

Filing fee: \$50.00  
License fee: \$15.00 minimum  
(Section 7-1.1-124)

APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF

47384

*Hill Petroleum Company*

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is

*Hill Petroleum Company*

SECOND: The name which it elects to use in Rhode Island is

*Hill Petroleum Company*

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of

TEXAS

FOURTH: The date of its incorporation is

July 11, 1975

and the period

of its duration is

perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is

8934 Manchester, Houston, Texas 77012

SIXTH: The address of its proposed registered office in Rhode Island is

123 Dyer Street,

Providence, R. I. 02903

and the name of its proposed registered agent in

Rhode Island at that address is

C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are The purchase, sale, exchange, storage, delivery and/or receipt of crude oil, oil products, petrochemicals, natural gas and other hydrocarbons and derivatives thereof.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
.....	Director	.....
.....	Director	.....
.....	Director	.....
S E E   A T T A C H E D   S H E E T		
.....	President	.....
.....	Vice President	.....
.....	Secretary	.....
.....	Treasurer	.....

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
2,000,000	Common	--	\$.01

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
970,000	Common	--	\$.01

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 23,000,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 2,000,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 3,000,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

HILL PETROLEUM COMPANY

OFFICERS

TITLE

ADDRESS

Robert J. Lavinia	President	33 Doubling Road, Greenwich, CT
Ron W. Lewis	Sr. V.P.-Refining Operations	417 Erskine Road, Stamford, CT
Clint Dyess	V.P.-Refining Operations	P.O. Box 118, Krotz Springs, LA
Ray Glasscock	V.P.-Refining Operations	2423 Cork Circle, Fearland, TX
Richard Duszynski	V.P.-Economics & Planning	166 Grove Street, Stamford, CT
Jim Harden	V.P.-Crude Oil Supply	3951 Bolivia, Pasadena, TX
Robert M. Flavin	V.P.-Finance & Administration	8 Hampshire Lane, Stamford, CT
Jeffrey Serra	V.P.-Commercial	102 Mill Spring, Stamford, CT
Daniel K. McConlogue	Treasurer	52 Wagon Wheel, Redding, CT
Michael D. Young	Secretary & General Counsel	1975 Brook Park Drive, Merrick, NY
Wayne Kubicek	Assistant Secretary	22 Upland Street, Greenwich, CT

DIRECTORS

ADDRESS

Ernst Weil	600 Steamboat Road, Greenwich, CT
Robert J. Flavin	8 Hampshire Lane, Stamford, CT
Ron W. Lewis	417 Erskine Road, Stamford, CT
Robert J. Lavinia	33 Doubling Road, Greenwich, CT
Jeffrey Serra	102 Mill Spring, Stamford, CT
Michael D. Young	1975 Brook Park Drive, Merrick, NY



# The State of Texas

## SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this Office:

### HILL PETROLEUM COMPANY

Articles of Incorporation	July 11, 1975
Articles of Amendment	July 17, 1975
Articles of Amendment	March 21, 1978
Articles of Merger	April 29, 1980
Articles of Amendment	June 6, 1980
Change of Registered Office and/or Agent	June 17, 1982
Articles of Amendment	November 16, 1983
Articles of Amendment	June 28, 1985
Assumed Name Certificate	October 21, 1986



*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this*

21st day of June, A. D. 19 88

*Paul M. Rogers* dh  
Secretary of State

ARTICLES OF INCORPORATION  
OF  
HILL REFINING COMPANY

FILED  
In the Office of the  
Secretary of State of Texas

JUL 11 1975

*James B. Chate*  
Deputy Director, Corporation Division

We, the undersigned natural persons of the age of twenty-one years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of the corporation is Hill Refining Company.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The purpose or purposes for which the corporation is organized are:

To deal in and transact business with respect to real and personal property and services subject to the Texas Business Corporation Act and to Part Four of the Texas Miscellaneous Corporation Laws Act; and

In general, to carry out any other business and to have and exercise all the powers conferred by the laws of Texas upon corporations formed under the Texas Business Corporation Act, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue is five hundred thousand (500,000) shares of Common Stock of \$1.00 par value per share. No shareholder shall have any preemptive right to acquire any shares or securities of any class, whether now or hereafter

authorized, which may at any time be issued, sold or offered for sale by the corporation.

The corporation may purchase, directly or indirectly, its own shares to the extent of the aggregate of unrestricted capital surplus therefor and unrestricted reduction surplus available therefor.

