or to the effect following :—

“CENTRAL ILLINOIS OIL PRODUCTION & REFINERIES, LIMITED.

“ I, _____ of
 “ being a Member of CENTRAL ILLINOIS OIL PRODUCTION
 “ & REFINERIES, LIMITED, hereby appoint
 “ _____ of
 “ or failing him
 “ of _____ or failing him
 “ of _____

Or in such other form as the Directors shall from time to time approve.

DIRECTORS.

83. The first appointed Chairman of the Directors shall hold office as a Director until the Ordinary Meeting in the year 1918. Each of the other first Directors shall hold office until the Ordinary Meeting in the year 1916.

85. Oil Production & Refineries, Limited, shall at all times up to the end of the year 1916 be entitled to have two nominees on the Board of the Company and may from time to time and at any time before the end of the year 1916 for the purpose of giving effect to this provision appoint any person or persons not exceeding two to be a Director or Directors of the Company, and any person appointed

under this Clause shall hold office until he becomes disqualified from any of the causes specified in Clause 92 hereof or dies, or until he shall have been removed by the said Oil Production & Refineries, Limited, and any vacancy in the office of any Director appointed under this Clause may be filled up by the said Oil Production & Refineries, Limited, and no Director appointed under this Clause shall be liable to removal under Clause 101 hereof or to retirement by rotation.

86. The qualification of a Director, not being one of the first Directors, shall be the holding of shares or stock of the Company of the nominal value of £1,000.

87. As remuneration for their services each Director shall be paid out of the funds of the Company at the rate of £500 per annum, and the Chairman shall be paid an additional sum at the rate of £1,000 per annum, and such remuneration shall be deemed to accrue *de die in diem*. Whenever the profits of any year shall be more than sufficient to pay a dividend for such year at the rate of 15 per cent. on the capital paid up on the Preference and Ordinary Shares (exclusive of provision for the reserve fund), the Directors shall be entitled as additional remuneration to a sum equal to $2\frac{1}{2}$ per cent. of the excess of such profits over and above such 15 per cent.; and such additional remuneration shall be divided among the Directors in such proportions as the majority of the Directors may determine. In the event of any Director or Directors or of the whole Board serving for a portion of a year only, his or their remuneration shall be proportioned to the period during which he or they shall have served.

88. The Directors shall be entitled to be repaid all travelling and hotel expenses properly incurred by them in or with a view to the performance of their duties. If any Director shall be called upon to perform extra or special services of any kind, or to travel or to go or reside abroad, for any business or purposes of the Company, he shall be entitled to receive such sum as the Board may think fit for expenses of living and also such remuneration as the Board think fit, either as a fixed sum or as a percentage of profits or otherwise, and such remuneration may, as the Board shall determine, be either in addition to or in substitution for any other remuneration he may be entitled to receive, and the same shall be charged as part of the ordinary working expenses.

MANAGING DIRECTORS.

89. The Directors may from time to time appoint one or more of their number to be Managing Director or Managing Directors for such period and upon such terms as they may think fit, and the

Directors may, subject to any contract with such Managing Director or Managing Directors, from time to time remove him or them from office and appoint another or others in his or their place or places.

90. The remuneration of a Managing Director shall from time to time be fixed by the Board, and may be by way of salary or commission or participation in the profits, or by any or all of those modes, and shall, if so determined by the Board, be in addition to any remuneration payable to the Board or to the Managing Director as one of the Board under these presents.

91. The Directors may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions as they may think expedient, and they may confer such powers, either collaterally with, or to the exclusion of and substitution for all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter, or vary all or any of such powers.

DISQUALIFICATION OF DIRECTORS.

92. The office of a Director shall be vacated :—

(A) If he become bankrupt or compound with his creditors, or take the benefit of any Act for the time being in force for the relief of insolvent debtors.

(B) If he be found lunatic or become of unsound mind.

(C) If he absent himself from attendance at the usual meetings of Directors continuously for the space of six months without the leave of the Board.

(D) If by notice in writing he resign his office.

Provided that the disqualifying condition (A) may be dispensed with in any special case by a resolution of the Directors.

93. No Director shall be disqualified by his office from contracting with the Company, either as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any

Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established, but it is declared that the nature of his interest shall be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined on, if his interest then exists and in any other case at the first meeting of the Directors after the acquisition of his interest: Provided nevertheless that a Director shall not vote in respect of any contract or arrangement in which he is so interested as aforesaid, and if he do so vote his vote shall not be counted; but this prohibition may at any time or times be suspended or relaxed to any extent by a General Meeting, and in any case such prohibition shall not apply to the agreements mentioned in Article 3 hereof, or to any matters arising thereout, or to any contract by or on behalf of the Company to give to the Directors or any of them any security by way of indemnity. A general notice that a Director is a Member of any specified firm or company, and is to be regarded as interested in all transactions with that firm or company shall be a sufficient disclosure under this Article as regards such Director and the said transactions, and after such general notice it shall not be necessary for such Director to give a special notice of any particular transaction with that firm or company.

ROTATION OF DIRECTORS.

94. Subject to the provisions of Articles 83 and 85, at the Ordinary Meeting in 1916, and at the Ordinary Meeting in every subsequent year, one-third of the Directors for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. A retiring Director shall retain office until the dissolution of the meeting at which his successor is elected.

95. The Directors to retire in the year 1916 and in every year after 1916 shall be the Directors who have been longest in office since the last election. As between Directors of equal seniority, the Directors to retire shall (unless such Directors of equal seniority shall agree among themselves) be selected from among them by ballot. Until the year 1918 the first appointed Chairman of the Directors shall not be counted in the number of Directors of whom one-third are to retire as hereinbefore provided.

96. A retiring Director shall be eligible for re-election.

97. The Company shall, at the meeting at which any Directors retire in manner aforesaid, fill up the vacated office of each Director by electing a person thereto, and without notice in that behalf may fill up any other vacancies.

98. No person not being a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for the office of a Director at any General Meeting, unless, not less than the prescribed time before the day appointed for the meeting, there have been given to the Secretary notice in writing by some Member duly qualified to be present and vote at the meeting of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that between the date when each such notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than three nor more than fourteen clear intervening days.

99. If at any meeting at which an election of Directors ought to take place the places of the retiring Directors, or some of them, are not filled up, the retiring Directors, or such of them as have not had their places filled up, shall be deemed to have been re-elected.

100. The Company may from time to time in General Meeting increase or reduce the number of Directors, and may determine in what rotation such increased or reduced number shall go out of office.

101. The Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by an Ordinary Resolution appoint another Member in his stead, but any person so appointed shall retain his office so long only as the Director in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF DIRECTORS.

102. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined, two Directors shall form a quorum. A Director may, at any time, and the Secretary upon the request of a Director shall convene a meeting of the Directors. No Director who is and whilst out of the United Kingdom shall be entitled to notice of any such meeting.

103. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

104. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office ; but if no such Chairman be elected, or if at any meeting the Chairman is not present at the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of such meeting.

105. A meeting of the Directors for the time being, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions, by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally.

106. The Directors may delegate any of their powers other than the powers to borrow and make calls to Committees consisting of such Member or Members of their body as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Directors.

107. The meetings and proceedings of any such Committee, consisting of two or more Members, shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.

108. All acts done at any meeting of the Directors or of a Committee of Directors, or by any person acting as a Director, shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

ALTERNATE DIRECTORS.

109. If any Director shall be about to leave or shall have left the United Kingdom, he may by a writing under his hand appoint any person who is approved by the Board of Directors to be his substitute and every such substitute shall, during the absence from the United Kingdom of the Director appointing him be entitled to attend and

vote at meetings of the Directors, and shall have and exercise all the powers, rights, duties and authorities of the Director appointing him save that it shall not be necessary for such substitute to acquire or hold any qualification. Provided always that no such appointment shall be operative unless or until the approval of the Board by a majority consisting of two-thirds of the whole Board shall have been given and entered in the Directors' Minute Book. A Director may at any time revoke the appointment of a substitute appointed by him and, subject to such approval as aforesaid appoint another person in his place, and if a Director shall die or cease to hold the office of Director, the appointment of his substitute shall thereupon cease and determine. Every person acting as a substitute for a Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such substitute shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last mentioned remuneration as shall be agreed between the substitute and the Director appointing him.

110. Any instrument appointing an alternate Director shall, as nearly as circumstances will admit, be in the following form or to the effect following :—

“CENTRAL ILLINOIS OIL PRODUCTION & REFINERIES,
LIMITED.”

" I a Director of CENTRAL ILLINOIS
" OIL PRODUCTION & REFINERIES, LIMITED, in pursuance
" of the power in that behalf contained in Article 109 of
" the Articles of Association of the Company, do hereby
" nominate and appoint
" of to act as alternate Director
" in my place for a period of
" from the day of , and to
" exercise and discharge all my duties as a Director.
" As witness my hand this day of , 19'."

POWERS OF DIRECTORS.

111. The management of the business of the Company shall be vested in the Directors, and the Directors, in addition to the powers and authorities by these presents expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by the

Act directed or required to be exercised or done by the Company in General Meeting; but subject, nevertheless, to the provisions of the Act and of these presents and to any regulations from time to time made by the Company in General Meeting, provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

112. The continuing Directors at any time may act notwithstanding any vacancy in their body: Provided always that, in case the Directors shall at any time be reduced in number to less than two, it shall be lawful for the remaining Director or Directors to act for the purpose of filling up any vacancy or vacancies in the body of Directors, or to act for the purpose of summoning a General Meeting of the Company, but not for any other purpose.

LOCAL MANAGEMENT.

113. The Directors may at any time and from time to time appoint any person or persons to form a Local Board or Boards, Local Managing or Consulting or Advisory Boards or Committees, or local agencies in the United Kingdom, America or elsewhere abroad, and appoint any one or more of their number or any other person or persons to be made members thereof, with such powers and authorities, under such regulations, for such period, and at such remuneration as they may deem fit, and may from time to time revoke any such appointment.

