

# **EXHIBIT 98**



STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
AMENDED CERTIFICATE OF AUTHORITY

TIERRA SOLUTIONS, INC.  
With the Previous or Alternate Name  
CHEMICAL LAND HOLDINGS, INC.

*I, the Treasurer of the State of New Jersey,  
do hereby certify, that the above-named  
Delaware Foreign Profit Corporation  
did on the 27th of February, 2002, file and record  
in this department a name change amendment  
as by the statutes of this State required.*

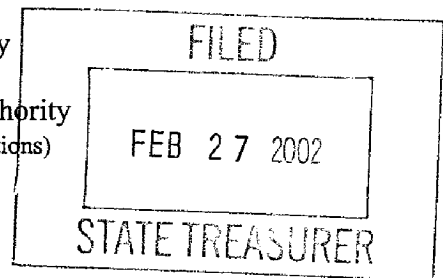


IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
1st day of March, 2002

A handwritten signature in cursive script, appearing to read "John E. McCormac".

John E McCormac, CPA  
State Treasurer

New Jersey Department of the Treasury  
Division of Revenue  
Application for Amended Certificate of Authority  
(For Use by Foreign Profit and Nonprofit Corporations)



## Check Appropriate Statute:

N.J.S.A. 14A:13-6      New Jersey Profit Corporation Act (File in Duplicate)

N.J.S.A. 15A:13-6      New Jersey Nonprofit Corporation Act (File in Triplicate)

Pursuant to the provisions of the appropriate Statute, checked above, of the New Jersey Statutes, the undersigned corporation hereby applies for an Amended Certificate of Authority, and for this purpose certifies to the following:

1. Original corporate name: Chemical Land Holdings, Inc.
2. New Jersey corporate number: 0100306987
3. New name of corporation (if applicable): Tierra Solutions, Inc.
4. Incorporated under the laws of: Delaware  
The date of foreign incorporation: March 21, 1986
5. The duration of the corporation is: Perpetual
6. The address of its main office or headquarters is: (Street and postal designation)  
Two Tower Center Boulevard, Floor 10, East Brunswick, NJ 08816  
(City)    (State)    (Zip)
7. The name and address of its Registered agent in New Jersey is: (Agent's Name)  
The Prentice Hall Corporation System, NJ, Inc.  
(Street and postal designation) 830 Bear Tavern Road, Trenton, New Jersey 08628  
(City)    (State)    (Zip)  
Said Registered Agent is an agent of the corporation upon whom process against the corporation may be served.
8. The business/activities which the corporation is authorized to conduct in New Jersey, and which it is also authorized to conduct in its home jurisdiction are: To manage certain real estate holdings.

NOTE: Attach a Good Standing Certificate from the home state dated no more than 30 days prior to filing in New Jersey.

Signature:

Title: David A. Wadsworth, Vice President      Date: February 21, 2002  
(Must be Chairperson of the Board, President, or Vice President)



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
02/28/2002	200205900036	FOREIGN/AMENDMENT (FAM)	50.00	100.00	.00	.00	.00

**Receipt**

This is not a bill. Please do not remit payment.

CSC/DIAMOND ACCESS  
50 W. BROAD STREET, SUITE 1800  
ATTN: LISA VAIDO  
COLUMBUS, OH 43215

# STATE OF OHIO

**Ohio Secretary of State, J. Kenneth Blackwell**

**682930**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**TIERRA SOLUTIONS, INC**  
and, that said business records show the filing and recording of:

Document(s)  
**FOREIGN/AMENDMENT**

Document No(s):  
**200205900036**



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 27th day of February,  
A.D. 2002.

*J. Kenneth Blackwell*  
Ohio Secretary of State



Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the Filing Reference Guide ( using the 3 digit form # located at the bottom of this form). To obtain the Filing Reference Guide or for assistance, please call Customer Service:

Central Ohio: (614)-466-2910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite is an additional fee of \$100.00  Expedite

### CERTIFICATE OF AMENDMENT TO FOREIGN CORPORATION APPLICATION FOR LICENSE

Chemical Land Holdings, Inc.

(Name of Corporation - Including Assumed Name if Applicable)

David A. Wadsworth, Vice President, does hereby certify that the above named Foreign Corporation formed in the state of Delaware with Ohio license number FL 682930 has modified the information set forth in the original Application for License or any Amendment thereto with the following:

1. The name of the corporation has been amended to Tierra Solutions, Inc.

2. The corporation's principal office shall be located in Two Tower Center Boulevard, Floor 10 (street address) East Brunswick (city, township, or village) NJ (state) 08816 (zip code)

3. The corporation's principal office within Ohio shall be located in  Check box if there is no Ohio Location Painesville (city, township, or village) Lake (county) Ohio 44077 (zip code)

4. The corporation hereby appoints the following as the statutory agent upon whom process against the corporation may be served in the state of Ohio. The name and complete address of the statutory agent is: CSC-Lawyers Incorporating Service (Corporation Service Company) (name of statutory agent) 50 West Broad Street (street and number) Columbus (city, village or township) Ohio 43215 (zip code)

5. The corporation will exercise the following corporate purpose(s) in Ohio: The corporation will hold and manage certain parcels of real estate.

6. The corporation has currently authorized 1000 shares of stock and has issued 1000 shares

7. This certificate of amendment supersedes the information currently on file with the Secretary of State of Ohio.

This Certificate of Amendment to the Foreign Corporation Application for License has been adopted in accordance with the laws of the state of domestication.

IN WITNESS WHEREOF, this Certificate of Amendment of a Foreign Corporation has been executed on Feb. 21, 2002 (date)

Signature: [Signature] (Authorized Officer) David A. Wadsworth, Vice President

RECEIVED STATE SECRETARY OF STATE 2002 FEB 27 PM 6:27 CLIENT SERVICE CENTER

**CSC Corporation Service Company**  
2711 Centerville Road, Suite 400, Wilmington, DE 19808  
**(866) 846-8765**

Corporation Service Company

The Prentice-Hall Corporation System, Inc.

United States Corporation Company

July 16, 2003



49\*39\*\*\*\*\*MIXED AADC 197  
DAVID A. WADSWORTH, ESQ.  
MAXUS ENERGY CORPORATION  
1330 LAKE ROBBINS DR TOWN CENTER TWO BLDG - 3RD FL  
THE WOODLANDS, TX 77380-3266

RE: TIERRA SOLUTIONS, INC. (Acct: 420412)

**IMPORTANT NOTICE**

Dear Client:

According to our records, either Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company, The Prentice-Hall Corporation System, Inc., or United States Corporation Company currently acts as the registered agent for the above named entity in the State of Texas. Please be advised that effective July 31st, our address in Texas will change to the following:

701 Brazos Street  
Suite 1050  
Austin, Texas 78701

We have made arrangements with the state to change the registered office address for the above named entity, provided that it is active with the Corporations Section of the Secretary of State. You do not need to take any action concerning this change. We ask that you make note of this change, and advise other interested parties within your organization so that their records may be updated.

Please note that if the above referenced entity is registered with a state agency other than the Corporations Department (e.g., Attorney General's Office, Department of Banking etc.), you should immediately take steps to notify the proper state agency of this change.

If you have any questions, please let us know.

Sincerely,

Corporation Service Company



## Office of the Secretary of State

### AMENDED CERTIFICATE OF AUTHORITY OF

Tierra Solutions, Inc.  
11075506

[formerly: CHEMICAL LAND HOLDINGS, INC.]

The undersigned, as Secretary of State of Texas, hereby certifies that an application of the above named entity for an Amended Certificate of Authority to transact business in this state has been received in this office and has been found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Amended Certificate of Authority to transact business in this state under the name of:

Tierra Solutions, Inc.