#### ARTICLE V.

The corporation will not commence business until there is received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000), consisting of money paid, labor done or property actually received.

#### ARTICLE VI.

The address of its initial registered office is 900 First City National Bank Building, Houston, Texas 77002; and the name of its initial registered agent at such address is Andrew E. Hill.

#### ARTICLE VII.

The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

A. C. King	900 First City National Bank Bldg. Houston, Texas 77002
J. N. Warren	900 First City National Bank Bldg. Houston, Texas 77002
Andrew E. Hill	900 First City National Bank Bldg. Houston, Texas 77002

The right to cumulate votes in the election of directors is expressly prohibited.

ARTICLE VIII.

The names and addresses of the incorporators are:

John S. Watson                      2100 First City National  
Bank Building  
Houston, Texas 77002

William G. Lee                      2100 First City National  
Bank Building  
Houston, Texas 77002

Robert S. Baird                      2100 First City National  
Bank Building  
Houston, Texas 77002

ARTICLE IX.

Except as may be provided in the Bylaws, the Board of Directors of this corporation is expressly authorized to alter, amend or repeal the Bylaws of this corporation or adopt new Bylaws, without any action on the part of the shareholders; but the Bylaws made by the Directors and the powers so conferred may be altered or repealed by the shareholders.

IN WITNESS WHEREOF, we have hereunto set our hands this 11th day of July, 1975.

John S. Watson  
John S. Watson

William G. Lee  
William G. Lee

Robert S. Baird  
Robert S. Baird

THE STATE OF TEXAS §

COUNTY OF HARRIS §

I, Vickie Elaine Looney, a Notary Public, do hereby certify that on this 11th day of July, 1975, personally appeared before me JOHN S. WATSON, WILLIAM G. LEE, and ROBERT S. BAIRD, who, being by me first duly sworn, declared that they are the persons who signed the foregoing document as incorporators, and that the statements contained therein are true.

Vickie Elaine Looney  
Notary Public in and for  
Harris County, Texas

VICKIE ELAINE LOONEY  
Notary Public in and for Harris County, Texas  
My Commission Expires June 1, 1977

ARTICLES OF AMENDMENT  
BY THE SHAREHOLDERS  
TO THE ARTICLES OF INCORPORATION  
OF  
HILL REFINING COMPANY

FILED  
In the Office of the  
Secretary of State of Texas

JUL 17 1975

*Bill Kimbrough*  
Director, Corporation Division

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation for the purpose of changing the name of the corporation.

ARTICLE I.

The name of the corporation is Hill Refining Company.

ARTICLE II.

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on July 16, 1975. ARTICLE I of the Articles of Incorporation is hereby amended so as to read as follows:

"ARTICLE I.

The name of the corporation is Hill Petroleum Company."

ARTICLE III.

The number of shares of the corporation outstanding at the time of such adoption was 1,000; and the number of shares entitled to vote thereon was 1,000.

ARTICLE IV.

The holders of all of the shares outstanding and entitled to vote on said amendment have signed a consent in writing adopting said amendment.

ARTICLE V.

The amendment does not effect a change in the amount of stated capital of the corporation which is \$1,000.

Dated: July 16, 1975

HILL REFINING COMPANY

By *Andrew E. Hill*  
President

By *Curtis E. Burson*  
Secretary

THE STATE OF TEXAS  
COUNTY OF HARRIS

I, *Wickie Elaine Fooney*, a Notary Public, do hereby certify that on this 16th day of July, 1975 personally appeared before me Andrew E. Hill, who declared that he is President of the corporation executing the foregoing document, and Curtis Burson, who declared that he is Secretary of the corporation executing the foregoing document, and being first duly sworn, acknowledged that they signed the foregoing document in the capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

*Wickie Elaine Fooney*  
Notary Public in and for  
Harris County, Texas

ARTICLES OF AMENDMENT

Notary Public in and for Harris County, Texas  
My Commission Expires 5-19-74  
*[Signature]*  
*[Signature]*

ARTICLE ONE. The name of the corporation is ~~Hill Petroleum~~ Company.

ARTICLE TWO. The following amendment to the Articles of Incorporation was adopted on December 20, 1977.

ARTICLE IV is amended to read:

"ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is Two Million Five Hundred Thousand (2,500,000) shares of common stock at \$1.00 par value per shares. No shareholder shall have any preemptive right to acquire any shares or securities of any class, whether now or hereafter authorized, which may at any time be issued, sold or offered for sale by the corporation.

