F00000006437

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

900003406429--6
-09/27/00--01051--033
*****70.00 *****70.00

**CORPORATION(S) NAME**

BP America Inc.

FILED
00 SEP 27 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2

| | | |
|---|---|---|
| (✓) Profit<br>( ) NonProfit<br>( ) Limited Liability Company | ( ) Amendment | ( ) Merger |
| (✓) Foreign Qualification | ( ) Dissolution/Withdrawal | ( ) Mark |
| ( ) Limited Partnership<br>( ) Reinstatement<br>( ) Limited Liability Partnership | ( ) Annual Report<br>( ) Reservation | ( ) Other<br>( ) Change of R.A.<br>( ) Fictitious Name |
| ( ) Certified Copy | ( ) Photo Copies | ( ) CUS |
| ( ) Call When Ready<br>( ) Walk In<br>( ) Mail Out | ( ) Call if Problem<br>( ) Will Wait | ( ) After 4:30<br>( ) Pick Up |

| |
|---|
| Name Availability |
| Document Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

9/27

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED
THANKS.

LAURA EARNEST

RECEIVED
00 SEP 27 AM 11:39
DIVISION OF CORPORATION

[illegible]

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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00 SEP 27 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 27, 2000

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: BP AMERICA INC.
Ref. Number: W00000023500

RECEIVED
00 NOV 17 AM 11:30
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for BP AMERICA INC. and your check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your $70.00 payment.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

To:
Buck Kohr
Corporate Specialist

Letter Number: 800A00050829

Please backdate
to Sept. 27, 2000.
Thks!
Carol

BP AMERICA INC.

RESOLUTION OF BOARD OF DIRECTORS



I, Robert D. Agdern, do hereby certify that this Resolution of the Board of Directors of BP America Inc. a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on November 15, 2000.

Resolved, that BP America Inc., organized and existing in the State of Delaware, hereby adopts the name *BP America of Delaware Inc.* for use in Florida.

Dated: November 15, 2000

Robert D. Agdern, Director

# TRANSMITTAL LETTER

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00 SEP 27 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: BP America Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kelly Kliegl
(Name of Person)

CT Corporation System
(Firm/Company)

208 S. LaSalle St.
(Address)

Chicago, IL 60604
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Kelly Kliegl at ( 312 ) 263-1414 ext. 8318
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- [x] $70.00 Filing Fee
- [ ] $78.75 Filing Fee & Certificate of Status
- [ ] $78.75 Filing Fee & Certified Copy
- [ ] $87.50 Filing Fee, Certificate of Status & Certified Copy

## APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA



*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. BP America, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. 94-2257553
(FEI number, if applicable)

4. 07/19/1974
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 200 East Randolph Drive, Chicago, IL 60601
(Current mailing address)

8. See Attached
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. **Registered agent's acceptance:**

***Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.***

C T Corporation System

By: ______________________
(Registered agent's signature)

Francis P. Regan
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

## Attachment Re

**Purpose Clause:**

**To engage in any lawful act or activity for which corporations may be qualified, including but not limited to acting as a holding company.**

# ATTACHMENT



## Directors

| | Address |
|---|---|
| R.D. Agdern | 200 East Randolph Drive |
| J.F. Campbell | Chicago, Illinois 60601 |
| J.G. Nemeth | |

## Officers

| Title | Name | Address |
|---|---|---|
| President | R.D. Agdern | 200 East Randolph Drive |
| Vice President | W.M. Air | Chicago, Illinois 60601 |
| Vice President | L.D. Burton | |
| Vice President | W.R. Hutchinson | |
| Vice President and Chief Financial Officer | E.A. Kamerick | |
| Vice President | R.A. Malone | |
| Vice President and General Tax Officer | J.G. Nemeth | |
| Vice President | D.E. Packham | |
| Tax Officer | J.A. Dietz | |
| Tax Officer | D.P. Shrallow | |
| Tax Officer | R.W. Van Hook | |
| Corporate Secretary | D.B. Pinkert | |
| Assistant Secretary | D.A. Dowling | |
| Assistant Secretary | D.A. Plumb | |
| Treasurer | R.J. Novaria | |
| Tax Officer | W.T. Mangan | |
| Controller | A.J. Nocchiero | |
| Assistant Controller | C.L. Hall | |

## Number of Shares Authorized to issue

Class A Common Stock = 6,000,000 par value $1.00
Class B Common Stock = 2,500,000 par value $1.00

## Number of issued Shares

Class A Common Stock = 5,662,593 par value $1.00
Class B Common Stock = 2,129,809 par value $1.00

## OwnerShip Percentage and Address

**BP Amoco p.l.c. (83.61 %)**

Britannic House
1 Finsbury Circus
London EC2M 7BA
United Kingdom

**BP America Holdings Limited (16.39 %)**

Breakspear Park
Breaksspear Way
Hemel Hempstead
HP2 4UL
United Kingdom

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: *SEE ATTACHMENT*

Address: ______

Vice Chairman: ______

Address: ______

Director: ______

Address: ______

Director: ______

Address: ______

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00 SEP 27 PM 2: 43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: *SEE ATTACHMENT*

Address: ______

Vice President: ______

Address: ______

Secretary: ______

Address: ______

Treasurer: ______

Address: ______

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. D. A. Plumb
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. D. A. PLUMB Assistant Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware



# Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BP AMERICA 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 TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
00 SEP 27 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0693731

DATE: 09-25-00