Dated: 02/27/2002  
Effective: 02/27/2002



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea  
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>



ATTACHMENT  
TO APPLICATION FOR AMENDED  
CERTIFICATE OF AUTHORITY  
Dated February 21, 2002

9. The names and respective addresses of the company's directors are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Fred T. Johnson	Director	1731 Manor Lane Plano, Texas 75093
Dave Rabbe	Director	Two Tower Center Blvd. East Brunswick, NJ 08816

10. The names and respective addresses of the company's officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Dave Rabbe	President	Two Tower Center Blvd. East Brunswick, NJ 08816
Rick McNutt	Vice President	Two Tower Center Blvd. East Brunswick, NJ 08816
David A. Wadsworth	Vice President	1330 Lake Robbins Dr. Suite 300 The Woodlands, Texas 77380
H.R. Smith	Secretary	1330 Lake Robbins Dr. Suite 300 The Woodlands, Texas 77380
Connie Hawkins	Assistant Secretary	1330 Lake Robbins Dr. Suite 300 The Woodlands, Texas 77380
Fernando Nardini	Treasurer	Avenida Presidente Roque Sáenz Peña 777, 4 Piso, oficina 406-B, (1364) Buenos Aires, Argentina

i:\legal\smithdoc\misc\certif-tx.doc

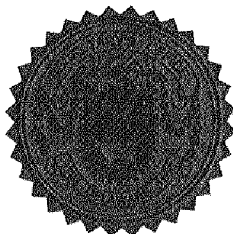
# Delaware

PAGE 1

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CHEMICAL LAND HOLDINGS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "TIERRA SOLUTIONS, INC.", THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1632400

DATE: 02-26-02

2086415 8320

020126562

MAXUS0443914



Office of the Secretary of State  
 Corporations Section  
 P.O. Box 13697  
 Austin, Texas 78711-3697

FILED  
 In the Office of the  
 Secretary of State of Texas

FEB 27 2002

Corporations Section

**APPLICATION FOR AMENDED  
 CERTIFICATE OF AUTHORITY**

Pursuant to the law governing the undersigned corporation or limited liability company, the entity makes this application to amend its certificate of authority to transact business in Texas and provides the following information:

1. The name of the entity as it currently appears on the records of the secretary of state of Texas is Chemical Land Holdings, Inc.
2. (If the entity's name was previously unavailable and the entity elected to use an assumed name in Texas, complete the following.) The assumed name of the entity as it currently appears on the records of the secretary of state is  
N/A
3. A certificate of authority was issued to the entity on the following date: July 9, 1996
4. The name has been changed to Tierra Solutions, Inc.  
 The entity name has not been changed.
5. If applicable, the name that it elects to use hereafter in the state of Texas is  
N/A
6. It desires to pursue in Texas purposes other than, or in addition to, those authorized by its certificate of authority, as follows: N/A

It is authorized to pursue such purpose or purposes in the state or country under the laws of which it is organized.

7. It desires to change the statement(s) contained in item(s) number 9 and 10 of the original or amended certificate of authority to read as follows:  
See attached list of current directors and officers.

Tierra Solutions, Inc.

Name of Entity

By

[Signature]

Its

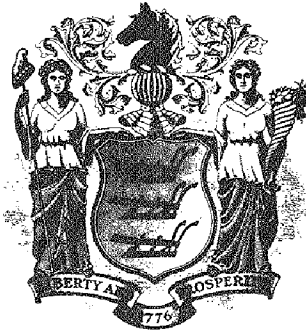
Vice President

Date: Feb. 21, 2002

Authorized Officer of Corporation

Authorized Manager or Member of LLC

# State of New Jersey



## Department of State

*I, the Secretary of State of the State of New Jersey,*

*do hereby Certify that* DIAMOND SHAMROCK CHEMICAL LAND HOLDINGS INC.

*\_\_\_\_\_*, a Corporation  
*organized under the laws of the State of* Delaware

*has complied with all the requirements of Title* 14A:13

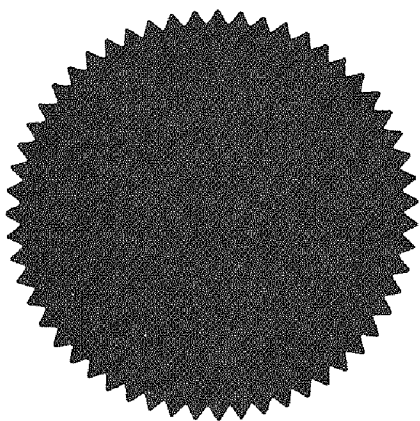
*\_\_\_\_\_*, of the New Jersey Statutes, and that the business or  
*activity of said corporation to be carried on within the State of New*

*Jersey is such as may be lawfully carried on by corporations*

*incorporated under the laws of this State for similar business or activity.*

*In Testimony Whereof, I have hereunto  
set my hand and affixed my Official  
Seal at Trenton, this* 5th

*day of* August *A. D.* 19 86



*Jane Benjamin*  
*Secretary of State*

APPLICATION FOR  
CERTIFICATE OF AUTHORITY

FILED

AUG 5 1986

OF  
Diamond Shamrock Chemical Land Holdings Inc.  
(For Use by Foreign Corporations Only)

JANE BURGIO  
Secretary of State

To: The Secretary of State  
State of New Jersey

"FEDERAL EMPLOYER IDENTIFICATION NO." *applied for*

Pursuant to the provisions of Section 14A:13-4, Corporations, General, of the New Jersey Statutes, the undersigned corporation hereby applies for authority to transact business in New Jersey, and for that purpose submits the following:

1. The name of the corporation is \_\_\_\_\_  
Diamond Shamrock Chemical Land Holdings Inc.

2. It is incorporated under the laws of DELAWARE

3. The date of its incorporation is March 21, 1986

4. The period of its duration is Perpetual

5. The address of the main business or headquarters office of the corporation is  
351 Phelps Court, Irving, Texas Zip Code 75015-2300

6. The address of the registered office of the corporation in New Jersey is  
28 West State Street, Trenton, New Jersey 08608

and the name of its registered agent at such address is THE CORPORATION TRUST COMPANY

Said registered agent is an agent of the corporation upon whom process against the corporation may be served.

7. The business which the corporation is to transact in New Jersey is as follows:

To act as a Land Holdings Company

8. The total number of shares of capital stock of the corporation is 1,000

9. The business that the corporation proposes to transact in New Jersey is a business that it is authorized to transact in its jurisdiction of incorporation.

10. Attached to this Application is a certificate attesting to the fact that the corporation is in good standing under the laws of the jurisdiction of its incorporation, executed by the proper official thereof and dated not earlier than 30 days prior to the date of the filing of this application.

It is not necessary to have filed a REGISTRATION OF A FOREIGN CORPORATION before applying for the CERTIFICATE OF AUTHORITY, but if you have done so please complete the following:

11. The name of the undersigned corporation is presently registered with the Secretary of State of New Jersey. That registration was initially filed on \_\_\_\_\_ (Date)  
in accordance with the provisions of Section 14A:2-4, Corporations, General, of the New Jersey Statutes. The registration was renewed on \_\_\_\_\_ (Date or dates)  
in accordance with the provisions of Section 14A:2-5, Corporations, General, of the New Jersey Statutes.



FILED

JANE BURGIO  
Secretary of State

In Witness Whereof, the undersigned corporation has caused

this Application to be executed on its behalf by

its Vice President \*this 26th

day of July, 19 86

Diamond Shamrock Chemical Land Holdings Inc.

(Corporate name)

By Marcel J. Dumeny  
(Signature)

Marcel J. Dumeny, Vice President/Secretary  
(Print or Type Name and Title)

(\*Must be executed by the chairman of the board, or the president or a vice-president of the corporation.)

**FOR USE BY FOREIGN CORPORATIONS ONLY**

Fees for filing in Office of the Secretary of State, State House, Trenton, N.J. 08625.

Filing Fee \$175.00

NOTE: No recording fees will be assessed.