The corporation may purchase directly or indirectly, its own shares to the extent of the aggregate of unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor."

ARTICLE THREE. The number of shares of the corporation outstanding and entitled to vote at the time of such adoption was 312,495.

ARTICLE FOUR. The number of shares voted for such amendment was 285,495; the number of shares voted against such amendment was none.

HILL PETROLEUM COMPANY

*[Signature]*  
~~President or Vice President~~

*[Signature]*  
~~Secretary or Assistant Secretary~~

Sworn to 3-5-78

*[Signature]*  
Notary Public in and for  
Harris County, T E X A S

CHRISTINA MOREHEAD  
Notary Public in and for Harris County, Texas  
My Commission Expires 5-19-74

FILED  
In the County of Harris  
State of Texas

APR 29 1980

ARTICLES OF MERGER OF FOREIGN SUBSIDIARY  
INTO DOMESTIC PARENT CORPORATION

CLERK  
Corporation Division

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, the undersigned parent corporation adopts the following Articles of Merger for the purpose of merging with its subsidiary corporation:

1. The name of the parent corporation is Hill Petroleum Company, a corporation organized under the laws of the State of Texas. The name of the subsidiary corporation, which will be merged into the parent corporation, is Hi-Octane Terminal Co., a corporation organized under the laws of the State of Florida.
2. The number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the parent corporation are as follows:

<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Owned by Parent Corp.</u>
395	Common	395

3. There is attached hereto a copy of the resolutions adopted by the Board of Directors of the parent corporation to merge the subsidiary corporation into the parent corporation at a meeting of the Board of Directors duly held on April 15, 1980.

Dated: Apr 15, 1980

HILL PETROLEUM COMPANY

BY: Andrew E. Hill  
Andrew E. Hill, President

BY: Curtis E. Burson  
Curtis E. Burson, Secretary

STATE OF TEXAS )  
COUNTY OF HARRIS )

Before me, the undersigned authority, on this day personally appeared Mr. Andrew E. Hill, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as his free act and deed for the purposes and consideration therein expressed.

Given under my hand and seal of office this 15<sup>th</sup> day of April, 1980.

Andrew E. Hill  
Notary Public in and for  
Harris County, Texas

My Commission Expires:

8-16-81

MINUTES OF SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF  
HILL PETROLEUM COMPANY  
HELD ON APRIL 15, 1980

A special meeting of the Board of Directors of Hill Petroleum Company ("Corporation"), was held at 921 Main Street, Suite 1900, Houston, Texas, on the 15th day of April, 1980, at 10:00 AM.

The following persons, constituting all the directors of the Corporation, were present and participated throughout the meeting:

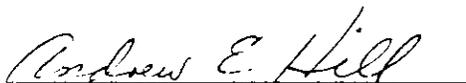
Andrew E. Hill	Curtis E. Burson
J. N. Warren	James M. Bryant
Allan C. King	Paul D. Tilley

The chairman called the meeting to order and announced that a quorum was present. The chairman reported that the purpose of this special meeting was to approve the merger of Hi-Octane Terminal Co., a Florida corporation, into the Corporation. Said Merger was then discussed. Upon motion duly made, seconded and unanimously carried, it was

RESOLVED that the plan to merge the Corporation's wholly owned subsidiary Hi-Octane Terminal Co., a Florida Corporation, into the Corporation, with the Corporation being the survivor, which has been discussed in the meeting, be and the same is hereby approved; and

RESOLVED FURTHER that the officers of the Corporation should hereafter take all steps and do all things necessary to effect said merger including obtaining the release of that certain Promissory Note (the "Note") in the amount of \$400,000.00 payable to Crystal Oil Company and that certain Security Agreement pledging 395 shares of common stock of Hi-Octane Terminal Co. as collateral for the Note and further should do all things necessary to enable the Corporation to transact the business formerly conducted by Hi-Octane Terminal Co. in the name of the Corporation including the qualification of the Corporation to transact business under the laws of the States in which Hi-Octane Terminal Co. formerly transacted business.

There being no further business, upon motion duly made, seconded and unanimously carried, the meeting adjourned.

  
Andrew E. Hill  
Chairman

  
Curtis E. Burson  
Secretary

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
HILL PETROLEUM COMPANY

FILED  
In the Office of the  
Secretary of State of Texas  
JUN 06 1980  
CLERK H.D.  
Corporation Division

ARTICLE ONE. The name of the corporation is Hill Petroleum Company.

ARTICLE TWO. The following amendment to the Articles of Incorporation was adopted on May 21, 1980.