114. The Directors may at any time and from time to time, by power of attorney under the Seal, appoint any person or persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents), and for such period and subject to such conditions as the Directors may from time to time think fit, and any such appointment may (if the Directors think fit) be made in favour of the Members or any of the Members of any Local Board established as aforesaid, or in favour of any company, or of the members, directors, nominees, or managers of any company or firm, or otherwise in favour of any fluctuating body of persons, whether nominated directly or indirectly by the Directors, and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Directors may think fit.

115. Any such attorneys, Local Boards, Committees, or agencies as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.

116. The Directors may comply with the requirements of any local law which in their opinion it shall in the interests of the Company be necessary or expedient to comply with.

SECRETARY AND SEAL.

117. The Directors may from time to time by resolution appoint a person to act as Secretary of the Company, or as a temporary substitute for the Secretary, and any such last-mentioned person so appointed shall for the purposes of these presents be deemed during the time of his appointment to be Secretary.

118. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of two Directors or at least one Director and the Secretary, or some other person appointed by the Directors, and the said Directors or the Director and the Secretary, or such other person, as the case may be, shall sign every instrument to which the Seal shall be so affixed in their presence.

DIVIDEND AND RESERVE.

119. The Directors may, with the sanction of the Company in General Meeting, from time to time declare a dividend to be paid to the Members according to their rights and interests in the profits, and may fix the time for payment. Provided nevertheless that where Capital is paid up in advance of calls upon the footing that the same shall carry interest, such Capital shall not whilst carrying interest confer a right to participate in profits.

120. No larger dividend or bonus shall be declared than is recommended by the Directors, but the Company in General Meeting may declare a smaller dividend.

121. No dividend or bonus shall be payable except out of the profits of the Company, and no dividend shall bear interest as against the Company.

122. The declaration of the Directors as to the amount of the profits of the Company shall be conclusive.

123. Before recommending any dividend (other than the fixed Cumulative Preferential Dividend on the Preference Shares), the Directors may set aside out of the profits of the Company such sums as they think proper as a Reserve Fund to meet contingencies or for special dividends or for repairing, improving and maintaining any of the property of the Company, or for adding to the property of the Company and for such other purposes as the Directors shall in their absolute discretion think conducive to the interests of the Company; and may invest the several sums so set aside upon such investments (other than shares of the Company) as they may think fit and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company and divide the Reserve Fund into such special funds as they think fit, with full power to employ the assets constituting the Reserve Fund in the business of the Company and that without being bound to keep the same separate from the other assets.

124. The Directors may from time to time pay to the Members such interim dividends as in their judgment the position of the Company justifies.

125. The Directors may retain any dividends on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

126. In case several persons are registered as the joint holders of any share, any one of such persons may give effectual receipts for all dividends and payments on account of dividends in respect of such share.

127. A transfer of shares shall not pass the right to any dividend payable thereon before the registration of the transfer.

128. Notice of the declaration of any dividend, whether interim or otherwise, shall be given to the holders of registered shares in manner hereinafter provided.

129. Any General Meeting declaring a dividend may authorise the Directors to pay such dividend wholly or in part by the distribution of specific assets, and in particular of paid-up shares, debenture or debenture stock of the Company, or of any other company, or partly in one way and partly in any other way or ways aforesaid, and the Directors shall give effect to such resolution, and, where any difficulty arises in regard to the distribution, they may settle the same as they think expedient, and in particular may issue fractional certificates and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such assets in trustees upon such trusts for the persons entitled to the dividend as may seem expedient to the Directors. Where requisite, a proper contract shall be filed in accordance with Section 88 of the Act, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to the dividend, and such appointment shall be effective.

130. Unless otherwise directed, any dividend may be paid by cheque or warrant sent through the post to the registered address of and at the risk of the Member or person entitled, or in the case of joint holders to that one of them first named in the register in respect of the joint holding. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

ACCOUNTS.

131. The Directors shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure takes place and of the assets, credits and liabilities of the Company. The books of account shall be kept at the office or at such other place or places as the Directors think fit.

132. The Directors shall from time to time determine whether and to what extent, and at what times and places, and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of Members, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by the Act, or authorised by the Directors, or by a resolution of the Company in General Meeting.

133. At the Ordinary Meeting in every year after the year 1912 the Directors shall lay before the Company a balance sheet, containing a summary of the property and liabilities of the Company, made up to a date not more than six months before the meeting.

134. A printed copy of every such balance sheet shall, seven days previously to the meeting, be served on each of the registered holders of shares in the manner in which notices are hereinafter directed to be served, and two copies of each of these documents shall at the same time be forwarded to the Secretary of the Share and Loan Department, The Stock Exchange, London.

AUDIT.

135. Once at least in every year after the year 1912 the accounts of the Company shall be examined, and the correctness of the balance sheet ascertained by one or more Auditor or Auditors.

136. The Company at each Ordinary Meeting shall appoint an Auditor or Auditors to hold office until the next Ordinary Meeting, and the following provisions shall have effect (that is to say) :—

(1) If an appointment of Auditors is not made at any particular Ordinary Meeting, the Board of Trade may, on the application of any Member of the Company, appoint an Auditor for the current year, and fix the remuneration to be paid to him by the Company for his services.

(2) A Director or officer of the Company shall not be capable of being appointed Auditor.

(3) The first Auditors may be appointed by the Directors before the Statutory Meeting, and if so appointed shall hold office until the first Ordinary Meeting, unless previously removed by a resolution of the Shareholders in General Meeting, in which case the Shareholders at such meeting may appoint Auditors.

(4) The Directors may fill any casual vacancy in the office of Auditor, but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act.

(b) The remuneration of the Auditors shall be fixed by the Company in General Meeting, except that the remuneration of any Auditors appointed before the Statutory Meeting or to fill any casual vacancy, may be fixed by the Directors.

137. Every account of the Directors, when audited and approved by a General Meeting, shall be conclusive, except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected, and thenceforth shall be conclusive.

NOTICES.

138. A notice may be served by the Company upon any Member either personally or by sending it through the post in a prepaid letter, envelope or wrapper, addressed to such Member at his registered place of address.

139. Each holder of registered shares, whose registered place of address is not in the United Kingdom, may, from time to time, notify to the Company in writing an address in the United Kingdom, which shall be deemed his registered place of address within the meaning of the last preceding Article.

140. As regards those Members who have no registered place of address, a notice posted up in the office shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted up.

141. The holder of a Share Warrant shall not, unless it be otherwise expressed therein, be entitled in respect thereof to notice of any General Meeting of the Company.

142. Any notice required to be given by the Company to the Members or any of them, and not expressly provided for by these presents, shall be sufficiently given if given by advertisement. Any notice required to be, or which may be given by advertisement, shall be advertised once in two London newspapers.

143. All notices shall, with respect to any registered shares to which persons are jointly entitled, be given to whichever of such persons is named first in the register and notice so given shall be sufficient notice to all the holders of such shares.

144. Any notice sent by post shall be deemed to have been served at the time when the letter, envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office.

145. Every person who, by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such shares which, previously to his name and address being entered on the register, shall be duly given to the person from whom he derives his title to such shares.

146. Any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these presents shall, notwithstanding such Member be then deceased, and whether or not the Company have notice of his decease, be deemed to have been duly served in respect of any registered shares, whether held solely or jointly with other persons by such Member, until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or her heirs, executors or administrators, and all persons (if any) jointly interested with him or her in any such shares.

147. The signature to any notice to be given by the Company may be written or printed.

WINDING UP.

148. If the Company shall be wound up, whether voluntarily or otherwise, the Liquidators may, with the sanction of an Extraordinary Resolution, divide among the contributories, in specie, any part of the assets of the Company and may, with the like sanction,

vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the Liquidators with the like sanction shall think fit, and, if thought expedient, any such division may be otherwise than in accordance with the legal rights of the Members of the Company, and in particular any class may be given preferential or special rights, or may be excluded altogether or in part, provided that a resolution of the holders of shares of such class shall have been passed under Articles 52 and 53 hereof.

149. In the event of a winding up of the Company, every Member of the Company who is not for the time being in England shall be bound within fourteen days after the passing of an effective resolution to wind up the Company voluntarily, or after the making of an order for the winding up of the Company, to serve notice in writing on the Company appointing some householder in London upon whom all summonses, notices, process orders and judgments in relation to, or under the winding up of the Company may be served, and in default of such nomination the Liquidators of the Company shall be at liberty, on behalf of such Member, to appoint some such person, and service on such appointee, whether appointed by the Member or the Liquidators, shall be deemed to be a good personal service on such Member for all purposes, and where the Liquidators make any such appointment they shall, with all convenient speed, give notice thereof to such Member by advertisement in "The Times" newspaper, or by a registered letter sent through the post and addressed to such Member at his address as mentioned in the register, and such notice shall be deemed to be served on the day following that on which the advertisement appears or the letter is posted.

INDEMNITY AND RESPONSIBILITY.

150. Every Director, Manager, Secretary and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay, all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant, or in any way in the discharge of duties, including travelling expenses.

151. No Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss or damage occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happen through his own dishonesty.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Frederick W. Lee 8 Kings Road
Willesden Green N.W.
Gentleman.

J. Anthony Parker
"Southernhay," Bromley, Kent.
Solicitor.

Charles E. Grey
51, Thorne Road
South Lambeth, S.W. Solicitors' Clerk.

Charles R. Phillips
30 Norman Avenue West
Wood Green, Middlesex. Secretary.

Frederick W. Griggs
10 Navarre Road, East Ham, Essex.
Accountant.

G. Vivian
36 Charlwood Road
Putney, S.W. Clerk.

H. J. Turner
29 Becket Avenue,
East Ham E. Clerk.

Dated this 30 day of January 1912.

