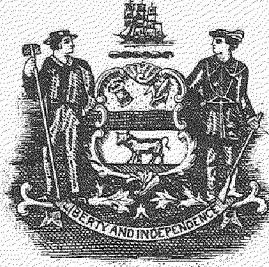


# **EXHIBIT 2**

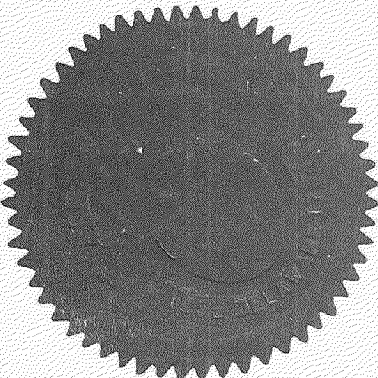
# State of Delaware



## Office of Secretary of State

*I, Elisha C. Dukes, Secretary of State of the State of Delaware,*  
do hereby certify that the above and foregoing is a true and correct copy of  
Certificate of Agreement of Merger of "THE SHAMROCK OIL AND GAS  
CORPORATION", merging with and into the "DIAMOND ALKALI COMPANY",  
under the name of "DIAMOND SHAMROCK CORPORATION", as received and  
filed in this office the nineteenth day of December, A. D. 1967,  
at 8:45 o'clock A. M.

*In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this nineteenth day  
of December in the year of our Lord  
one thousand nine hundred and sixty-seven.*



*Elisha C. Dukes*

Secretary of State

*L. F. Loomis*

Asst Secretary of State

**Certified Copy**

[CONFORMED COPY]

**AGREEMENT OF MERGER**

THIS AGREEMENT OF MERGER, made as of this 21st day of September, 1967, between DIAMOND ALKALI COMPANY, a Delaware corporation ("Diamond"), and THE SHAMROCK OIL AND GAS CORPORATION, a Delaware corporation ("Shamrock");

WHEREAS, Diamond has an authorized capital stock of 11,500,000 shares divided into (a) 10,000,000 shares of Common Stock without par value ("Diamond Common Stock") of which 6,152,978 shares have been issued and are outstanding, 114,303 shares have been issued and are held in the treasury of Diamond and its wholly-owned subsidiaries, 264,485 shares are reserved for issuance upon exercise of options which have been or may be granted pursuant to Diamond's stock option plans and its 1966 Employee Thrift Plan and 1,962,027 shares are reserved for issuance upon conversion of Diamond's Preferred Stock without par value (including shares of such Preferred Stock issuable upon exercise of options), and (b) 1,500,000 shares of Preferred Stock without par value of which 247,003 shares of the series designated \$4.00 Cumulative Convertible Preferred Stock—Initial Series ("Initial Series Preferred Stock") have been issued and are outstanding, 95,000 shares of the series designated \$4.00 Cumulative Convertible Preferred Stock—Series B ("Series B Preferred Stock") have been issued and are outstanding, and 922,464 shares of the series designated \$2.00 Cumulative Convertible Preferred Stock—Series C ("Series C Preferred Stock") have been issued and are outstanding and 10,422 shares of Series C Preferred Stock are reserved for issuance upon exercise of options; and

WHEREAS, Shamrock has an authorized capital stock of 8,000,000 shares of Common Stock of the par value of \$1.00 per share ("Shamrock Common Stock") of which 7,393,864 shares have been issued and are outstanding, 6,000 shares have been issued and are held in the treasury of Shamrock and 124,650 shares are reserved for issuance upon exercise of options which have been granted under Shamrock's stock option plan hereinafter referred to; and

WHEREAS, the Boards of Directors of Diamond and Shamrock, respectively, deem it advisable that Shamrock be merged into Diamond upon the terms and conditions hereinafter set forth, and have approved and adopted this Agreement and Plan of Merger;

NOW, THEREFORE, Diamond and Shamrock agree that pursuant to the applicable law of Delaware and subject to the terms and conditions hereinafter set forth, Shamrock shall be merged into Diamond and that the terms and conditions of such merger, including the mode of carrying the same into effect and the manner of converting the shares of the constituent corporations into shares of the surviving corporation, shall be as follows:

**ARTICLE I**

1.1 Upon the Effective Date, as hereinafter defined in Section 8.1 below, Shamrock shall be merged into Diamond. Diamond shall be the surviving corporation, with the name "DIAMOND SHAMROCK CORPORATION", and shall continue to be governed by the laws of the State of Delaware. Diamond as such surviving corporation is hereinafter sometimes referred to as the "Surviving Corporation."

**ARTICLE II**

2.1 From and after the Effective Date, the Certificate of Incorporation attached hereto as Appendix A and hereby incorporated herein with the same force and effect as if here set out in full (which Appendix A represents the composite Certificate of Incorporation of Diamond as heretofore amended with further amendments of Article Fourth and other Articles thereof