TRANSACTION NO.:

FOLDER NO.:

APPLICATION FOR  
CERTIFICATE OF AUTHORITY OF

(Foreign Corporations Only)

RECORDED AND FILED:

CT CORPORATION SYSTEM  
28 W. STATE STREET  
TRENTON, N. J. 08608

Recorder's Initials

**DEPARTMENT OF STATE  
SERVICE REQUEST AND CONTROL RECEIPT**

EXPEDITED

REGULAR

**1. RECEIPT SECTION**

Payee C T CORPORATION SYSTEM  
 28 West State Street  
 Address Room 1310  
 Trenton, N. J. 08608  
 Depository Acct. No. ....

1986 AUG -5 AM 11:58

**OFFICIAL USE ONLY**

Receipt No:

174049

Date In:  
Time In:

Request For:

QUALIFICATION

**OFFICIAL USE ONLY**

REGULAR  TRAVEL

DIAMOND SHAMROCK CHEMICAL LAND HOLDINGS,  
INC. (DELAWARE DOMESTIC)

Date Out:  
Time Out:

Audit Code

29

Please include certified copy.

**2. STATUS SECTION**

**OFFICIAL USE ONLY**

Corporation Name .....  
 Status ..... As of ..... Incorporation Date .....  
 Corp. No. .... Last Annual Report .....  
 Registered Agent .....  
 Registered Office .....  
 Comments: .....

**3. PAYMENT SECTION**

**OFFICIAL USE ONLY**

**SERVICE RENDERED**

1. CORP. FILING <u>175</u>	5. CORP. INFO	9. CORP. COPIES
2. CORP. STATUS	6. ANNUAL REPORTS	10. TN & TM
3. UCC-1	7. UCC-3	11. UCC-11
4. OTHER	8. NOTARIES	12. EXP. FEE <u>5</u>
13. GRATIS	Total Due \$ <u>180.00</u>	

**FILING FEE**

CHECK	CASH	DEP. ACCT. #	<input type="checkbox"/> MASTER CHG. <input type="checkbox"/> VISA	TOTAL
<u>175</u>				

**SERVICE CHARGES**

<u>5</u>				
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Total Collected \$ 180.00

Trans. No. ....

White—Customer Receipt

Yellow—Fiscal Copy

Pink—Office Copy

Goldenrod—Customer Acknowledgment

# C T CORPORATION SYSTEM



Associated with The Corporation Trust Company  
1601 ELM STREET, DALLAS, TEXAS 75201 • (214) 979-1172  
MAILING ADDRESS: P.O. BOX 807, DALLAS, TEXAS 75221

February 23, 1988

RE: CHEMICAL LAND HOLDINGS, INC. (Delaware Domestic)  
Formerly: DIAMOND SHAMROCK CHEMICAL LAND HOLDINGS, INC.

Rhonda Braucht, Legal Assistant  
Law Department  
Maxus Energy Corporation  
717 North Harwood  
Dallas, Texas 75201

RECEIVED  
FEB 24 1988  
TCC LEGAL DEPT.


Dear Ms. Braucht:

The above change of name was filed in New Jersey on February 1, 1988 and in Ohio on February 2, 1988. Enclosed is evidence of filing.

We thank you for this opportunity to assist you.

Very truly yours,

C T CORPORATION SYSTEM

  
Jeff Goins  
Service Representative

JG:dab  
Encl.



**DEPARTMENT OF STATE  
SERVICE REQUEST AND CONTROL RECEIPT**

EXPEDITED

REGULAR

**1. RECEIPT SECTION**

Payee C T CORPORATION SYSTEM  
28 West State Street  
 Address Room 1310  
Trenton, N. J. 08608  
 Depository Acct. No. ....

Receipt No. **89 FEB -1 AM 10:57**

**OFFICIAL USE ONLY**

Date In:  
Time In:

Request For:

AMENDED CERTIFICATE OF AUTHORITY  
*OK*  
 CHEMICAL LAND HOLDINGS, INC. Formerly:  
 Diamond Shamrock Chemical Land Holdings Inc.  
 (DEL)

**OFFICIAL USE ONLY**

REGULAR  TRAVEL

Date Out:  
Time Out:

Audit Code  
2

Please include certified copy.

**2. STATUS SECTION**

**OFFICIAL USE ONLY**

Corporation Name .....  
 Status ..... As of ..... Incorporation Date .....  
 Corp. No. .... Last Annual Report .....  
 Registered Agent .....  
 Registered Office .....  
 Comments: .....

**3. PAYMENT SECTION**

**OFFICIAL USE ONLY**

SERVICE RENDERED

1. CORP. FILING <u>50</u>	5. CORP. INFO	9. CORP. COPIES
2. CORP. STATUS	6. ANNUAL REPORTS	10. TN & TM
3. UCC-1	7. UCC-3	11. UCC-11
4. <u>ER</u>	8. NOTARIES	12. EXP. FEE <u>5</u>
13. GRATIS	Total Due \$ <u>55</u>	

FILING FEE

CHECK	CASH	DEP. ACCT. #	<input type="checkbox"/> MASTER CHG. <input type="checkbox"/> VISA	TOTAL
<u>50</u>				
SERVICE CHARGES				
<u>5</u>				

Total Collected \$ 55

Trans. No. ....

White—Customer Receipt      Yellow—Fiscal Copy      Pink—Office Copy      Goldenrod—Customer Acknowledgment

APPLICATION FOR AN AMENDED

CERTIFICATE OF AUTHORITY

FILED

OF

CHEMICAL LAND HOLDINGS, INC.

FORMERLY:

**Diamond Shamrock Chemical Land Holdings Inc.**

FEB 1 1988

(For Use by Foreign Corporations Only)

JANE BURGIO  
Secretary of State

To: The Secretary of State

State of New Jersey

Pursuant to the provisions of Section 14A:13-6, Corporations, General, of the New Jersey Statutes, the undersigned corporation hereby applies for an Amended Certificate of Authority, and for this purpose submits the following Application:

1. The name of the corporation is \_\_\_\_\_  
**Chemical Land Holdings, Inc.** Formerly: **Diamond Shamrock Chemical Land Holdings Inc.**
2. It is incorporated under the laws of **Delaware**
3. The date of its incorporation is **3-20-86**
4. The period of its duration is **perpetual**
5. The address of the main business or headquarters office of the corporation is:  
717 N. Harwood Dallas, Texas Zip Code 75201
6. The address of the registered office of the corporation in New Jersey is  
**28 West State Street, Trenton, New Jersey**

and the name of its registered agent at such address is

**The Corporation Trust Company**

Said registered agent is an agent of the corporation upon whom process against the corporation may be served.

7. The business which the corporation is authorized to transact in New Jersey, which it is also authorized to transact in its jurisdiction of incorporation, is as follows:

8. Attached to this Application is a certificate attesting to the fact that the corporation is in good standing under the laws of the jurisdiction of its incorporation, executed by the proper official thereof and dated not earlier than 30 days prior to the date of the filing of this application.

In Witness Whereof, the undersigned corporation has caused this Application to be executed on its behalf by its Vice President \* this 20th day of November, 19 87.

Formerly: Chemical Land Holdings, Inc.  
Diamond Shamrock Chemical Land Holdings Inc.  
(Corporate Name)

By James F. Kelley  
(Signature)

James F. Kelley, V.P.  
(Type or Print Name and Title)

(\*Must be executed by the chairman of the board, or the president or a vice-president of the corporation.)

Fees for filing in Office of the Secretary of State, State House, Trenton, N. J. 08625.

Filing Fee \$50.00

- NOTE: 1. No recording fee will be assessed.  
2. All checks drawn on Out-of-State Banks must be certified.