Witness to the above Signatures—except that of J. Anthony Parker:—

J. Anthony Parker.
Southernhay,
Bromley, Kent. Solicitor.

Witness to the Signature of J. Anthony Parker:—

Frederick W. Griggs
10 Navarre Road, East Ham, Essex.
Accountant

THE COMPANIES (CONSOLIDATION) ACT, 1908.

COMPANY LIMITED BY SHARES

Central Illinois Oil Production & Refineries,
LIMITED.

Memorandum
AND
Articles of Association.

Registered the day of , 1912.

PARKER & PARKER,

No. 119961



Certificate of Incorporation

I Hereby Certify, That the
*Central Illinois Oil Production &
Refineries, Limited*

is this day Incorporated under the Companies (Consolidation) Act, 1908, and that the Company
is **Limited**.

Given under my hand at London this *Thirty-first* day of *January*
One Thousand Nine Hundred and *twelve*

Fees and Deed Stamps £*52.0.0*

Stamp Duty on Capital £*6.250.0.0*

J. Allen
Registrar of Joint Stock Companies.

Certificate received by

Parker & Parker

7,rian House

New Broad Street E.C.

Date *Feb. 2nd 1912*

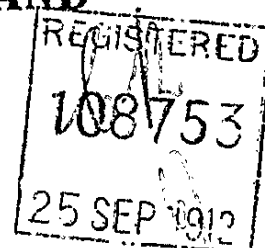


Special Resolution

Pursuant to s. 69 of the Companies (Consolidation) Act, 1908.

OF

CENTRAL ILLINIOS OIL PRODUCTION AND REFINERIES, LIMITED.



Passed 9th September, 1912.

Confirmed 24th September, 1912.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the Registered Office of the Company, 4, BROAD STREET PLACE, LONDON, E.C., on the 9th day of SEPTEMBER, 1912, the following SPECIAL RESOLUTION was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the said COMPANY, also duly convened and held at the same place on the 24th day of SEPTEMBER, 1912, the following SPECIAL RESOLUTION was duly confirmed:—

"That the name of the Company be changed to CENTRAL CALIFORNIA OIL COMPANY, LIMITED."

Dated the 24th day of September, 1912.

J. Anthony Parker

Chairman of both Meetings.

Filed by

Parker & Parker

Drum House

West 310 ad St. St.

Delivered



112251
4 B
[C. No. 82.]
It is requested that any reply to this letter
may be addressed to the Comptroller of the
Companies Department, Board of Trade,
London, S.W., (Telegraphic Address:
Companies, London.) and that the following
number may be quoted:-

3489

BOARD OF TRADE.

55 Whitehall
S.W.
30th September 1912.

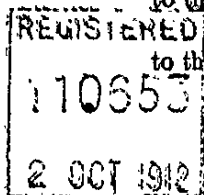


Gentlemen,

Central Illinois Oil Production and
Refineries Limited.

With reference to your application of the 12th September 1912
directed by the Board of Trade to inform you that they approve of the name of
the above-named Company being changed to Central California
Oil Company Limited.

This communication should be tendered to the Registrar of Joint Stock
Companies, Somerset House, W.C., as his authority for entering the new name
on the Register, and for issuing his Certificate under Section 8 (4) of the
Companies (Consolidation) Act, 1908. A Postal Order for 5/-, made payable
to the Commissioners of Inland Revenue, must at the same time be forwarded
to the Registrar in payment of the Registration fee.



I am, Gentlemen,

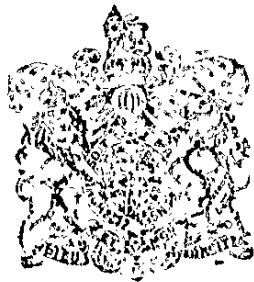
Your obedient Servant,

Wm. Parker & Parker
31st House
New Broad St
E.C.

Atty. Gen.

DUPLICATE FOR THE FILE.

No. 119961



Certificate of Change of Name.

I hereby Certify, That the

Central Illinois Oil Production & Refineries, limited

having, with the sanction of a **Special Resolution** of the said Company, and with the approval of the BOARD OF TRADE, changed its name, is now called the

Central California Oil Company limited

and I have entered such new name on the Register accordingly.

Given under my hand at London, this *Second* day of *October*

One Thousand Nine Hundred and *twelve*.

E. J. Hargreaves

Assistant Registrar of Joint Stock Companies.

Certificate received by

Parker & Parker *Chartered*

Trading House.

New Broad St. E.C.

Date

4/10/12

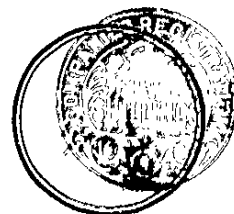
Number of
Company

119961

[Form No. 44 A.]

"THE COMPANIES ACT, 1929."

Declaration



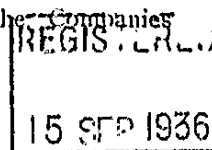
A
Companies
Registration
Fee Stamp
of 5s.
must be
impressed
here.

MADE ON BEHALF OF

Central California Oil Company

LIMITED,

that the Provisions of Section 94, Sub-Section (2) (b), of The Companies
Act, 1929, have been complied with.



Pursuant to Section 94 (2) (c).

(See Page 2 of this Form.)

(To be used by a Company which has delivered to the Registrar of Companies a Statement in lieu of Prospectus.)

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 0434 (2 LINES)

JORDAN & SONS, LIMITED,
Company Registration Agents, Printers, and Publishers,
116 TO 118 CHANCERY LANE, LONDON, W.C. 2.
and 13 BROAD STREET PLACE, E.C. 2.

Presented by

JORDAN & HAMMOND,
"TRADING HOUSE,"
20, FINSBURY ROAD,
LONDON, E.C. 2.



133

I Charles Robert Freeman

of Gricnan, Felixstowe, Suffolk.

* Insert "the
Secretary" or
"a Director."

being* a Director

of Central California Oil Company

LIMITED,

do solemnly and sincerely declare—

That every Director of the Company has paid to the Company on each of the Shares taken or contracted to be taken by him, and for which he is liable to pay in cash, a proportion equal to the proportion payable on Application and Allotment on the Shares payable in cash.

And I make this solemn Declaration, conscientiously believing the same to be true, and by virtue of the provisions of The Statutory Declarations Act, 1835.

Declared at 39 New Bond Street

in the City of London

the 14th day of September

One thousand nine hundred and thirty

before me,

R. M. P. Danvers.

A Commissioner for Oaths.†

Charles R. Freeman

This margin is reserved for binding, and must not be written across.

"The Companies Act, 1929."

DECLARATION OF COMPLIANCE

WITH THE

Provisions of Section 94 (2) (b) of The
Companies Act, 1929.

DUPLICATE FOR THE FILE.

No. 119961



Certificate under Section 94 (3) of the Companies Act, 1929,
that a Company is entitled to commence business.

I Hereby Certify, That

GENERAL CALIFORNIA OIL COMPANY LIMITED

having complied with the conditions of Section 94.....(2).....of the Companies Act, 1929, is entitled
to commence business.

Given under my hand at London this.....**fifteenth**..... day of.....**September**..... One
Thousand Nine Hundred and.....**thirty-six**.....

[Signature]
Registrar of Companies.

Certificate received by.....*John Mason for Parkes & Hannam*.....
.....*39 New Broad Street E.C.2*.....

Date.....*17th September 1936*.....

Central California Oil Company Limited.



At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 11th day of November 1953 the following SPECIAL RESOLUTION was duly passed, namely :-

RESOLUTION

That the Articles of Association of the Company be altered in manner following, that is to say:-

- (a) By deleting the following words from Article 84:-

"and such person if not already qualified shall acquire his qualification within 30 days after such appointment".

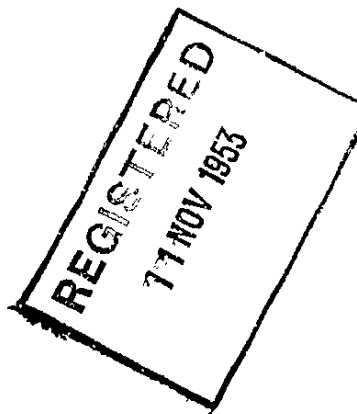
- (b) By deleting Article 85.

- (c) By deleting Article 86 and substituting therefor the following:-

"86. It shall not be necessary for a Director to acquire or hold any qualification shares."

- (d) By deleting Article 87 and substituting therefor the following:-

"87. All remuneration of the Directors shall be deemed to accrue de die in diem. The Directors shall be entitled to receive by way of remuneration in each year such sum as may be voted to them by the Company in general meeting. Such remuneration shall be divided amongst the Directors in such proportion and manner as they shall from time to time agree, or failing agreement equally."



James Duncan

Director.



2219

IT IS HEREBY CERTIFIED THAT
THIS COPY WAS PRINTED BY
LITHOGRAPHY.
P. F. S. MOORE, LTD.
R. S. Kelly
DIRECTOR

Number of Company 119961 + 11

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SH.



Special Resolution

OF

CENTRAL CALIFORNIA OIL COMPANY LIMITED.

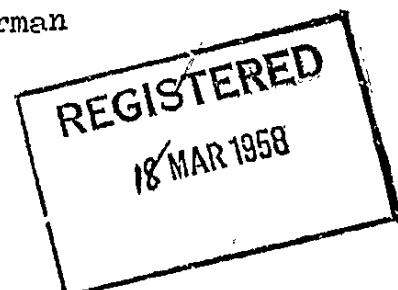
Passed the 14th March, 1958.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 12, Norfolk Street, Strand, London, W.C.2. on the 14th March 1958 the following Resolution was duly passed as a SPECIAL RESOLUTION.

RESOLUTION.

"That the name of the Company be changed to KERN OIL CALIFORNIA LIMITED."

Chairman



A H. HERRBY CERTIFY THAT THE
SPECIMEN WAS PRODUCED BY AN
ATHOGRAPHIC PRINTING PROCESS.

