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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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SUFFICIENCY OF FILING

EXAMINER:

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Benterra Corporation

(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:

Jerome Suarez

(Name of Person)

c/o CSC The United States Corporation Company

(Firm/Company)

Suite 100, 2730 Gateway Oaks Drive

(Address)

Sacramento, CA, 95833

(City/State and Zip code)

For further information concerning this matter, please call:

Jerome Suarez

(Name of Person)

at (800) 222 2122

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

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**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. Benterra Corporation

(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. California

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

3. 94-3380597

(FEI number, if applicable)

4. September 29, 2000

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

c/o Chevron Corporation-Corp. Secretaries, 575 Market Street

7. San Francisco, CA 94105

(Principal office address)

575 Market Street, San Francisco, CA 94105

(Current mailing address)

To conduct well abandonmnet services, environmental remediation and related operations. To engage in any act or activity for which corporations may be organized.

8. _____

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.

Corporation Service Company

By: _____

(Registered agent's signature)

Bobbie Hall, Assistant Vice President

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

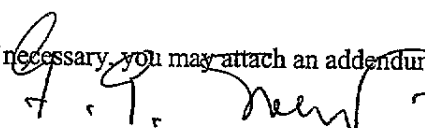
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. F. G. Soler, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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DIRECTORS

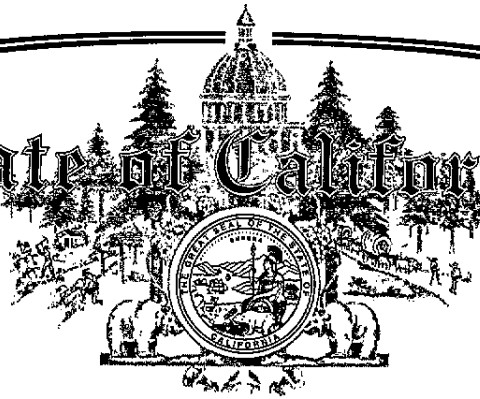
	Title	Address
R. J. Harris	Director	575 Market Street, San Francisco CA 94105
D. M. Krattbol	Director	575 Market Street, San Francisco CA 94105
D. L. Paul	Director	575 Market Street, San Francisco CA 94105
H. A. Payne	Director	575 Market Street, San Francisco CA 94105
A. H. Vance	Director	575 Market Street, San Francisco CA 94105

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OFFICERS

	Title	Address
A. H. Vance	President	575 Market Street, San Francisco CA 94105
H. P. Walker	Vice-President and Secretary	575 Market Street, San Francisco CA 94105
J. M. Englehardt	Vice-President	575 Market Street, San Francisco CA 94105
D. M. Krattbol	Treasurer	575 Market Street, San Francisco CA 94105
O. F. Baldwin II	Assistant Secretary	575 Market Street, San Francisco CA 94105
W. J. Brechtel	Assistant Secretary	575 Market Street, San Francisco CA 94105
V. L. Byers III	Assistant Secretary	575 Market Street, San Francisco CA 94105
C. R. Farber	Assistant Secretary	575 Market Street, San Francisco CA 94105
M. H. Forman	Assistant Secretary	575 Market Street, San Francisco CA 94105
R. J. Harris	Assistant Secretary	575 Market Street, San Francisco CA 94105
J. H. Jones, Jr.	Assistant Secretary	575 Market Street, San Francisco CA 94105
J. S. Lastrapes	Assistant Secretary	575 Market Street, San Francisco CA 94105
P. Lovett	Assistant Secretary	575 Market Street, San Francisco CA 94105
C. N. Macfarlane	Assistant Secretary	575 Market Street, San Francisco CA 94105
B. R. Salsbury	Assistant Secretary	575 Market Street, San Francisco CA 94105
W. M. Sellers	Assistant Secretary	575 Market Street, San Francisco CA 94105
M. C. Smith	Assistant Secretary	575 Market Street, San Francisco CA 94105
F. G. Soler	Assistant Secretary	575 Market Street, San Francisco CA 94105
R. B. Taylor	Assistant Secretary	575 Market Street, San Francisco CA 94105
I. J. Melitas	Assistant Treasurer	575 Market Street, San Francisco CA 94105
J. W. Rath	Assistant Treasurer	575 Market Street, San Francisco CA 94105
R. S. Richards	Assistant Treasurer	575 Market Street, San Francisco CA 94105
H. B. Sheppard	Assistant Treasurer	575 Market Street, San Francisco CA 94105

State of California



SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

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TALLAHASSEE, FLORIDA

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **29th day of September, 2000**, **BENTERRA CORPORATION** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

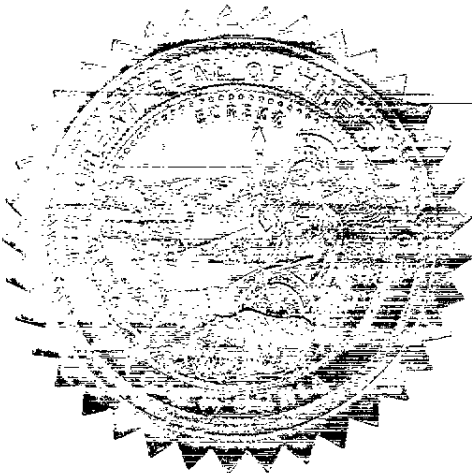
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of March 5, 2001.



Bill Jones
BILL JONES
Secretary of State

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