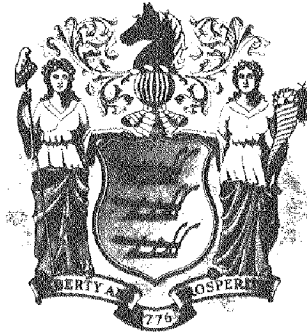
TRANSACTION NO.:

FOLDER NO.:

FILED BY:  
RECORDED AND FILED:  
NOV 20 1987  
STATE HOUSE  
TRENTON, N. J. 08625

Recorder's Initials

# State of New Jersey



## Department of State

*I, the Secretary of State of the State of New Jersey,*

*do hereby Certify that* CHEMICAL LAND HOLDINGS, INC.

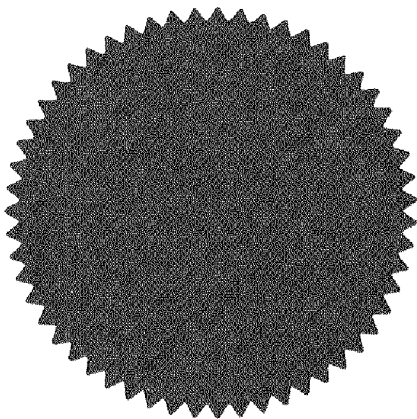
*(Formerly: DIAMOND SHAMROCK CHEMICAL LAND HOLDINGS INC.)*

*\_\_\_\_\_ a Corporation  
organized under the laws of the State of* Delaware

*has complied with all the requirements of Title* 14A:13

*\_\_\_\_\_, of the New Jersey Statutes, and that the business or  
activity of said corporation to be carried on within the State of New  
Jersey is such as may be lawfully carried on by corporations  
incorporated under the laws of this State for similar business or activity.*

*In Testimony Whereof, I have hereunto  
set my hand and affixed my Official  
Seal at Trenton, this* 1st  
*day of* February *A. D. 19* 88



*Jan Burger*

*Secretary of State*

**CERTIFICATE OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH**  
(FOR USE BY DOMESTIC AND FOREIGN, PROFIT AND NON-PROFIT CORPORATIONS)

CORPORATION NAME CHEMICAL LAND HOLDINGS, INC.

STATE OF ORIGINAL INCORPORATION Delaware

**IMPORTANT—INCLUDE INFORMATION ON BOTH THE PRIOR AND NEW AGENT**

PRIOR AGENT NAME The Corporation Trust Company	NEW AGENT NAME The Prentice-Hall Corporation System, Inc.
PRIOR AGENT STREET ADDRESS 28 West State Street	NEW AGENT STREET ADDRESS 150 West State Street
CITY Trenton STATE NJ ZIP 08608	CITY Trenton STATE NJ ZIP 08608

The corporation states that the address of its new registered office and the address of its new registered agent are identical. Further, the changes designated on this form were authorized by resolution duly adopted by its board of directors or members.

By *R. L. Wilson* (Signature of Officer) Title \_\_\_\_\_  
R. L. Wilson, (Print or Type) Vice President

Date January 13, 1993

**NOTE**—This form must be executed by the chairman of the board, or the president, or vice president of the corporation.

**FEES:** Change of Agent Name—\$10.00  
Change of Agent Address—\$10.00  
Change of Both—\$10.00

**MAIL TO:** Dept. of State  
Div. of Commercial Recording  
CN 308  
Trenton, NJ 08625

**MAKE CHECKS PAYABLE TO THE SECRETARY OF STATE (NO CASH PLEASE)**

**IMPORTANT NOTICE**

The failure of the corporation to notify the Secretary of State of a change in the registered agent or registered office will result in a penalty of \$200.00 and the entering of a docketed judgement against the corporation in the Superior Court of New Jersey.

**FILED** OFFICIAL USE ONLY

FEB 5 1993

**DANIEL J. DALTON**  
Secretary of State



This form will be processed through accounting machines. PLEASE do not bend, staple or mutilate.

## State of New Jersey

DEPARTMENT OF STATE  
CN 308  
TRENTON, NEW JERSEY 08625

### IMPORTANT NOTICE

TO: All Corporations, Foreign and Domestic, Profit and Non-Profit Active and Inactive  
FROM: Secretary of State

**ANNUAL REPORT:** The Annual Report form is to be mailed with the appropriate fee no later than 30 days after the filing month and-year indicated on the top line of the card. The Annual Report is issued to corporations each year in accordance with a filing month designated by the Secretary of State.

**DELINQUENCY NOTICE:** Corporations not filing an Annual Report in a timely manner will receive a Delinquency Notice form which reflects the year(s) for which the corporation has not filed an Annual Report. If a Delinquency Notice is enclosed, the Annual Report has not yet been received by the Secretary of State. The Delinquency Notice is to be filed instead of the Annual Report.

**REQUIRED INFORMATION:** Information to be entered on the Annual Report or Delinquency Notice includes: the main business address of the corporation, the names and addresses of the directors, trustees, and officers, the titles of these individuals, the date appointed for the next annual meeting of the shareholders for the election of directors (Profit only), and the signature of the chairman of board, president, or vice president.

**PAYMENT OF FEE:** All checks must have the current date; postdated or "stale" dated checks are unacceptable. Please include corporation number on your check.

**PENALTIES FOR FAILURE TO FILE ANNUAL REPORT:** (PROFIT) A docketed judgment will be entered in the Superior Court and a penalty of \$200.00 assessed for each delinquent year. (NON-PROFIT) Certificate of Incorporation or Authority will be revoked should the annual report not be filed for two consecutive years.

**CHANGE OF REGISTERED AGENT AND/OR REGISTERED OFFICE:** All corporations are required to notify the Secretary of State of changes in the name and registered office of the registered agent. A form is contained (see reverse side) for this purpose. Do not reflect these changes on the Annual Report or Delinquency Notice. A corporation submitting a Post Office Box address for its agent must also submit the agent's street address.

**OTHER:** Corporations finding any inconsistencies between their records and those on file with this office should forward appropriate documentation to the Division of Commercial Recording, Department of State.



# C T CORPORATION SYSTEM



Associated with The Corporation Trust Company  
1601 ELM STREET, DALLAS, TEXAS 75201 • (214) 979-1172  
MAILING ADDRESS: P.O. BOX 807, DALLAS, TEXAS 75221

**RECEIVED**  
AUG 19 1986

August 15, 1986

LAW DEPARTMENT  
DIAMOND SHAMROCK CHEMICALS COMPANY

RE: DIAMOND SHAMROCK CHEMICAL LAND HOLDINGS INC. (Delaware Domestic)

Office of General Counsel  
Diamond Shamrock Chemical Corporation  
P.O. Box 2300  
Irving, Texas 75061

Attention: Ms. C. R. Imbach, Attorney

Dear Ms. Imbach:

The above company qualified in the State of Ohio on August 4, 1986,  
and in the State of New Jersey on August 5, 1986. We enclose evidence  
of filing.

We thank you for this opportunity to assist you.

Very truly yours,

C T CORPORATION SYSTEM

*Marjie Green*

Marjie Green  
Service Representative

75-2120498

MG:kd  
Encls.

*8/19 ✓ OK  
tw*  
*Terri -  
Pls call  
I let her know  
the federal ID#  
so she can  
transmit to  
approp. people*



State of Ohio  
Department of State

**Sherrod Brown**  
Secretary of State

Date 8/07/86

Number FL682930

Receipt No. 10735

F966-0257 0079

Received of or filed by DIAMOND SHAMROCK CHEMICAL CORP.

**F0966-0257**

The sum of \$ 75.00 for filing FLF PER of  
DIAMOND SHAMROCK CHEMICAL LAND HOLDINGS INC.

Returned to: 10735

FLF \$ 75.00  
PER \_\_\_\_\_

C T CORPORATION SYSTEM  
ATT:M.GREEN  
P.O. BOX 807  
DALLAS, TX 75221

**RECEIPT**

Name:  
DIAMOND SHAMROCK CHEMICAL LAND HOLDINGS INC.