Date 17/3/58 J. Ireland

FOR LEWIS, COATES & LUCAS LIMITED

305
Company Number 119961

B

Reference: C.R. 98/499/58

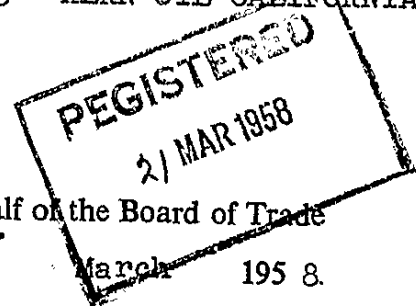


COMPANIES ACT, 1948

CENTRAL CALIFORNIA OIL COMPANY

Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to KERN OIL CALIFORNIA LIMITED



Signed on behalf of the Board of Trade

this twenty-first

day of March 1958.

A handwritten signature in cursive script, likely belonging to the President of the Board of Trade.

Authorised in that behalf by the
President of the Board of Trade.

No. C. 60.

DUPLICATE FOR THE FIRM.

No. 119961



Certificate of Incorporation on Change of Name

Whereas

CENTRAL CALIFORNIA OIL COMPANY LIMITED

was incorporated as a limited company under the
Companies (Consolidation) Act, 1908,

on the thirty-first day of January, 1912

And whereas by special resolution of the Company and with the approval
of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited Company
incorporated under the name of

KERN OIL CALIFORNIA LIMITED

Given under my hand at London, this twenty-first day of
March One thousand nine hundred and fifty eight.

L. R. [Signature]
Registrar of Companies.

Certificate received by Brenda Hodson

(Bulcraig & Davis)

Date 21st March

4462

THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

KERN OIL CALIFORNIA LIMITED



At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Barrington House, Love Lane, London, E.C.2, on Tuesday, the 25th day of March, 1968, the following Resolution was duly passed as a SPECIAL RESOLUTION :—

RESOLUTION

THAT each of the 12,504 issued 8 per cent. Cumulative Preference Shares of £1 each in the Company be and it is hereby converted into one Ordinary Share of £1 and that all arrears of dividend in respect of the said Shares accrued up to the date hereof be waived and that each of the 1,687,496 unissued 8 per cent. Cumulative Preference Shares of £1 each in the Company be and it is hereby converted into one Ordinary Share of £1.

1

G. W. IVEY,

Chairman.

B., M. & Co. Ltd. T101468F.

Certified true copy.

Chairman.

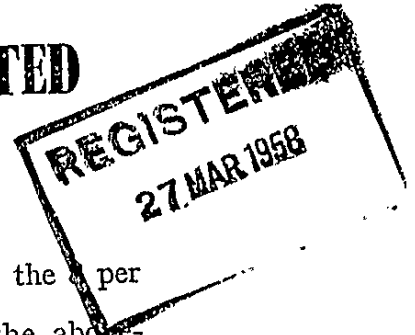
27 MAR 1968

THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

KERN OIL CALIFORNIA LIMITED



At a SEPARATE GENERAL MEETING of the holders of the 8 per cent. Cumulative Preference Shares in the capital of the above-named Company, duly convened and held at Barrington House, Love Lane, London, E.C.2, on Tuesday, the 25th day of March, 1958, the following Resolution was duly passed as an EXTRAORDINARY RESOLUTION of such holders pursuant to Article 52 of the Company's Articles of Association :—

RESOLUTION

THAT this Separate General Meeting of the holders of the 8 per cent. Cumulative Preference Shares in the capital of Kern Oil California Limited hereby sanctions all modifications or abrogations of the special rights attached to such shares which are involved in or to be effected by the SPECIAL RESOLUTION set out in the Notice convening an Extraordinary General Meeting of the Company for the 25th day of March, 1958.

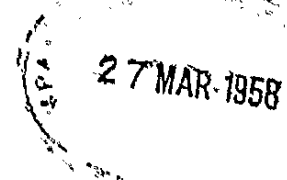
G. W. IVEY,

Chairman.

B., M. & Co. LTD. T10140RP.

Certified true copy.

Chairman.



No. 119961

THE COMPANIES ACTS 1908 TO 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION


of

KERN OIL CALIFORNIA LIMITED

Passed 17th March, 1982

At an EXTRAORDINARY GENERAL MEETING of KERN OIL CALIFORNIA LIMITED held on 17th March, 1982 the following Resolution was passed as a SPECIAL RESOLUTION:-

That the regulations contained in the printed document submitted to the Meeting, and signed by the Chairman of the Meeting for the purposes of identification, be and are hereby adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.


C. STEVENS
Secretary

20 MAR 1982

Britannic House,
Moor Lane,
London. EC2Y 9BU

119961

This is the printed document submitted to the Extraordinary General Meeting held on 17th March 1982 and for the purposes of identification signed by the Chairman of the Meeting

THE COMPANIES ACTS 1948 TO 1980

COMPANY LIMITED BY SHARES

Articles of Association

— OF —

KERN OIL CALIFORNIA LIMITED

(New Articles of Association adopted by Special Resolution passed on 17th March 1982)


CHAIRMAN

PRELIMINARY

1. No regulations appearing in Table 'A' (as amended) in the First Schedule to the Companies Act 1948 shall apply to the Company.

Table 'A' not to apply

2. In these presents, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

Interpretation

WORDS	MEANINGS
The Statutes	The Companies Acts 1948 to 1980, and every other Act for the time being in force concerning companies and affecting the Company.
These presents	These Articles of Association, as originally framed, or as from time to time altered by a Resolution of the Company.
Office	The Registered Office of the Company.
The Seal	The Common Seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
Year	Calendar year.
In writing	Written or produced by any substitute for writing, or partly one and partly another.
Dividend	Dividend and/or bonus.
Paid	Paid or credited as paid.

20 MAR 1982

The expression 'Secretary' shall include an Assistant Secretary and any person appointed by the Directors to perform any of the duties of the Secretary.

Words importing the singular number shall include the plural number and vice versa.

Words importing persons shall include corporations.

Save as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

The marginal notes are inserted for convenience only and shall not affect the construction of these presents.

BUSINESS

What business may
be undertaken

3. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Directors at such time or times as they may think fit, and further may be suffered by the Directors to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with the same.

CAPITAL

Capital

4. The capital of the Company at the date of the adoption of these presents is £2,500,000 divided into 2,500,000 shares of £1 each.

Issue of shares

5. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares for the time being issued (which special rights may be varied or abrogated only in the manner provided by the next following Article), any share in the capital of the Company for the time being may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise as the Company may from time to time by Ordinary Resolution determine, and subject to the provisions of the Statutes the Company may issue Preference Shares which are, or at the option of the Company are to be, liable to be redeemed on such terms and in such manner as the Company before the issue thereof may by Special Resolution determine.

Redeemable
Preference Shares

VARIATION OF RIGHTS

6. Whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Statutes, be varied or abrogated either with the consent in writing of the holders of three-quarters in nominal value of the issued shares of the class or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class (but not otherwise) and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate General Meeting all the provisions of these presents relating to General Meetings of the Company and to the proceedings thereat shall *mutatis mutandis* apply, except that the necessary quorum at any such meeting other than an adjourned meeting shall be two persons holding or representing by proxy at least one-third in nominal value of the issued shares of the class and at any adjourned meeting the necessary quorum shall be one person holding or representing by proxy shares of the class in question and that any holder of shares of the class present in person or by proxy may demand a poll and that every such holder shall on a poll have one vote for every share of the class held by him. The foregoing provisions of this Article shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if the shares concerned and the remaining shares of such class formed separate classes.

How special rights
of shares may be
varied

ALTERATION OF CAPITAL

7. The Company may from time to time by Ordinary Resolution increase its capital.

Power to increase
capital

8. All new shares shall be subject to the provisions of these presents with reference to payment of calls, transfer and otherwise.

Rights and
liabilities attached
to new shares

9. The Company may by Ordinary Resolution —

(a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.

Power to
consolidate shares

(b) Cancel any shares which, at the date of the passing of the Resolution, have not been taken, or agreed to be taken, by any person and diminish the amount of its capital by the amount of the shares so cancelled.

Power to cancel
shares

(c) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association.

Power to sub-
divide shares

And may by Special Resolution —

Power to reduce capital

- (d) Reduce its capital or any Capital Redemption Reserve Fund, or any Share Premium Account, in any manner authorised by the Statutes.

Shares at the disposal of Directors

10. Save as the Company may by Ordinary Resolution otherwise direct the Directors shall be authorised to allot, grant options over, grant rights to subscribe for, grant rights to convert any security into or otherwise dispose of shares in the capital of the Company up to an aggregate nominal amount of £1,887,496 to such persons and on such terms as they think proper at any time and from time to time within a period commencing on 17th March 1982 and expiring on 31st December 1986 and such authority shall include the allotment or otherwise of shares after the expiration of the said period in pursuance of any offer or agreement made by the Company before the expiration of the said period.

Exclusion of pre-emption rights

11. The provisions of Sections 17 (1), (6) and (7) of the Companies Act 1980 shall not apply in respect of any allotment of, grant of an option over, grant of a right to subscribe for, grant of a right to convert any security into or other disposal of any shares in the capital of the Company.

Exclusion of equities

12. The Company shall not be bound (except only as by these presents or by law otherwise provided) to recognise any right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

CERTIFICATES

Issue of certificates

13. Every person whose name is entered as a Member in the Register of Members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the terms of issue shall provide) one or several certificates for all his shares, each for one or more of his shares. Every certificate shall be issued under the Seal and bear the signatures of at least one Director or alternate Director and the Secretary, and shall specify the shares to which it relates, and the amount paid up thereon.

