

L491690

PAGE 1

State of Delaware

102



142-00-0830

01/04/88 00113231 L491690 17.00

*Cert.*

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF OCCIDENTAL CHEMICAL CORPORATION, A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, MERGING OCCIDENTAL ELECTROCHEMICALS CORPORATION A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF NOVEMBER, A.D. 1987, AT 10 O'CLOCK A.M.

*(2) see see*

*17  
Z*

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK.

|||||



727337022

*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION: 11488805

DATE: 12/03/1987

After Recordation return to: Nicholson Land Services, P.O. Box 19671, Houston, TX 77224

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.  
THE STATE OF TEXAS }  
COUNTY OF HARRIS }  
The above is a full, true, and correct photographic copy of the original record now in my lawful custody and possession, as the same is recorded in the Official Public Records of Real Property in my office and Preserved on Microfilm, and hereby Microfilm identification Number as stamped thereon. I hereby certify on:

*Record*

JAN 14 1988

ANITA RODEHEAVER  
COUNTY CLERK  
HARRIS COUNTY, TEXAS

By *James Petty*  
Deputy

JAMES PETTY



RETURN TO:

Nicholson Land Services  
P.O. Box 19671  
Houston, TX 77224

142-00-0831

CERTIFICATE OF OWNERSHIP AND MERGER  
of  
OCCIDENTAL ELECTROCHEMICALS CORPORATION  
into  
OCCIDENTAL CHEMICAL CORPORATION  
and  
APPOINTMENT OF AGENT FOR SERVICE

Occidental Chemical Corporation (the "Corporation"), pursuant to Delaware Code Ann. Tit. 8, § 252(d) and § 253, hereby certifies that it is a corporation duly organized and existing under the laws of the State of New York; that it owns all the outstanding shares of stock of Occidental Electrochemicals Corporation ("OEC"), a corporation duly organized and existing under the laws of the State of Delaware; that the laws of the State of New York permit a merger of a wholly-owned Delaware subsidiary corporation into its New York parent corporation; that the following resolution was duly adopted by the unanimous written consent of the members of its board of directors on November 25, 1987 and that such resolution has not been rescinded and is in full force and effect on the date hereof:

RESOLVED, that OEC, all of whose shares of stock are owned by this Corporation, be merged with and into this Corporation; that this Corporation assume all of the obligations and liabilities of OEC; and that the Chairman of the Board, the President, any Vice President, the Treasurer, any Assistant Treasurer, the Secretary or any Assistant Secretary of this Corporation be, and each of them hereby is, authorized and empowered to execute, acknowledge, deliver, file and record all such certificates, agreements and other instruments as may be required by law to give effect to this merger, and to take all such further actions and to execute, acknowledge, deliver, file and record all such further documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process, as such officer deems necessary or advisable in the best interests of this Corporation to carry out the purposes of this resolution.

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THE STATE OF TEXAS }  
COUNTY OF HARRIS }

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JAN 14 1988



ANITA ROBEHEAVER  
COUNTY CLERK  
HARRIS COUNTY, TEXAS

Deputy

JAMES PETTY

ZAXGRM6066

142-00-0832

The undersigned Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of its aforesaid Delaware subsidiary corporation, as well as for the enforcement of any obligation of the undersigned Corporation arising from the merger contemplated hereby, and it hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address of the undersigned Corporation to which a copy of any such process shall be mailed by said Secretary of State is: Occidental Chemical Corporation, c/o Occidental Petroleum Corporation, 10889 Wilshire Boulevard, Suite 1500, Los Angeles, California 90024, Attention: John W. Alden.

IN WITNESS WHEREOF, the undersigned Corporation has caused this certificate and appointment to be signed on its behalf by its Vice President and its corporate seal to be hereunto affixed, duly attested by its Assistant Secretary this 25th day of November, 1987.

OCCIDENTAL CHEMICAL CORPORATION

By: *Ronald B. Casriel*  
Ronald B. Casriel, Vice President

(Corporate Seal)

Attest:

*Stephen P. Parise*  
Stephen P. Parise, Assistant Secretary

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JAN 14 1988

ANITA RODEHEAVER  
COUNTY CLERK  
HARRIS COUNTY, TEXAS



By: *James Petty*  
Deputy

JAMES PETTY

State of New York }  
Department of State }

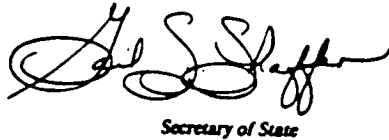
142-00-0833

087489

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

DEC 23 1987

Witness in my hand and seal of the Department of State on



Secretary of State

SECRET-004 (10/78)

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THE STATE OF TEXAS }  
COUNTY OF HARRIS }  
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JAN 4 1988

ANITA ROBEHEAVER  
COUNTY CLERK  
HARRIS COUNTY, TEXAS



By   
Deputy

JAMES PETTY

142-00-0834

CT

6572723

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED NOV 30 1987

AMT. OF CHECK \$ 80

FILING FEE \$ 60

TAX \$

COUNTY FEE \$ 10

CERT \$

REFUND \$

SPEC HANDLE \$ 10

BY: *New*

CERTIFICATE OF MERGER

OF

- ① OCCIDENTAL ELECTROCHEMICALS CORPORATION
- ② OXYCHEM PROPERTIES CORPORATION
- ③ B.D.M. CHEMICAL CORPORATION

INTO

- ④ OCCIDENTAL CHEMICAL CORPORATION

FOR-DEL UNDER SECTION 905 OF THE NEW YORK BUSINESS CORPORATION LAW

① 10/11/86

CG-Diamond Alkali  
Company - 11/14/7

N.Y. CO  
A-4149

L-1434260-3

② NR

067327

③ NR

④ 4/11/82

CG-Hooks Electrochemical  
Company - 11/6/89

N.Y. CO

697-81

L-13571337-5

3000 PV 45.00

AD

BILLED

Steve Parise  
OCCIDENTAL PETROLEUM CORPORATION  
10889 Wilshire Boulevard  
Los Angeles, CA 90024