Total Fee: \$ 75.00



**DOMESTIC FILING CODES**

ACA Agent Change of Address  
 ACO Agent Original Appt  
 ACR Agent Resignation of  
 ACS Agent Subsequent Appt  
 AMA Amended Articles  
 AMD Amendment  
 ACC Community College  
 ACP Article Ohio Incorporation  
 ARA Article Kentucky Assn  
 ARB Articles Bank  
 APC Articles Church  
 ARD Articles Conserv District  
 APT Articles For Profit  
 AEN Articles Name Society  
 ARI Articles Community Improv  
 ARN Articles Not for Profit  
 ARD Articles Co-Operative  
 ARP Articles Professional  
 ARE Articles Re Development  
 ARS Articles Savings & Loan  
 ARU Articles Credit Union  
 AUT Cert. of Authorization  
 CCE Cert. of Continued Exist.  
 COC Consolidation Church  
 COF Consolidation For Profit  
 COL Cons. into Org. Foreign & Lic  
 COM Cons. Non-Profit  
 COP Cons. Professional  
 DCO Dissolution Court Order  
 DIS Dissolution  
 DMR Dissolution by Merger  
 MER Merger  
 MFC Merger into Foreign Corp  
 MUF Merger into Org. Foreign  
 MUR Merger into Org. Foreign & Lic  
 REN Resignation  
 SUB Cert. of Subscription  
 MUX Cancelled by Court Order  
 Non-Failure to file  
 filed by Sec'y of State  
 filed by Tax Department

**FOREIGN FILING CODES**

FAM Amendment  
 FGA Agent Change of Address  
 FGO Agent Original Appt  
 FGR Agent Resignation of  
 FCS Agent Subsequent Appt  
 FLA Foreign License under Assumed Name  
 FLC License Church  
 FLF License For Profit  
 FLN License Not for Profit  
 FLO License Co-Operative  
 FLP License Professional  
 FCE Foreign Statement of Continued Existence  
 FMR Merger  
 FPO Chg. of Principal Office  
 FPP Chg. Principal Office outside of Ohio  
 FRE Reinstatement  
 FXA Cancel Fail to Appt Agent  
 FXT Cancel By Tax Department  
 SUC Surrender by Court Order  
 SUD Surrender by Dissolution  
 SUM Surrender by Merger  
 SUR Surrender of License  
 #F Form 7 & Year of  
 #R Form 7 Penalty & Year of  
 RCA Unlicensed Foreign Trade Assignment  
 RCB Re Chg. Business Address  
 RCC Re Chg. Registrant Address  
 RCE Re Expired Operation of Law  
 RCN Re Chg. Owner's Name  
 RCO Re Original  
 RCR Re Renewal  
 RCX Re Cancellation

**MISCELLANEOUS FILING CODES**

ANC Annexation to City  
 ANV Annexation to Village  
 BAD Boundary Adjustment  
 CTP Creation of Township  
 DET Detachment of Territory  
 ICC Incorporation City  
 ICV Incorporation Village  
 MIS Miscellaneous  
 MOA Mark Ownership Assignment  
 MOB Mo Chg. Business Address  
 MOC Mo Chg. Registrant Address  
 MOE Mo Expired Operation Law  
 MOM Mo Chg. Owner's Name  
 MOO Mark Ownership Original  
 MOR Mark Ownership Renewal  
 MOX Mark Ownership Cancelled  
 NRA Reservation of Name  
 RNA Reg. of Name Assignment  
 RNB Rn Chg. Business Address  
 RNC Rn Chg. Registrant Address  
 RNE Rn Expired Operation Law  
 RNN Rn Chg. Owner's Name  
 RNO Reg. of Name Original  
 RNR Reg. of Name Renewal  
 RNX Reg. of Name Cancelled  
 SMA Service Mark Assignment  
 SMB Sm Chg. Business Address  
 SMC Sm Chg. Registrant Address  
 SME Sm Expired Operation Law  
 SMN Sm Chg. Owner's Name  
 SMO Service Mark Original  
 SMR Service Mark Renewal  
 SMX Service Mark Cancelled  
 TMA Trade Mark Assignment  
 TMB Tm Chg. Business Address  
 TMC Tm Chg. Registrant Address  
 TME Tm Expired Operation Law  
 TMO Tm Chg. Owner's Name  
 TMR Trade Mark Renewal  
 TMX Trade Mark Cancelled

**MISCELLANEOUS CODES**

ARC Abandonment of Constl.  
 ARM Abandonment of Mzrgt.  
 ADP Additional Fee  
 CFN Chg. for Profit to Not for  
 CFP Chg. for Profit to Profess  
 CHC Chg. of Stated Capital  
 CHL Chg. of Location  
 CHN Chg. of Name  
 CHP Chg. of Purpose  
 CHS Chg. of Shares  
 CHV Chg. of Stock Value  
 CMG Chattel Mortgage  
 CNY Conversion to Nat'l. Bank  
 CPF Chg. Profess to for Profit  
 CSN Chg. Stock to Non-Stock  
 CSS Creation of Stock Series  
 CSV Conversion to State Bank  
 DEC Decrease  
 INC Increase  
 NEW Incorporated Act of Leg.  
 PEN Penalty  
 PER Permanent  
 PQA Power of Attorney  
 SOP Service of Process  
 TEM Temporary  
 TIC Transcripts Incl. in Check  
 UNL Unlimited Stock Quantity  
 UTA Cert. of Authority  
 #R Annual Report & Year of

**MISCELLANEOUS CODES**

RTA R.E. Trust Amendment  
 RTC R.E. Trust Chg. Agent Add.  
 RTD R.E. Trust Dissolution  
 RTO R.E. Trust Original  
 RTR R.E. Trust Agent Resignation  
 RTS R.E. Trust Agent Sub. Appt.  
 RTX R.E. Trust Cancellation  
 NEA Fictitious Name Assignment  
 NEB NE Chg. Business Address  
 NRC NE Chg. Registrant Address  
 NFE NE Expired Operation of Law  
 NFN NE Chg. Owner's Name  
 NFO NE Original  
 NFR NE Renewal  
 NFX NE Cancellation



Department of State

F0966-0258

# The State of Ohio

**Sherrod Brown**  
Secretary of State

FL682930

## Certificate

**It is hereby certified** that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: FL F PER

of:

DIAMOND SHAMROCK CHEMICAL LAND HOLDINGS INC.

STATE OF INCORP: DE

TYPE OF LICENSE: PERMANENT

EXPIRATION DATE: VALID UNTIL CANCELLED FOR FAILURE TO FILE REPORTS

**United States of America**  
**State of Ohio**  
**Office of the Secretary of State**

Recorded on Roll F966 at Frame 0259 of  
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the  
City of Columbus, Ohio, this 4TH day of AUG,  
A.D. 1986.



*Sherrod Brown*  
**Sherrod Brown**  
Secretary of State

FOREIGN CORPORATION APPLICATION FOR LICENSE

1. The name of the applicant is Diamond Shamrock Chemical Land Holdings Inc.
2. The application is made to secure a \_\_\_\_\_ temporary  permanent license.
3. The applicant is incorporated under the laws of the state of Delaware.
4. The applicant's principal office is located at 351 Phelps Court  
Irving Texas 75015-2300  
 (Municipality) (State) (Zip Code)
5. The applicant's principal office within Ohio is located in Cleveland,  
Cuyahoga County, Ohio 44114  
 (Municipality) (Zip Code)
6. The applicant hereby appoints C T CORPORATION SYSTEM as its agent upon whom process against the corporation may be served in the State of Ohio. The complete address of the agent is 815 SUPERIOR AVENUE, N. E., Cleveland, Cuyahoga County, Ohio 44114.
7. The applicant irrevocably consents to service of process on the agent listed above so long as the authority of the agent continues, and to service of process upon the Secretary of State if (a) the agent cannot be found, (b) the applicant fails to designate another agent when required to do so, or (c) the applicant's license to do business in Ohio expires or is cancelled.
8. The applicant will exercise the following corporate purposes in Ohio:  
To act as a Land Holdings Company

---

9. Has the applicant obtained a license to transact business in Ohio at any time in the past? \_\_\_\_\_ yes  no. If yes, License No. \_\_\_\_\_ was issued on \_\_\_\_\_.  
 (Date)
10. Is this application made to enable the corporation to prosecute or defend a legal action? \_\_\_\_\_ yes  no.