CALLS ON SHARES

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| <p>14. The Directors may from time to time make calls upon the Members in respect of any moneys (whether on account of the nominal value of the shares or by way of premium) unpaid on their shares. A call may be revoked or postponed as the Directors may determine.</p> | <p>Calls</p> |
| <p>15. A call shall be deemed to have been made at the time when the Resolution of the Directors authorising the call was passed, and may be made payable by instalments.</p> | <p>Time when made</p> |
| <p>16. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.</p> | <p>Liability of joint holders</p> |
| <p>17. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate, not exceeding 5 per cent per annum, as the Directors determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.</p> | <p>Interest on calls</p> |
| <p>18. Any sum (whether on account of the nominal value of the share or by way of premium) which by the terms of issue of a share becomes payable upon allotment or at any fixed date shall, for all the purposes of these presents, be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of these presents as to payment of interest and expenses, or otherwise, shall apply as if such sum had become payable by virtue of a call duly made and notified.</p> | <p>Sums due on allotment to be treated as calls</p> |
| <p>19. The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid and the times of payment.</p> | <p>Power to differentiate</p> |

TRANSFER OF SHARES

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| <p>20. All transfers of shares may be effected by transfer in writing in the usual common form or in such other form in writing as the Directors shall prescribe or accept and may be under hand only.</p> | <p>Form of transfer</p> |
| <p>21. The instrument of transfer of a share shall be signed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.</p> | <p>Execution</p> |

Directors' power to
decline to register

22. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of shares whether fully paid or not to a person of whom they shall not approve. If the Directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

Closing register

23. The Register of Members may, subject to compliance with the requirements of the Statutes as to advertisement, be closed at such times and for such period as the Directors may from time to time determine: Provided always that it shall not be closed for more than thirty days in any year.

GENERAL MEETINGS

Annual General
Meetings

24. An Annual General Meeting shall be held once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors. All other General Meetings shall be called Extraordinary General Meetings.

Extraordinary
General Meetings

25. The Directors may, whenever they think fit, and shall, on requisition in accordance with the Statutes, proceed to convene an Extraordinary General Meeting. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or alternate Director or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which Meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

Notice

26. An Annual General Meeting and any General Meeting at which it is proposed to pass a Special Resolution, or (save as provided by the Statutes) a Resolution of which special notice has been given to the Company, shall be called by twenty-one days' notice in writing at the least, and any other General Meeting by fourteen days' notice in writing at the least (exclusive in both cases of the day on which it is served or deemed to be served and of the day for which it is given) given in manner hereinafter mentioned to such Members as are under the provisions of these presents entitled to receive such notices from the Company and to the Auditors: Provided that a General Meeting notwithstanding that it has been called by

shorter notice than that specified above shall be deemed to have been duly called if it is so agreed —

- (a) In the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and Short notice
- (b) In the case of an Extraordinary General Meeting by a majority in number of the Members having a right to attend and vote thereat, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

Provided also that the accidental omission to give notice to, or the non-receipt of notice by, any person entitled thereto shall not invalidate the proceedings at any General Meeting. Omission or non-receipt of notice

27. (A) Every notice calling a General Meeting shall specify the place and the day and hour of the meeting, and there shall appear with reasonable prominence on every such notice a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a Member of the Company. Contents of notice

(B) In the case of any General Meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of the business; and if any Resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution, the notice shall contain a statement to that effect.

28. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say — Routine business

- (a) Considering the Accounts and Balance Sheet, and the Reports of the Directors and Auditors;
- (b) Declaring dividends;
- (c) Voting remuneration to the Directors, or any of them;
- (d) Appointing Auditors, and fixing their remuneration or determining the manner in which it is to be fixed.

PROCEEDINGS AT GENERAL MEETINGS

Quorum

29. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Two Members present in person or by proxy shall be a quorum for all purposes. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

Chairman

30. The Chairman (if any) of the Directors shall preside as Chairman at every General Meeting. If there be no such Chairman, or if at any meeting he be not present within five minutes after the time appointed for holding the meeting, or be unwilling to act as Chairman, the Members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some Member present to act as Chairman of the meeting.

Election of Chairman

Adjournments

31. The Chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except the business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Notice of adjournments

Method of voting

32. At any General Meeting a Resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by —

- (a) the Chairman of the meeting; or
- (b) not less than two persons present in person or by proxy and entitled to vote; or
- (c) a Member or Members entitled either by reason of their own holding or as representatives or as proxies to cast one-tenth or more of the votes which could be cast in respect of that Resolution if all persons entitled to vote thereon were present at the meeting; or

- (d) a Member or Members holding, or representing either as representatives or proxies Members holding, shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

A demand for a poll may be withdrawn. Unless a poll be demanded (and the demand be not withdrawn) a declaration by the Chairman of the meeting that a Resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Minute Book, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such Resolution.

33. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the Resolution unless it be pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the Resolution.

Votes counted in error

34. A poll duly demanded shall be taken in such manner as the Chairman of the meeting may direct, and the result of a poll shall be deemed to be the Resolution of the meeting at which the poll was demanded.

How poll to be taken

35. A poll demanded on the election of a Chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken as the Chairman of the meeting may direct. No notice need be given of a poll not taken immediately.

Time for taking a poll

36. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

Continuance of business after demand for a poll

37. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

Chairman's casting vote

VOTES OF MEMBERS

38. On a show of hands every Member who is present in person or by proxy shall have one vote. On a poll every Member who is present in person or by proxy shall have one vote for every share of which he is the holder.

Voting rights of Members

Corporate Member
representation

39. Any corporation holding shares conferring the right to vote may, by resolution of its Directors, authorise any of its officers or any other person to act as its representative at any General Meeting of the Company, and such representative shall be entitled to exercise the same functions on behalf of such corporation as if he had been an individual shareholder of the Company.

Votes

40. Votes may be given either personally or by proxy.

Execution of
proxies

41. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney so authorised. A person appointed to act as a proxy need not be a Member of the Company.

Deposit of proxies

42. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Office before the time appointed for holding the meeting or adjourned meeting or, in the case of a poll, before the time appointed for the taking of the poll at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

Form of proxies

43. An instrument appointing a proxy may be in the usual common form or in such other form as the Directors shall prescribe or accept. The proxy shall be deemed to include the right to demand, or join in demanding, a poll.

MEMBERS' RESOLUTION IN WRITING

Members'
Resolution in
Writing

44. Subject to the provisions of the Statutes, a Resolution in Writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meeting (or, being corporations, by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

DIRECTORS

- | | |
|--|--|
| 45. The Directors shall be not less than two and not more than in number. | Number of Directors |
| 46. The Company may by Ordinary Resolution from time to time increase or reduce the maximum or minimum number of Directors. | Variation in maximum or minimum number of Directors |
| 47. It shall not be necessary for any Director or alternate Director to hold any qualification shares. | Qualification of Directors |
| 48. The Directors shall be entitled to receive such remuneration as may from time to time be voted by the Company in General Meeting. Such remuneration shall be deemed to accrue from day to day. The Directors may repay to any Director or alternate Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of committees of the Directors, or General Meetings, or which he may otherwise incur in or about the business of the Company. | Remuneration of Directors

Travelling Expenses |
| 49. Any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine. | Extra Remuneration |
| 50. A Director appointed to the office of Chairman or any executive office may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine. | Remuneration of Chairman and Executive Directors |
| 51. A Director or alternate Director may hold any other office or place of profit under the Company (other than the office of Auditor) and he or any firm of which he is a member may act in a professional capacity for the Company in conjunction with his office of Director or alternate Director, for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. | Power of Directors to hold offices of profit |
| 52. No Director or intending Director or alternate Director shall be disqualified by his office from contracting with the Company, either with regard thereto or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director or alternate Director is in any way interested, be liable to be avoided, nor shall any Director or alternate Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by | Power to contract with Company |

reason of such Director or alternate Director holding that office, or of the fiduciary relationship thereby established.

Holding of
concurrent office

53. A Director or alternate Director may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director or alternate Director shall be accountable for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company.

GENERAL POWERS OF DIRECTORS

General power of
Directors to
manage Company's
business

54. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Statutes or by these presents required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Special Resolution of the Company, but no regulation so made by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

Power to borrow
money and give
security

55. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures, debenture stock and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

Organisation of
subsidiary
companies

56. The Directors may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on by or through one or more subsidiary companies, and they may on behalf of the Company make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contracts, obligations or liabilities, and they may appoint, remove and re-appoint any persons (whether members of their own body or not) to act as Directors or Managers of or to hold any executive office in any such company or any other company in which the Company may be interested, and may determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed.

57. The Directors may establish any Local Boards, Branches or Agencies for managing any of the affairs of the Company, and may appoint any persons to be members of such Local Boards or Branches, or any Managers or Agents, and may fix their remuneration, and may delegate to any Local Board or Branch or Manager or Agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any Local Boards or Branches, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any persons so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Power to establish
Local Boards, etc.

58. The Directors may from time to time and at any time by power of attorney under the Seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Directors may think fit, and may also authorise any such Attorney to delegate all or any of the powers, authorities and discretions vested in him.

Power to appoint
Attorneys

59. The Directors may establish or concur or join with other companies in establishing and making contributions out of the Company's moneys to any schemes or fund for providing pensions, sickness or compassionate allowances, life assurance or other benefits for employees (which expression as used in this and the next following Article shall include any Director who may hold or have held any executive office or other office or place of profit, or have been appointed to exercise special powers or authorities) and ex-employees of the Company, and of any such other companies, and their dependants, or any class or classes of such persons.

Power to establish
or form pension
schemes

60. The Directors may pay, enter into agreements to pay or make grants (revocable or irrevocable and either subject or not subject to any terms or conditions) of pensions or other benefits to employees and ex-employees and their dependants, or to any of such persons, including pensions or benefits additional to those, if any, to which such employees or ex-employees or their dependants are or may become entitled under any

Power to pay
pensions

such scheme or fund as mentioned in the last preceding Article. Any such pension or benefit may, as the Directors consider desirable, be granted to an employee either before and in anticipation of or upon or at any time after his actual retirement.

Signature of
cheques and bills

61. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by Resolution determine.

MANAGING DIRECTOR

Appointment of
Managing Director
and Deputy
Managing Director

62. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Deputy Managing Director on such terms and for such period as they may determine and may revoke such appointments.