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THE STATE OF TEXAS }  
COUNTY OF HARRIS }

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JAN 14 1988



ANITA ROBEHEAVER  
COUNTY CLERK  
HARRIS COUNTY, TEXAS

By *James Petty*  
Deputy

JAMES PETTY

142-00-0835

CT

CT

CERTIFICATE OF MERGER  
OF

OCCIDENTAL ELECTROCHEMICALS CORPORATION  
OXYCHEM PROPERTIES CORPORATION  
B.D.M. CHEMICAL CORPORATION

INTO

OCCIDENTAL CHEMICAL CORPORATION

-----  
Under Section 905 of the  
New York Business Corporation Law  
-----

6572723

Pursuant to the provisions of Section 905 of the  
New York Business Corporation Law, the undersigned hereby  
certify:

**FIRST:** The name of the constituent parent and  
surviving corporation is Occidental Chemical Corporation, a  
corporation organized and existing under the laws of the  
State of New York (originally formed under the name of  
Hooker Electrochemical Company). Occidental Chemical  
Corporation owns all of the outstanding shares of the  
following constituent subsidiary corporations:

6572723

<u>Name of Subsidiary</u>	<u>Name under which subsidiary was originally formed, if different from present name</u>
Occidental Electrochemicals Corporation	Diamond Alkali Company
Oxychem Properties Corporation	(same)
B.D.M. Chemical Corporation	(same)

**SECOND:** As to each subsidiary corporation, the  
designation and number of outstanding shares and the number  
of such shares owned by the surviving corporation are as  
follows:

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THE STATE OF TEXAS }  
COUNTY OF HARRIS }

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in the Official Public Records of Real Property in my office and Preserved  
on Microfilm, and having Microfilm identification Number as stamped  
thereon, I hereby certify on

JAN 14 1988



ANITA RODEHEAVER  
COUNTY CLERK  
HARRIS COUNTY, TEXAS

By *James Petty*  
Deputy

JAMES PETTY

142-00-0836

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Occidental Chemical Corporation</u>
Occidental Electrochemicals Corporation	1,000 Common	1,000 Common
Oxychem Properties Corporation	1,000 Common	1,000 Common
B.D.M. Chemical Corporation	100 Common	100 Common

None of the shares of these subsidiary corporations is subject to change prior to the effective date of the merger.

**THIRD:** The certificate of incorporation of Occidental Chemical Corporation was filed in the Office of the Department of State of the State of New York on the 6th day of November, 1909.

**FOURTH:** The following information is given with respect to the subsidiary corporations:

<u>Name of Subsidiary</u>	<u>State of Incorp.</u>	<u>Date of Incorp.</u>	<u>Date of Filing Application for Authority to do Business in N.Y.</u>
Occidental Electrochemicals Corporation	Delaware	12/28/28	1/2/47
Oxychem Properties Corporation	California	12/10/76	None
B.D.M. Chemical Corporation	Colorado	1/17/66	None

None of these subsidiary corporations uses a fictitious name in New York pursuant to article thirteen of the New York Business Corporation Law.

**FIFTH:** The merger is permitted by the laws of the state of incorporation of each foreign subsidiary corporation and is in compliance therewith.

**SIXTH:** The surviving corporation owns all of the outstanding shares of each subsidiary corporation to be merged.

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 THE STATE OF TEXAS }  
 COUNTY OF HARRIS }  
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JAN 14 1988



ANITA RODEHEAVER  
 COUNTY CLERK  
 HARRIS COUNTY, TEXAS

BY *James Petty*  
 JAMES PETTY Deputy

ZBOGRM5006

142-00-0837

SEVENTH: The plan of merger was adopted by the Board of Directors of the surviving corporation.

IN WITNESS WHEREOF, this certificate has been signed on the 25th day of November, 1987 and the statements contained herein are affirmed as true under penalties of perjury.

OCCIDENTAL CHEMICAL CORPORATION

By: [Signature]  
Ronald B. Casriel, Vice President

By: [Signature]  
Stephen P. Parise, Assistant Secretary

THE STATE OF TEXAS }  
COUNTY OF HARRIS }  
I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped herein by me; and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas on

JAN 6 1988



FILED  
JAN - 6 AM 11:39  
COUNTY CLERK  
HARRIS COUNTY, TEXAS

STATE OF TEXAS }  
COUNTY OF LIBERTY }  
I, WANDA BARKER, hereby certify that this instrument as FILED in file number sequence on the date and at the time stamped hereon by me, and was duly RECORDED in the volume and page of the OFFICIAL PUBLIC RECORDS of Liberty County, Texas, as stamped hereon by me on

FILED FOR RECORD  
1988 JAN 19 PM 12:47

Wanda Barker  
COUNTY CLERK  
LIBERTY COUNTY, TEXAS

JAN 20 1988



Wanda Barker  
COUNTY CLERK  
LIBERTY COUNTY, TEXAS

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THE STATE OF TEXAS }  
COUNTY OF HARRIS }  
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JAN 14 1988



ANITA BODEHEAVER  
COUNTY CLERK  
HARRIS COUNTY, TEXAS

By: [Signature]  
Deputy

JAMES PETTY



CONFIDENTIAL

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