11. The date on which the applicant began transacting business in Ohio was  
Upon qualification \_\_\_\_\_.

12. The applicant has currently authorized 1,000 shares and has issued  
-0- shares.

Date: 7/26/86 Diamond Shamrock Chemical Land Holdings Inc.  
(Name of Applicant)

By: Marcel J. Dumeny  
Marcel J. Dumeny, Vice President/Secretary

STATE OF TEXAS

COUNTY OF DALLAS

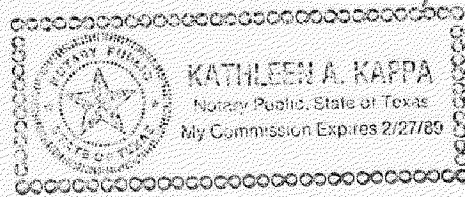
I, Marcel J. Dumeny, being duly sworn, state that I am the  
Vice President/Secretary of Diamond Shamrock Chemical Land Holdings  
(Title) (Name of Applicant) Inc.  
and that the foregoing statements are true and correct to the best of my knowl-  
edge and belief.

Sworn to before me and subscribed in my presence this 26<sup>th</sup> day of  
July, 1986.

(Seal)

Kathleen A. Kappa  
NOTARY PUBLIC

My commission expires 2-27-89

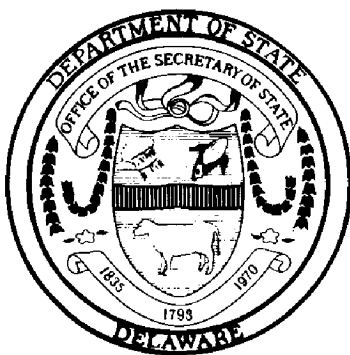




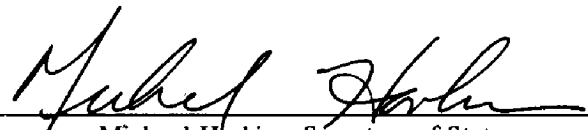
## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY DIAMOND SHAMROCK CHEMICAL LAND HOLDINGS INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

! ! ! ! ! ! ! ! ! !



736192063

  
Michael Harkins, Secretary of State

AUTHENTICATION: 10883563

DATE: 07/14/1986



**Diamond Shamrock**  
Chemicals Company

Patent and Trademark  
Department

July 29, 1986

Office of the Secretary of State  
State of Ohio  
Columbus, OH 43266-0418

Attention: Corporations Division

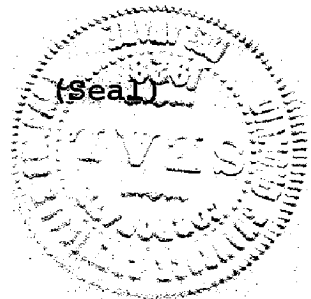
Sir:

We, Diamond Shamrock Chemicals Company, a corporation organized and existing under the laws of the State of Delaware, whose principal business address is 351 Phelps Court, Irving, Texas 75038, proprietor of Charter Number 134520 which is registered in your office, hereby consent to the registration of Diamond Shamrock Chemical Land Holdings Inc. to qualify to do business in the State of Ohio in respect of holding the land assets of said Diamond Shamrock Chemicals Company in the State of Ohio.

Respectfully submitted,

William A. Skinner  
Assistant Secretary

def



**CONSENT**



State of Ohio  
Department of State

Sherrod Brown  
Secretary of State

Date 2/10/88

Number FL682930

Receipt No. 53977

G324-0878 0147

Received of  
or filed by MAXUS ENERGY CORPORATION

G0324-0878

The sum of \$ 10.00 for filing FAM CHN of

CHEMICAL LAND HOLDINGS, INC. FORMERLY DIAMOND SHAMROCK CHEMICAL LAND HOLDIN  
GS INC.

Returned to:  
C T CORPORATION SYSTEM  
ATT: J. GOINS  
P.O. BOX 807  
DALLAS, TX 75221

53977

FAM 10.00  
CHN \$

RECEIPT

Name: CHEMICAL LAND HOLDINGS, INC. FORMERLY DIAMOND SHAMROCK CHEMICAL LAND HOLDIN  
GS INC. Total Fee: \$ 10.00

DOMESTIC FILING CODES

AGA ..Agent-Change of Address  
 AGO ..Agent-Original Appt.  
 AGR ..Agent-Resignation of  
 AGS ..Agent-Subsequent Appt.  
 AMA ..Amended Articles  
 AMd ..Amendment  
 ACC ..Community College  
 AOD ..Articles Orig. Development  
 ARA ..Articles-Generally Assoc.  
 ARB ..Articles-Bank  
 ARC ..Articles-Church  
 ARD ..Articles-Canserv. District  
 ARE ..Articles-For Profit  
 ARH ..Articles-Humane Society  
 ARI ..Articles-Community Improv.  
 ARN ..Articles-Not for Profit  
 ARO ..Articles-Co-Operative  
 ARP ..Articles-Professional  
 ARS ..Articles-Re-Development  
 ARS ..Articles-savings & Loan  
 AEU ..Articles-Credit Union  
 AUT ..Cert. of Authorization  
 CCE ..Cert. of Continued Exist.  
 COC ..Consolidation-Church  
 COF ..Consolidation-For Profit  
 COL ..Cons. into Unq. Foreign & Lic.  
 CON ..Cons.-Not for Profit  
 COP ..Cons.-Professional  
 DCO ..Dissolution-Court Order  
 DIS ..Dissolution  
 DMR ..Dissolution by Merger  
 MER ..Merger  
 MFC ..Merger into Foreign Corp.  
 MUF ..Mer. into Unq. Foreign  
 MUL ..Mer. into Unq. Foreign & Lic.  
 REN ..Re-Instatement  
 SUB ..Cert. of Subscription  
 MCX ..Cancelled by Court Order  
 XFF ..Cancel-Failure to File  
 YSS ..Cancel-By Sec'y of State  
 XTD ..Cancel-By Tax Department

FOREIGN FILING CODES

FAM ..Amendment  
 FGA ..Agent-Change of Address  
 FGO ..Agent-Original Appt.  
 FGR ..Agent-Resignation of  
 FGS ..Agent-Subsequent Appt.  
 FLA ..Foreign license under Assumed Name  
 FLC ..License-Church  
 FLF ..License-For Profit  
 FLN ..License-Not for Profit  
 FLO ..License-Co-Operative  
 FLR ..License-Professional  
 FCE ..Foreign Statement of Continued Existence  
 FMR ..Merger  
 SPO ..Chg. of Principal Office  
 PPO ..Chg. Principal Office outside of Ohio  
 FRE ..Re-Instatement  
 FXA ..Cancel-Fail to Appt. Agent  
 FXT ..Cancel-By Tax Department  
 SUC ..Surrender by Court Order  
 SUD ..Surrender by Dissolution  
 SUM ..Surrender by Merger  
 SUR ..Surrender of License  
 PRF ..Form 7 & Year of  
 PRP ..Form 7 Penalty & Year of  
 RCA ..Unlicensed Foreign Trade Assignment  
 RCE ..Re Chg. Business Address  
 RCC ..Re Chg. Registrant Address  
 RCE ..Re Expired-Operation of Law  
 REN ..Re Chg. Owner's Name  
 RCO ..Re Original  
 RCR ..Re Renewal  
 RCT ..Re Cancellation