Remuneration of
Managing Director
and Deputy
Managing Director

63. A Managing Director or a Deputy Managing Director shall receive such remuneration (whether by way of salary, percentage of profits or otherwise) as the Directors may determine.

Termination of
office of Managing
Director and
Deputy Managing
Director

64. The appointment of any Director to the office of Managing Director or Deputy Managing Director shall be automatically determined if he cease from any cause to be a Director, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

Powers of
Managing Director
and Deputy
Managing Director

65. The Directors may entrust to and confer upon a Managing Director or a Deputy Managing Director any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

APPOINTMENT AND RETIREMENT OF DIRECTORS

Filling of casual
vacancies and
appointment of
additional
Directors

66. Subject to Article 45 a person may be appointed to be a Director either to fill a casual vacancy or as an addition to the existing Directors by Resolution of the Directors.

67. The office of a Director shall be vacated in any of the following events, namely—

Vacation of office
of Director

- (a) If he become prohibited by law from acting as a Director.
- (b) If he resign by writing under his hand left at the Office.
- (c) If he have a receiving order made against him or compound with his creditors.
- (d) If he be found lunatic or become of unsound mind.
- (e) If a unanimous Resolution be passed by all his co-Directors to that effect.

68. The Company may by Ordinary Resolution of which special notice has been given remove any Director before the expiration of his period of office, notwithstanding any provision of these presents or of any agreement between the Company and such Director, but without prejudice to any claim he may have for damages for breach of any such agreement.

Removal of
Directors

69. The Company may by Ordinary Resolution of which special notice has been given appoint another person in place of a Director removed from office under the last preceding Article. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy.

Appointment to fill
vacancy caused by
removal from
office

PROCEEDINGS OF DIRECTORS

70. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. A Director or alternate Director may, and the Secretary on the requisition of a Director or alternate Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director or alternate Director for the time being absent from the United Kingdom.

Meetings of
Directors

Votes

Notice

71. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be two Directors or alternate Directors.

Quorum

Declaration of
interest

72. A Director or alternate Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest in accordance with the provisions of the Statutes.

Restrictions on
voting

73. Save as the Company may by Ordinary Resolution otherwise direct or as by the next following Article otherwise provided, a Director or alternate Director shall not vote in respect of any contract or arrangement in which he is interested (and if he shall do so his vote shall not be counted) nor shall he be counted for the purpose of any Resolution regarding the same in the quorum present at the meeting, but this provision shall not apply to —

Quorum

- (a) Any arrangement for giving to him any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company; or
- (b) Any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (c) Any contract by him to subscribe to shares of the Company; or
- (d) Any contract or arrangement with any other company in which he is interested only as an officer or creditor of or as a shareholder in or beneficially interested in the shares of that company.

Relaxation of
restrictions on
voting

74. A Director or alternate Director notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other Director or alternate Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director or alternate Director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinbefore mentioned are considered, and he may vote on any such matter other than in respect of the appointment of himself or the terms of such an appointment.

Proceedings in case
of vacancies

75. The continuing Directors may act notwithstanding any vacancies, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these presents, the continuing Directors or Director may act for the purpose of filling up such vacancies or

of summoning General Meetings of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two Members may summon a General Meeting for the purpose of appointing Directors.

76. The Directors may elect a Chairman and one or more Deputy Chairmen of their meetings and determine the period for which they are to hold office but if no such Chairman or Deputy Chairman shall have been appointed or elected, or if at any meeting such Chairman or Deputy Chairman be not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

Chairman and
Deputy Chairman

77. A Resolution in Writing signed by all the Directors or alternate Directors for the time being in the United Kingdom shall be as effective as a Resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors or alternate Directors.

Resolutions in
Writing

78. The Directors may delegate any of their powers, other than the powers to borrow and make calls, to Committees consisting of such member or members of their body as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

Power to appoint
Committees

79. The meetings and proceedings of any such Committee consisting of two or more members shall be governed by the provisions of these presents regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Article.

Proceedings at
Committee
Meetings

80. All acts done by any meeting of Directors, or of a Committee of Directors, or by any person acting as a Director or alternate Director, shall, as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any such Director or alternate Director or person acting as aforesaid, or that they or any of them were disqualified or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or alternate Director and had been entitled to vote.

Validity of acts
Directors in spite
of some formal
defect

81. The Directors shall cause Minutes to be kept in accordance with the provisions of the Statutes.

Minutes

THE SEAL

Formalities for
affixing Seal

82. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a Committee of the Directors and every instrument to which the Seal shall be affixed shall be signed by a Director or alternate Director and shall be countersigned by the Secretary.

Official Seal
abroad

83. The Company may exercise the powers conferred by the Statutes with regard to having an Official Seal for use abroad, and such powers shall be vested in the Directors.

AUTHENTICATION OF DOCUMENTS

Power to
authenticate
documents

84. Any Director or alternate Director or the Secretary or any other person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company (including the Memorandum and Articles of Association) and any Resolution passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Office the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid.

ALTERNATE DIRECTORS

Alternate Directors

85. A Director may at any time appoint any person, including, but not limited to, another Director, as his alternate Director and may at any time remove any alternate Director so appointed by him from office as such. An alternate Director so appointed shall not in respect of such appointment be entitled to receive any remuneration from the Company, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall be entitled to attend and to vote as a Director at any meeting of the Directors at which the Director appointing him is not personally present and, if himself a Director, may exercise such vote in addition to his own vote and generally, whether at such meeting or otherwise, shall be entitled to perform all the functions of a Director. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by notice in writing signed by the Director making or revoking such appointment left at or sent to the Office and shall be effective on the date such notice is received at the Office or on such later date as shall be specified therein.

ACCOUNTS

86. The Directors shall cause to be kept such books of accounts as are necessary to comply with the provisions of the Statutes.

Directors to keep proper accounts

87. The books of account shall be kept at the Office, or at such other place as the Directors think fit, and shall always be open to the inspection of the Directors and alternate Directors.

Inspection of books

88. The Directors shall from time to time in accordance with the provisions of the Statutes cause to be prepared and to be laid before a General Meeting of the Company such Profit and Loss accounts, Balance Sheets, Group Accounts (if any) and Reports as may be necessary.

Presentation of accounts

89. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before a General Meeting of the Company, together with a copy of the Auditors' Report, shall not less than twenty-one days before the date of the meeting be sent to every Member of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Statutes or of these presents.

Copies of accounts

AUDIT

90. Auditors shall be appointed and their duties regulated in accordance with the Statutes.

Appointment of Auditors

RESERVES

91. The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which shall, at the discretion of the Directors, be applicable for meeting contingencies or for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining the works, plant and machinery of the Company or for special dividends or bonuses or for equalising dividends or for any other purpose to which the profits of the Company may properly be applied and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company or of its holding company (if any)) as the Directors think fit. The Directors may divide the reserve into such special funds as they think fit, and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided as they think fit. The Directors may also without placing the same to reserve carry forward any profits which they think it not prudent to divide.

Power to carry profit to reserve

Application of reserve

Division of reserve into special funds

Power to carry forward profits

CAPITALISATION OF PROFITS AND RESERVES

Power to capitalise
profits

92. The Company in General Meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company (including profits carried and standing to the credit of any reserve or reserves or other special account), and accordingly that the Directors be authorised and directed to appropriate the profits resolved to be capitalised to the Members in the proportions in which such profits would have been divisible amongst them had the same been applied in paying dividends instead of being capitalised, and to apply such profits on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares of the Company of a nominal amount equal to such profits, such shares to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportion aforesaid or partly in one way and partly in the other. Provided that a Share Premium Account may only be applied hereunder in the paying up of unissued shares to be issued to Members as fully paid.

Capitalisation of
profits

93. Whenever such a Resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members interested into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.

DIVIDENDS

Payment of
dividends

94. The Company may by Ordinary Resolution declare dividends.

Apportionment of
dividends

95. All dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid, but (for the purposes of this Article only) no amount paid on a share in advance of calls shall be treated as paid on the share.

96. When in the opinion of the Directors the profits of the Company justify such payments, interim dividends may be paid to the Members.

Payment of interim dividends

97. No dividend, or interest, shall bear interest as against the Company.

Dividends not to bear interest

98. The Directors may deduct from any dividend payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

Deduction of debts due to Company

NOTICES

99. Any notice or document (including share or stock certificates) may be served by the Company on any Member either personally or by sending it by post to him at his registered address.

Service of notices

100. Any Member described in the Register of Members by an address not within the United Kingdom who shall from time to time give to the Company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but save as aforesaid or as provided by the Statutes, no Member other than a registered Member described in the Register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

Provisions for service on Members resident abroad

101. Any notice or other document, if served by post, shall be deemed to have been served at the time when it is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted.

Proof of postage to be sufficient proof of service

WINDING UP

102. If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the Court) the Liquidator may, with the authority of an Extraordinary Resolution, divide among the Members *in specie* or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members. The Liquidator may, with the like authority, vest any part of the

assets in trustees upon such trusts for the benefit of Members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares in respect of which there is a liability.

INDEMNITY

103. Subject to the provisions of the Statutes, every Director, alternate Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

No. 119961

150

THE COMPANIES ACTS 1908 TO 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

KERN OIL CALIFORNIA LIMITED

Passed 17th March, 1982

At an EXTRAORDINARY GENERAL MEETING of KERN OIL CALIFORNIA LIMITED held on 17th March, 1982 the following Resolution was passed as a SPECIAL RESOLUTION:-

That the Company will not re-register as a public company under the provisions of Section 8 of the Companies Act, 1980.



C. STEVENS
Secretary



Britannic House,
Moor Lane,
London. EC2Y 9BU

FILE COPY



CERTIFICATE STATING COMPANY IS A PRIVATE COMPANY

No. 119961 / 152

I hereby certify that

KERN OIL CALIFORNIA LIMITED

is, with effect from4TH MAY 1982..... a private company
within the meaning of the Companies Acts 1948 to 1981.