ARTICLE IV is amended to read:

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is Five Million (5,000,000) shares of common stock at \$1.00 par value per share. No shareholder shall have any preemptive right to acquire any shares or securities of any class, whether now or hereafter authorized, which may at any time be issued, sold or offered for sale by the corporation.

The corporation may purchase directly or indirectly, its own shares to the extent of the aggregate of unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor.

ARTICLE THREE. The number of shares of the corporation outstanding and entitled to vote at the time of such adoption was 1,265,540.

ARTICLE FOUR. The number of shares voted for such amendment was 1,158,569; the number of shares voted against such amendment was -0-.

HILL PETROLEUM COMPANY

By *Andrew E. Hill*  
President or Vice President

By *Antin E. Burren*  
Secretary or Assistant  
Secretary

Sworn to on the 31<sup>st</sup> day of May 1980.

*Sandra Baker*  
Notary Public in and for  
Harris County, T E X A S

SANDRA BAKER  
Notary Public in and for Harris County, Texas  
My Commission Expires 8-16-81

FILED  
In the Office of the  
Secretary of State of Texas

JUN 17 1982

STATEMENT OF CHANGE OF REGISTERED  
OFFICE OR REGISTERED AGENT, OR BOTH,  
BY A TEXAS DOMESTIC CORPORATION

1. The name of the corporation is HILL PETROLEUM COMPANY  
3035 89-00
2. The address, including street and number, of its present registered office as shown in the records of the Secretary of State of the State of Texas prior to filing this statement is 900 FIRST CITY NATIONAL BANK BLDG  
HOUSTON TEXAS, 77002
3. The address, including street and number, to which its registered office is to be changed is 921 MAIN STREET, # 1900, HOUSTON TEXAS  
(Give new address or state "no change") 77002
4. The name of its present registered agent, as shown in the records of the Secretary of State of the State of Texas, prior to filing this statement is ANDREW E. HILL
5. The name of its new registered agent is NO CHANGE  
(Give new name or state "no change")
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by its board of directors.

Paul D Nelson  
President or Vice President

Sworn to June 15, 1982  
(date)

Louis L. Terry  
Notary Public

Harris County, Texas

INSTRUCTIONS:

Submit two (2) copies one with genuine signatures and notary seal. Filing Fee for a business (for Profit) corporation is \$10.00. Filing Fee for a non-profit corporation is \$5.00.

FILED  
In the Office of the  
Secretary of State of Texas

NOV 16 1983

ARTICLES OF AMENDMENT  
BY THE SHAREHOLDERS TO THE  
ARTICLES OF INCORPORATION OF  
HILL PETROLEUM COMPANY

Clerk II S  
Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation which increases the number of authorized shares of the corporation.

ARTICLE ONE

The name of the corporation is Hill Petroleum Company.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on November 11, 1983.

Article IV of the Articles of Incorporation is hereby amended so as to read as follows:

"ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is Thirty Million (30,000,000) shares of common stock at \$1.00 par value per shares. No shareholder shall have any pre-emptive right to acquire any shares or securities of any class, whether now or hereafter authorized, which may at any time be issued, sold or offered for sale by the corporation.

The corporation may purchase directly or indirectly, its own shares to the extent of the aggregate of unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor."

ARTICLE THREE

The number of shares of the corporation outstanding and entitled to vote at the time of such adoption was 2,542,418.

ARTICLE FOUR

The number of shares voted for such amendment was 700,524;  
and the number of shares voted against such amendment was zero.

Dated November 11, 1983.

HILL PETROLEUM COMPANY

By: [Signature]  
Its \_\_\_\_\_ President  
And: Laura Barton  
Its \_\_\_\_\_ Secretary

STATE OF TEXAS

COUNTY OF HARRIS

BEFORE ME, the undersigned authority, on this day personally  
appeared D.G. Dawson and Lauren Dorton, known to me to be the persons  
whose name is subscribed to the foregoing document and being duly  
sworn, declared that the statements therein contained are true  
and correct.

GIVEN UNDER MY HAND AND SEAL of office this 11<sup>th</sup> day  
of November, 1983.

[Signature]  
Notary Public in and for  
HARRIS County, Texas

My Commission Expires:

\_\_\_\_\_

I. BROOK FARNSWORTH  
Notary Public in and for Harris County, Texas  
My Commission Expires 12-31-84

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AMENDED ~~AND RESTATED~~ ARTICLES OF INCORPORATION

OF

HILL PETROLEUM COMPANY

FILED  
In the Office of the  
Secretary of State of Texas

JUN 28 1985

Clerk of S  
Corporations Section

ARTICLE I.