MISCELLANEOUS FILING CODES

ANC ..Annexation to City  
 ANV ..Annexation to Village  
 BAD ..Boundary Adj-Territory  
 CTP ..Creation of Township  
 DEI ..Detachment of Territory  
 ICC ..Incorporation-City  
 ICV ..Incorporation-Village  
 MIS ..Miscellaneous  
 MOA ..Mark-Ownership Assignment  
 MOB ..Mo Chg. Business Address  
 MOC ..Mo Chg. Registrant Address  
 MOE ..Mo Expired-Operation Law  
 MON ..Mo Chg. Owner's Name  
 MOD ..Mark-Ownership Original  
 MOR ..Mark-Ownership Renewal  
 MOX ..Mark-Ownership Cancelled  
 NR ..Reservation of Name  
 RNA ..Reg. of Name Assignment  
 RNB ..Rn Chg. Business Address  
 RNC ..Rn Chg. Registrant Address  
 RNE ..Rn Expired-Operation Law  
 RNN ..Rn Chg. Owner's Name  
 RNO ..Reg. of Name Original  
 RNR ..Reg. of Name Renewal  
 RNK ..Reg. of Name Cancelled  
 SMA ..Service Mark Assignment  
 SMB ..Sm Chg. Business Address  
 SMC ..Sm Chg. Registrant Address  
 SJE ..Sm Expired-Operation Law  
 SMN ..Sm Chg. Owner's Name  
 SMO ..Service Mark Original  
 SMR ..Service Mark Renewal  
 SMX ..Service Mark Cancelled  
 TMA ..Trade Mark Assignment  
 TMB ..Tm Chg. Business Address  
 TMC ..Tm Chg. Registrant Address  
 TME ..Tm Expired-Operation Law  
 TMN ..Tm Chg. Owner's Name  
 TMO ..Trade Mark Original  
 TMR ..Trade Mark Renewal  
 TMX ..Trade Mark Cancelled

MISCELLANEOUS CODES

ABC ..Abandonment of Consol.  
 ABM ..Abandonment of Merger  
 ADF ..Additional Fee  
 CFN ..Chg. for Profit to Not for  
 CFP ..Chg. for Profit to Profess  
 CHC ..Chg. of Stated Capital  
 CHL ..Chg. of Location  
 CHM ..Chg. of Name  
 CHP ..Chg. of Purpose  
 CHS ..Chg. of Shares  
 CHV ..Chg. of Stock Value  
 CMG ..Chattel Mortgage  
 CNV ..Conversion to Natl. Bank  
 CPF ..Chg. Profess. to for Profit  
 CSN ..Chg. Stock to Non-Stock  
 CSS ..Creation of Stock Series  
 CSV ..Conversion to State Bank  
 DEC ..Decrease  
 INC ..Increase  
 NEW ..Incorporated Act of Leg.  
 PEN ..Penalty  
 PER ..Permanent  
 POA ..Power of Attorney  
 SOP ..Service of Process  
 TEM ..Temporary  
 TIC ..Transcripts incl. in Check  
 UNL ..Unlimited Stock Quantity  
 UTH ..Cert. of Authority  
 RRA ..Annual Report & Year of

MISCELLANEOUS CODES

STA..R.E. ..Trust-Amendment  
 RTC..R.E. ..Trust Chg. Agent Add.  
 RTD..R.E. ..Trust-Dissolution  
 RTO..R.E. ..Trust-Original  
 RTR..R.E. ..Trust-Agent Resignation  
 RTS..R.E. ..Trust-Agent-Sub. Appt.  
 RTX..R.E. ..Trust Cancellation  
 NFA ..Fictitious Name Assignment  
 NFB ..NF Chg. Business Address  
 NFC ..NF Chg. Registrant Address  
 NFE ..NF Expired-Operation of Law  
 NFN ..NF Chg. Owner's Name  
 NFO ..NF-Original  
 NFR ..NF-Renewal  
 NFX ..NF-Cancellation





Department of State

# The State of Ohio

6324-0880

**Sherrod Brown**

Secretary of State

FL 682930

## Certificate

**It is hereby certified** that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: FAM CHN

of:

CHEMICAL LAND HOLDINGS, INC. FORMERLY DIAMOND SHAMROCK CHEMICAL LAND HOLDINGS INC.

**United States of America**  
**State of Ohio**  
**Office of the Secretary of State**

Recorded on Roll 6324 at Frame 0880 of  
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the  
City of Columbus, Ohio, this 2ND day of FEB,  
A.D. 1988.



*Sherrod Brown*  
**Sherrod Brown**  
Secretary of State

OHIO SECRETARY OF STATE  
PROCESSING STATEMENT  
02/22/93

CHARTER NUMBER: FL682930  
ROLL AND FRAME: H535-1991

**H0535-1991**

CORPORATION:

DOCUMENT NUMBER	CODE	FEE
-----	----	----
93020422306	FGS	3.00

CHEMICAL LAND HOLDINGS, INC.

064333

RETURN TO: PRENTICE HALL LEGAL & FINANCIAL ETC  
ATTN K SEARS  
33 N LASALLE ST  
CHICAGO IL 60602

0067

1



# The State of Ohio

**Bob Taft**

Secretary of State

FL682930

## Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Fillings; that said records show the filing and recording of: FGS

of:

CHEMICAL LAND HOLDINGS, INC.

United States of America  
State of Ohio  
Office of the Secretary of State

Recorded on Roll H535 at Frame 1993 of  
the Records of Incorporation and Miscellaneous Fillings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 4TH day of FEB ,

A.D. 19 93 .



*Bob Taft*  
**Bob Taft**  
Secretary of State



Prescribed by  
Bob Taft, Secretary of State

**H0535-1993**

Form FGS (December 1990)

License No.	682930
Approved	TO
Date	2-4-93
Fee	\$3.00

93020422306

# CERTIFICATE OF CHANGE OF DESIGNATED AGENT FOR A FOREIGN CORPORATION

CHEMICAL LAND HOLDINGS, INC.

(name of corporation)

a corporation organized under the laws of the State of Delaware

and licensed to transact business in the State of Ohio, hereby appoints:

The Prentice-Hall Corporation System, Inc.

(name of new agent)

380 South 5th Street

(Street Address)

Columbus

(City, Village or Township)

Ohio 43215-5436

(Zip Code)

NOTE: P.O. Box addresses are not acceptable for cities with populations over 2,000.

to succeed C T Corporation System as its designated agent for service of  
(name of former agent)

process, notice or demand required by statute to be served upon the corporation in the State of Ohio.

**This document is signed by the President, Vice President, or Secretary.**

By: *R. L. Wilson*  
R. L. Wilson, Vice President

## INSTRUCTIONS

1. The statutory agent for a corporation must be a) a natural person who is a resident of Ohio, or b) an Ohio corporation or foreign corporation licensed in Ohio which is authorized by its articles to act as agent, and which has a business address in this state. R.C. 1703.04.1
2. The document must be signed by the President, Vice President, or Secretary. R.C. 1703.04.1 (K).
3. The filing fee is \$3.00. R.C. 1703.04.1 (L). Make checks payable to the Secretary of State.



Prescribed by  
Bob Taft, Secretary of State

Form FGS (December 1990)

License No.	_____
Approved	_____
Date	_____
Fee	\$3.00

# CERTIFICATE OF CHANGE OF DESIGNATED AGENT FOR A FOREIGN CORPORATION

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(name of corporation)

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(City, Village or Township)

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By: *R. L. Wilson*

R. L. Wilson, Vice President

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2. The document must be signed by the President, Vice President, or Secretary. R.C. 1703.04.1 (K).
3. The filing fee is \$3.00. R.C. 1703.04.1 (L). Make checks payable to the Secretary of State.