Dated at Cardiff the 4TH MAY 1982

A handwritten signature in ink, appearing to be 'S. J. Jones'.

Assistant Registrar of Companies

No. 119961

153

THE COMPANIES ACTS 1908 TO 1981
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

KERN OIL CALIFORNIA LIMITED

Passed 15th June 1982

At the ANNUAL GENERAL MEETING of Kern Oil California Limited held on 15th June 1982 the following Resolution was passed as a SPECIAL RESOLUTION:-

That, in accordance with the provisions of Section 12 of the Companies Act 1981, Section 14(1) of the Companies Act 1976 shall be excluded from applying to the Company and that accordingly no auditors shall be appointed.



C STEVENS
Secretary

Britannic House
Moor Lane
London
EC2Y 9BU



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

**SPECIAL AND ELECTIVE RESOLUTIONS
of
KERN OIL CALIFORNIA LIMITED**

Passed 9th March 1992

At the ANNUAL GENERAL MEETING of KERN OIL CALIFORNIA LIMITED held on 9th March 1992:-

It was Resolved, as a SPECIAL RESOLUTION, that the regulations contained in the attached printed document be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

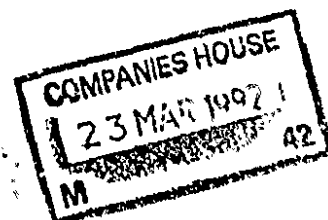
It was Resolved, as ELECTIVE RESOLUTIONS, that pursuant to Section 379A of the Companies Act 1985 (as amended):

- IN RESOLUTION PROPOSED BY
- (a) the Company hereby elects (for the purposes of Section 366A of the said Act) to dispense with the holding of Annual General Meetings;
 - (b) the Company hereby elects (for the purposes of Section 252 of the said Act) to dispense with the laying of accounts and reports before the Company in general meetings; and
 - (c) the Company hereby elects (for the purposes of Sections 369 and 378(3) of the said Act) that the provisions of the said sections shall have effect in relation to the Company as if for the references to 95 per cent there were to be substituted references to 90 per cent.



P.J. WALTERS
Assistant Secretary

Britannic House
1 Finsbury Circus
London
EC2M 7BA



These are the Articles of Association submitted to the Annual General Meeting held on 9th March 1992 and for the purpose of identification signed by the Chairman of the Meeting.

CHAIRMAN

PRELIMINARY

1. The regulations in Table A in the Companies (Tables A to F) Regulations 1985 and in any Table A applicable to the Company under any former enactment relating to companies shall not apply to the Company.
2. In these presents (if not inconsistent with the subject or context) the words and expressions set out in the first column below shall bear the meanings set opposite them respectively:-

The Act	The Companies Act 1985 (as amended by the Companies Act 1989), including any statutory modification thereto, or re-enactment thereof for the time being in force.
The Company	The company to which these presents relate.
Office	The registered office of the Company for the time being.
These presents	These Articles of Association as from time to time amended.
- In writing	Written or produced by any substitute for writing or partly one and partly another.

The expression "Secretary" shall include any assistant or deputy assistant secretary and any person appointed by the directors to perform any of the duties of the Secretary, and where two or more persons are appointed to act as joint secretaries shall include any one of those persons.

Words denoting the singular shall include the plural and vice versa. Words denoting the masculine shall include the feminine. Words denoting persons shall include bodies corporate and unincorporate.

Subject as aforesaid any words or expressions defined in the Act shall (if not inconsistent with the subject or context) bear the same meanings in these presents.

A special or extraordinary resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these presents or the Act and, unless the Act otherwise provides, where for any purpose an extraordinary resolution is required a special resolution shall be effective.

SHARE CAPITAL

3. The share capital of the Company at the date of the adoption of these presents is £2,500,000 divided into 2,500,000 ordinary shares of £1 each.
4. Subject to the provisions of the Act, and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary or elective resolution determine.
5. Subject to section 80 of the Act, all unissued shares shall be at the disposal of the directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper, and section 89(1) of the Act shall not apply.
6. The Company may by ordinary resolution alter the conditions of the Memorandum of Association in any of the ways permitted by section 121 of the Act and, subject to the provisions of the Act, may by special resolution reduce in any way its share capital, any capital redemption reserve and any share premium account.

TRANSFER OF SHARES

7. The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor.

GENERAL MEETINGS

8. All general meetings other than annual general meetings shall be called extraordinary general meetings.

9. The directors may whenever they think fit, and on requisition in accordance with the Act shall, proceed with proper expedition to convene an extraordinary general meeting.

NOTICE OF GENERAL MEETINGS

10. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by giving at least twenty-one days' notice. All other extraordinary general meetings shall be called by at least fourteen days' notice but a general meeting may be called by shorter notice if so agreed by a majority of members together holding not less than 95 per cent in nominal value of the shares in the Company.
11. The notice shall be given to all the members and to the directors, and shall specify the time, day and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
12. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. No business shall be transacted at any general meeting unless a quorum of members is present. A quorum for a general meeting shall be a member or members present in person or by proxy and holding or representing the holder or holders of not less than fifty per cent of the shares in the capital of the Company.
14. The chairman (if any) of the board of directors shall preside as chairman at every general meeting of the Company or if there is no such chairman or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act as chairman the members present may elect one of their number to be chairman of the meeting.
15. Directors shall be entitled to attend and speak at all general meetings of the Company.
16. Every member present in person or by proxy shall have one vote for each share of which he is the holder.
17. Subject to the provisions of the Act, all or any of the members may participate in a general meeting by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. Any person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and to be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is then present.

18. Subject to the provisions of the Act, a resolution in writing executed by or on behalf of each member shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members. In the case of a corporation a resolution in writing may be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative.
19. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
20. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed shall be deposited at the office of the Company or at such other place as is specified for that purpose in the notice convening the meeting any time prior to the time of the holding of the meeting at which the person named in the instrument proposes to vote.
21. The instrument appointing a proxy may be in such form as the directors may specify, failing which it may be in any usual or common form.

NUMBER OF DIRECTORS

22. The directors shall not be less than 2 nor more than 10 in number.

ALTERNATE DIRECTORS

23. Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors. An alternate director shall cease to be an alternate director if his appointer ceases to be a director.
24. An alternate director (except when absent from the United Kingdom) shall be entitled to receive notices of meetings of the directors and of any committee of the directors of which his appointer is a member and shall be entitled to attend and vote as a director and be counted in the quorum at any such meeting at which his appointer is not personally present. An alternate director shall be entitled generally at any such meeting to perform all functions of his appointer, and for the purposes of the proceedings at such a meeting the provisions of these presents shall apply as if the alternate director were a director. An alternate director shall not (save as aforesaid) have power to act as a director nor shall he be deemed to be a director for the purposes of these presents.
25. An alternate director shall be entitled to contract and to be interested in and

benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent as if he were a director.

POWERS OF DIRECTORS

26. Subject to the provisions of the Act, the Memorandum of Association and these presents and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the Memorandum or these presents and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the directors by these presents and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
27. The directors may appoint, by power of attorney or otherwise, any person to be the agent of the Company for purpose and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

28. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with one or more directors shall be governed by these presents regulating the proceedings of directors so far as they are capable of applying. Insofar as any such power or discretion is so delegated, any reference in these presents to the exercise by the directors of such power or discretion shall be read and construed as if it were a reference to such committee.
29. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest he may have, a director notwithstanding his office:-
 - (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
 - (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

30. For the purposes of the preceding article, a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified. An interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest in his.

PROCEEDINGS OF DIRECTORS

31. Subject to the provisions of these presents, the directors may regulate their proceedings as they think fit. A director may, and the Secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.
32. All or any of the directors may participate in a meeting of the directors by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. Any person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and to be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is present.
33. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office as an alternate director shall if his appointer is not present, be counted in the quorum.
34. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
35. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
36. All acts done by a meeting of directors or of a committee of directors or by a person acting as a director (notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office or had vacated office or were not entitled to

vote) shall be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

37. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointer and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
38. Save as otherwise provided by these presents, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which, directly or indirectly, he has an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:-
- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries;
 - (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
 - (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any shares, debentures or other securities of the Company or any of its subsidiaries, or by virtue of his being or intending to become a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures, or other securities by the Company or any of its subsidiaries for subscription, purchase or exchange; or
 - (d) the resolution relates in any way to a retirement benefits scheme or an employees' share scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes, or by the Company in general meeting.

For the purposes of this article, an interest of a person who for any purpose of the Act is connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointer shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

39. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

SECRETARY

40. Subject to the provisions of the Act, the Secretary shall be appointed by the directors for such term and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

THE SEAL

41. The common seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. Any instrument to which the seal is affixed shall be signed by a director or alternate director and countersigned by the Secretary or by a second director or alternate director. Where the Act so permits, any instrument signed by one director and the Secretary or by two directors and expressed to be executed by the Company shall have the same effect as if executed under seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended by the person or persons making it to have effect as a deed without the authority of the directors or of a committee authorised by the directors in that behalf.

DIVIDENDS

42. Subject to the provisions of the Act, the Company may by ordinary resolution declare dividends.
43. Subject to the provisions of the Act, the directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available for distribution.
44. The Company may, upon the recommendation of the directors, direct payment of a dividend in whole or part by the distribution of specific assets.

CAPITALISATION OF PROFITS

45. The Company by ordinary resolution, or directors with the authority of an ordinary resolution of the Company, may:-
 - (a) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company (whether or not they are available for distribution) or any sum standing to the credit of the Company's share premium account or capital redemption reserve; and
 - (b) appropriate the sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other; but the share premium account, the capital

redemption reserve, and any profits which are not available for distribution may, for the purposes of this article, only be applied in paying up unissued shares to be allotted to members credited as fully paid.