The name of the Corporation is Hill Petroleum Company. Pursuant to the provisions of Article 4.14 of the Texas Business Corporation Act, the Corporation hereby adopts its Amended ~~and~~ ~~restated~~ Articles of Incorporation, which amend and supersede the Articles of Incorporation and all amendments thereto that are in effect to date, as hereinafter set forth.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The purpose or purposes for which the Corporation is organized are:

To deal in and transact business with respect to real and personal property and services subject to the Texas Business Corporation Act and to Part Four of the Texas Miscellaneous Corporation Laws Act; and

In general, to carry out any other business and to have and exercise all the powers conferred by the laws of Texas upon corporations formed under the Texas Business Corporation Act, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

*Brown, Maroney, Rose Barber & Day  
Austin, Tx.*

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ARTICLE IV.

The Corporation shall have authority to issue only one class of stock, which shall consist of two million (2,000,000) shares of Common Stock of \$.01 par value per share.

Holders of shares of the Corporation's Common Stock, in case of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights or options to purchase, shares of its capital stock of any class or any shares or other securities convertible into or carrying rights or options to purchase shares of its capital stock of any class, shall, if the issuance of the shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect or dilute the voting rights, liquidation rights or dividend rights of such holders, have the right during a reasonable time and on reasonable conditions, both to be fixed by the Board of Directors, to purchase such shares or other securities in such proportions as would preserve the relative voting rights, liquidation rights and dividend rights of such holders and at a price or prices not less favorable than the price or prices at which such shares or other securities are proposed to be offered for sale to others, without deduction of such reasonable expenses of and compensation for the sale,

underwriting or purchase of such shares or other securities by underwriters or dealers as may lawfully be paid by the Corporation, and shall not otherwise have any right to purchase rights, options, shares or other securities proposed to be issued or granted by the Corporation. Notwithstanding the foregoing, shares or other securities offered for sale or subjected to rights or options to purchase shall not be subject to preemptive rights if they are (a) treasury shares, (b) to be issued by the Board of Directors to effect a merger or consolidation, (c) so offered or subjected to rights or options for consideration other than cash or (d) to be issued to or subjected to rights or options to purchase in favor of one or more directors, officers or employees of the Corporation as an incentive to service with the Corporation.

The right to cumulate votes in the election of directors is expressly prohibited.

The Corporation may purchase, directly or indirectly, its own shares to the extent of the aggregate of unrestricted capital surplus and unrestricted reduction surplus available therefor; provided, however, that such purchase may be made only by means of an offer open on the same terms to all shareholders of the Corporation, and shares purchased must be purchased pro rata from shareholders electing to accept such offer.

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All share certificates representing shares held by any person other than Phibro Refining, Inc. ("Phibro") immediately subsequent to the initial date of issuance (the "Issuance Date") of the shares of the Corporation pursuant to the Exchange Agreement dated February 12, 1985 between the Corporation and Phibro shall prominently bear the following legend:

"THE SHARES REPRESENTED BY THIS CERTIFICATE WERE ISSUED PURSUANT TO THE PLAN OF REORGANIZATION OF HILL PETROLEUM COMPANY UNDER CHAPTER 11 OF THE BANKRUPTCY CODE CONFIRMED BY AN ORDER OF THE UNITED STATES BANKRUPTCY COURT FOR THE WESTERN DISTRICT OF LOUISIANA DATED JUNE 19, 1985 (THE "PLAN") AND ARE SUBJECT TO THE PROVISIONS THEREOF, INCLUDING SECTION 10.3 OF THE PLAN PROVIDING FOR A SET OFF OF CERTAIN AMOUNTS FROM DIVIDENDS PAYABLE FROM TIME TO TIME ON SUCH SHARES. A COPY OF THE PLAN WILL BE MADE AVAILABLE UPON WRITTEN REQUEST TO HILL PETROLEUM COMPANY."

Notwithstanding anything contained in these ~~Re-~~  
<sup>Amended</sup>~~stated~~ Articles of Incorporation to the contrary, the affirmative vote of the holders of at least 90% of all the shares of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to alter, amend, adopt any provision inconsistent with or repeal this Article IV.

#### ARTICLE V.

The address of its registered office is 1601 Elm Street, c/o CT Corporation System, Dallas, Texas 75201; and