**The State of Texas**

**Secretary of State**

CERTIFICATE OF AUTHORITY

OF

CHEMICAL LAND HOLDINGS, INC.  
CHARTER NUMBER 00110755

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED APPLICATION OF THE ABOVE ENTITY FOR A CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE HAS BEEN RECEIVED IN THIS OFFICE AND IS FOUND TO CONFORM TO LAW.

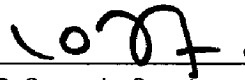
ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE FROM AND AFTER THIS DATE, FOR THOSE PURPOSES SET FORTH IN THE APPLICATION, UNDER THE NAME OF

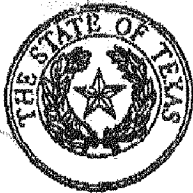
CHEMICAL LAND HOLDINGS, INC.

DATED JULY 9, 1996

EFFECTIVE JULY 9, 1996



  
\_\_\_\_\_  
Antonio O. Garza, Jr., Secretary of State



FILED  
in the Office of the  
Secretary of State of Texas  
JUL 09 1996  
CORPORATIONS SECTION

### APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of article 8.05 of the Texas Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in Texas:

1. The name of the corporation is Chemical Land Holdings, Inc.

2. A. If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited" (or an abbreviation thereof), then the name of the corporation with the word or abbreviation which it elects to add for use in Texas is:

B. If the corporate name is not available in Texas, then set forth the name under which the corporation will qualify and transact business in Texas:

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is March 21, 1986 / and the period of duration is perpetual. (State "Perpetual" or term of years.)

5. The address of its principal office in the state or country under the laws of which it is incorporated is: 1013 Centre Road  
Wilmington, DE 19805

6. The street address of its proposed registered office in Texas is (a P.O. Box is not sufficient) 400 North St. Paul, Dallas, Texas 75201

and the name of its proposed registered agent in Texas at such address is The Prentice-Hall Corporation System, Inc.

7. The purpose or purposes of the corporation which it proposes to pursue in the transaction of business in Texas are:

To conduct environmental consulting activities and any other lawful purpose of corporations in Texas.

8. It is authorized to pursue such purpose or purposes in the state or country under the laws of which it is incorporated.

9. The names and respective addresses of its directors are:

NAME	ADDRESS
W. Mark Miller	717 North Harwood St., Dallas, TX 75201
M. M. Skaggs, Jr.	717 North Harwood St., Dallas, TX 75201

10. The names and respective addresses of its officers are:

NAME	ADDRESS (city and state)	OFFICE
M. M. Skaggs, Jr.	717 North Harwood St. Dallas, TX 75201	President
Cary Begun	717 North Harwood St. Dallas, TX 75201	Vice President
W. Mark Miller	717 North Harwood St. Dallas, TX 75201	Vice President & Treasurer

11. 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:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITHOUT PAR VALUE
1,000	Common		\$1.00



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:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITHOUT PAR VALUE
1,000	Common		\$1.00

- 13. The amount of its stated capital is \$ 1,000.00. (See instructions for definition of stated capital.)
- 14. Consideration of the value of at least One Thousand Dollars (\$1,000.00) has been paid for the issuance of its shares.
- 15. The application is accompanied by a certificate issued by the secretary of state or other authorized officer of the jurisdiction of incorporation evidencing the corporate existence and dated within 90 days of the date of receipt of the application.

Chemical Land Holdings, Inc.

Name of Corporation

By: M. M. Skaggs, Jr.  
M. M. Skaggs

*Handwritten initials and date*  
7/8/96

Its President

Authorized Officer



## APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of article 8.05 of the Texas Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in Texas:

1. The name of the corporation is Chemical Land Holdings, Inc.
  
2. A. If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited" (or an abbreviation thereof), then the name of the corporation with the word or abbreviation which it elects to add for use in Texas is:  
\_\_\_\_\_  
\_\_\_\_\_
  
- B. If the corporate name is not available in Texas, then set forth the name under which the corporation will qualify and transact business in Texas: \_\_\_\_\_  
\_\_\_\_\_
  
3. It is incorporated under the laws of Delaware
  
4. The date of its incorporation is March 21, 1986 / as Diamond Shamrock Process Chemicals, Inc. and the period of duration is perpetual (State "Perpetual" or term of years.)
  
5. The address of its principal office in the state or country under the laws of which it is incorporated is: 1013 Centre Road  
Wilmington, DE 19805
  
6. The street address of its proposed registered office in Texas is (a P.O. Box is not sufficient) 400 North St. Paul, Dallas, Texas 75201  
\_\_\_\_\_  
\_\_\_\_\_ and the name of its proposed registered agent in Texas at such address is The Prentice-Hall Corporation System, Inc.

7. **The purpose or purposes of the corporation which it proposes to pursue in the transaction of business in Texas are:**

To conduct environmental consulting activities and any other lawful purpose of corporations in Texas.

8. **It is authorized to pursue such purpose or purposes in the state or country under the laws of which it is incorporated.**

9. **The names and respective addresses of its directors are:**

NAME	ADDRESS
W. Mark Miller	717 North Harwood St., Dallas, TX 75201
M. M. Skaggs, Jr.	717 North Harwood St., Dallas, TX 75201

10. **The names and respective addresses of its officers are:**

NAME	ADDRESS (city and state)	OFFICE
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Cary Begun	717 North Harwood St. Dallas, TX 75201	Vice President
W. Mark Miller	717 North Harwood St. Dallas, TX 75201	Vice President & Treasurer

11. **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:**

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITHOUT PAR VALUE
1,000	Common		\$1.00

12. 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:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITHOUT PAR VALUE
1,000	Common		\$1.00

13. The amount of its stated capital is \$ 1,000.00. (See instructions for definition of stated capital.)

14. Consideration of the value of at least One Thousand Dollars (\$1,000.00) has been paid for the issuance of its shares.

15. The application is accompanied by a certificate issued by the secretary of state or other authorized officer of the jurisdiction of incorporation evidencing the corporate existence and dated within 90 days of the date of receipt of the application.

Chemical Land Holdings, Inc.

Name of Corporation

By: M. M. Skaggs, Jr.  
M. M. Skaggs, Jr.

*PWA*  
*7/8/96*

Its President

Authorized Officer

**12. Issued Shares**

To: Darrell Kerr FR: Amy Bass

The application for certificate of authority must also state the number of issued shares, itemized by class, series, and par value.

**13. Stated Capital**

The amount of the corporation's stated capital should be specified in the application. Stated capital must always be expressed in U.S. dollars. TBCA, article 1.02 A(17) defines "stated capital" as the sum of:

- (a) the par value of all shares of the corporation having a par value that have been issued;
- (b) the consideration fixed by the corporation in the manner provided by law for all shares of the corporation without par value that have been issued, except such part of the consideration actually received therefor as may have been allocated to capital surplus in a manner permitted by law; and
- (c) such amounts not included in paragraphs (a) and (b) of this subsection as have been transferred to stated capital of the corporation, whether upon the issue of shares as a share dividend or otherwise, minus all reductions from such sum as may have been effected in a manner permitted by law.

**14. Consideration**

The corporation must have received consideration of the value of at least \$1,000.00 for the issuance of shares prior to obtaining a certificate of authority and the statement of such fact must be included in the application. This \$1,000.00 figure cannot be altered, even if the corporation is permitted by its home state to commence business with a lesser amount of consideration.

**15. Certificate Evidencing Existence**

The application should be accompanied by a certificate evidencing corporate existence. The certificate should be issued by the official responsible for creation of corporations in the jurisdiction of incorporation. The certificate may be titled a certificate of existence, good standing, status, etc. The title is not important as long as the certificate evidences that the corporation securing the certificate of authority is a validly existing corporation. Certified copies of the corporation's organizational documents are generally not acceptable.

The certificate should be dated within 90 days of receipt of the application for certificate of authority by the secretary of state. If the certificate is in a language other than English, translation of the certificate under oath of the translator must be attached.