NOTICES

46. Unless any provision of the Act or these presents otherwise requires, any notice to be given to or by any person pursuant to these presents need not be in writing.
47. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
48. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title.

INDEMNITY

49. Subject to the provisions of the Act, every director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

THE PARENT COMPANY

50. Whenever The British Petroleum Company p.l.c. (hereinafter called the "Parent Company"), and/or any subsidiaries of the Parent Company, hold, in aggregate, not less than 90 per cent of the issued ordinary shares, the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these presents:-
 - (a) the Parent Company may at any time and from time to time appoint any person to be a director or other officer or remove from office any director or other officer howsoever appointed but so that any such appointment or removal shall be deemed an act of the Company;
 - (b) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company; and

- (c) any or all powers of the directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by a director or the Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of the parent company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors.

WINDING UP

51. If the Company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, divide among the members in specie the whole or any part of the assets of the Company and for that purpose may value any assets and determine how the division shall be carried out as between the members. The liquidator with the like sanction may vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability.

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL AND ELECTIVE RESOLUTIONS
of
KERN OIL CALIFORNIA LIMITED

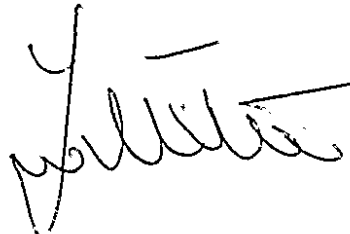
Passed 9th March 1992

At the ANNUAL GENERAL MEETING of KERN OIL CALIFORNIA LIMITED held on 9th March 1992:-

It was Resolved, as a ~~SPECIAL RESOLUTION~~, ^{ONLY} that the regulations contained in the attached printed document be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

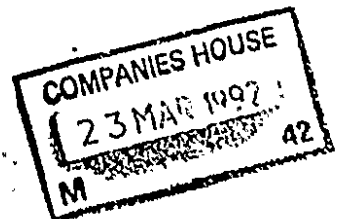
It was Resolved, as ELECTIVE RESOLUTIONS, that pursuant to Section 379A of the Companies Act 1985 (as amended):

- (a) the Company hereby elects (for the purposes of Section 366A of the said Act) to dispense with the holding of Annual General Meetings;
- (b) the Company hereby elects (for the purposes of Section 252 of the said Act) to dispense with the laying of accounts and reports before the Company in general meetings; and
- (c) the Company hereby elects (for the purposes of Sections 369 and 378(3) of the said Act) that the provisions of the said sections shall have effect in relation to the Company as if for the references to 95 per cent there were to be substituted references to 90 per cent.

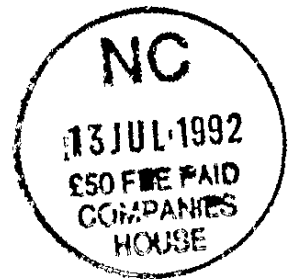


P.J. WALTERS
Assistant Secretary

Britannic House
1 Finsbury Circus
London
EC2M 7BA



The Companies Act 1985
Company Limited by Shares



Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

119961

Kern Oil California Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

Britannic House, 1 Finsbury Circus, LONDON, EC2M 7BA

on 3 July 1992

the following SPECIAL RESOLUTION was duly passed, viz:-

that the name of the Company be changed to

BP EXPLORATION MEXICO LIMITED

17/7/92

Signed

Position

Assistant Secretary

NOTE To be filed within 15 days of the passing of the special resolution

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 119961

I hereby certify that

KERN OIL CALIFORNIA LIMITED

having by special resolution changed its name,
is now incorporated under the name of

BP EXPLORATION MEXICO LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 17 JULY 1992

A handwritten signature in dark ink, appearing to read 'F. A. Joseph'.

F. A. JOSEPH

an authorised officer

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

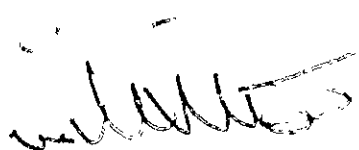
**SPECIAL AND ELECTIVE RESOLUTIONS
of
KERN OIL CALIFORNIA LIMITED**

Passed 3rd July 1992

- . At an EXTRAORDINARY GENERAL MEETING of KERN OIL CALIFORNIA LIMITED held on 3rd July 1992:-

It was Resolved, as a SPECIAL RESOLUTION, that the objects clause contained in the attached printed document be adopted as the new clause 3 of the Memorandum of Association of the Company in substitution for, and to the exclusion of, the existing clause 3.

It was Resolved, as an ELECTIVE RESOLUTION, that pursuant to Section 379A of the Companies Act 1985 (as amended) the Company hereby elects (for the purposes of Section 386 of the said Act) to dispense with the obligation to appoint auditors annually.



P.J. WALTERS
Assistant Secretary

Britannic House
1 Finsbury Circus
London
EC2M 7BA

Memorandum of Association

of

KERN OIL CALIFORNIA LIMITED

The name of the Company was changed from Central Illinois Oil Production & Refineries Limited to Central California Oil Company Limited by Special Resolution passed 3th September 1912 and to the present name by Special Resolution passed 14th March 1959

1. The name of the Company is "KERN OIL CALIFORNIA LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To provide technical and other services to Petroleos Mexicanos in the fields of exploration and production of hydrocarbons in Mexico
 - (B) To negotiate or enter into any agreements or arrangements with any person or persons, firm or company, or with any Government, authority or power for any purpose, and in particular for the grant or transfer to the Company or to any company promoted, formed or registered by the Company, or in which the Company may be interested, or to any firm or person of any leases, concessions, options, rights, licences, permits, or other authorisation for or relating to the exploration, development, acquisition, or working of any lands, in any part of the world, whether for the purposes of oil production, mining, trade, or agriculture.
 - (C) To prospect, examine, explore, survey and develop the resources of any territories, estates or properties in any part of the world, and with a view thereto to finance, organise, employ, equip and dispatch expeditions, commissions, engineering, mining, geological and other experts and agents, and to prepare or cause to be prepared or assist in or subscribe towards the preparation of any plans, examinations, surveys, reports and specifications of any kind and nature whatsoever.
 - (D) To search for, obtain, produce, exploit, develop, store, render suitable for market or trade, smelt, calcine, refine, handle, carry away and sell, petroleum

and other mineral oils, natural gas, asphalt, ozokerite and hydrocarbons of all kinds and their products, metals, coal, ores, fuels and mineral and vegetable substances of every description.

- (E) To purchase or otherwise acquire, take leases of, develop, hold, sell, let, or otherwise dispose of and deal in land, or other immovable property situate in any part of the world, or any interest in the same, and to develop the resources of any lands or other property by building, planting, draining, levelling, filling in, reclaiming, irrigating, clearing, farming, cultivating, colonising, stock raising, timber growing, mining, quarrying, and otherwise dealing with the same in such ways as may seem capable of improving directly or indirectly the property and undertaking of the Company.
- (F) To carry on the business of carriers of passengers and goods by land and water, and to organise and carry on any system of transport or navigation for passengers, merchandise, goods or live stock.
- (G) To carry on the undertaking or business of proprietors of railways or tramways or other means of communication of any description, telegraphs, telephones, wireless, piers, harbours, engines, machinery, wells, reservoirs, storage tanks and any other works, and to construct, acquire, obtain concessions for, equip, repair, maintain, work and dispose of or trade in the same.
- (H) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, including therein roads, ways, railways, tramways, pipe lines, carrying or transport undertakings, by land, water or air, stations, aerodromes, docks, harbours, piers, wharves, canals, reservoirs, water rights, waterworks, watercourses, bridges, flumes, irrigations, embankments, hydraulic works, drainage, iron, steel, ordnance, engineering and improvement works, gas works, electrical works, refineries, telegraphs, telephones, cables, timber rights, saw mills, paper and pulp mills, crushing mills, smelting works, quarries, collieries, coke ovens, foundries, furnaces, factories, warehouses, hotels, viaducts, aqueducts, markets, exchanges, mints, ships, lighters, postal services, newspapers and other publications, breweries, stores, shops, churches, chapels, public and private buildings, residences, places of amusement, recreation or instruction, or any other

works, whether of the foregoing nature or not, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.

- (I) To manufacture and deal in all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt in by persons engaged in any such business.
- (J) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stocks, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (K) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (L) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (M) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal in bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (N) To amalgamate or enter into partnership or any joint venture or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm, or person.

- (o) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (p) To lend money to and guarantee the performance of the contracts or obligations of any company firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (q) To sell, lease, grant licences, easements, and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (r) To undertake and transact all kinds of trust and agency business.
- (s) To take all necessary or proper steps in Parliament or with the authorities, national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its Members, and to oppose any steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its Members.
- (t) To pay all expenses of and incidental to the formation of the Company and to procure the registration or incorporation of the Company in or under the laws of any place.
- (u) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members.
- (v) To grant pensions or gratuities to any officers or ex-officers or employees or ex-employees of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations,

institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's officers or employees, and to lend money to the Company's officers or employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its officers or employees or any of them.

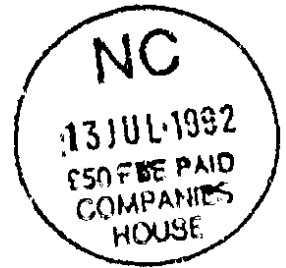
- (w) To distribute among the Members of the Company in specie any property of the Company.
- (x) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (y) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause, or by the name of the Company.

4. The liability of the Members is limited.

5. The capital of the Company is £2,500,000, divided into 2,500,000 shares of £1 each, with power to divide the shares in the capital, whether original or increased into several classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.

The Companies Act 1985
Company limited by Shares



Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

119961

Kern Oil California Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

Britannic House, 1 Finsbury Circus, LONDON, EC2M 7BA

on 3 July 1992

the following SPECIAL RESOLUTION was duly passed, viz:-

that the name of the Company be changed to

BP EXPLORATION MEXICO LIMITED

Signed

Position

Assistant Secretary

NOTE To be filed within 15 days of the passing of the special resol