

F100000 2854 1 of 2

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : PCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5368

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**

Email Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

Shell Downstream Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$1,170.00

RECEIVED
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OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN 24 2010

D.A. WHITE

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COVER LETTER

2010 JUN 23 P 12:35

TO: New Filing Section
Division of Corporations

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Shell Downstream 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," or "Certificate of Good Standing" 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:

Linda L. Meagher

Name of Person

Shell Downstream Inc.

Firm/Company

c/o Shell Oil Company, 910 Louisiana Street, Ste 4558

Address

Houston, TX 77002

City/State and Zip code

Laura.Louis@wolterskluwer.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Linda L. Meagher

at (713) 241-3515

Name of Person

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

- ☐ \$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

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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. Shell Downstream Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

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(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 33-1115091

(FBI number, if applicable)

4. January 28, 2005

(Date of incorporation)

5. perpetual

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

6. 2006

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. c/o Shell Oil Company, attn: Corporate Secretary's Office, 910 Louisiana Street, 45th Floor, Houston, TX 77002

(Principal office address)

Shell Oil Co, Corporate Secretary's Office, 910 Louisiana Street, 45th Floor, Houston, TX 77002

(Current mailing address)

8. To employ US-based personnel providing services to oil products businesses.

(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

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: Jane Zachritz

(Registered agent's signature)

Jane Zachritz

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: James R. Nichols

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Address: One Shell Plaza, 910 Louisiana Street, Ste 2832B, Houston, TX 77002

SECRETARY OF STATE
TREASURER OF FLORIDA

Vice Chairman: _____

Address: _____

Director: James R. Nichols

Address: One Shell Plaza, 910 Louisiana Street, Ste 2832B, Houston, TX 77002

Director: Kelley Lang

Address: One Shell Plaza, 910 Louisiana Street, Ste 2834A, Houston, TX 77002

B. OFFICERS

President: PLEASE SEE ATTACHED LIST FOR OFFICERS

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. Lynn S. Borgmeier

(Signature of Director or Officer listed in number 12 of the application)

14. Lynn S. Borgmeier, Secretary

(Typed or printed name and capacity of person signing application)

SHELL DOWNSTREAM INC.
LIST OF OFFICERS - ADDENDUM TO FLORIDA APPLICATION

<u>OFFICER</u>	<u>TITLE</u>	<u>ADDRESS</u>
Byrd, M. W.	Vice President Manufacturing HSSE/SD	910 Louisiana Street, Houston, TX 77002
Rathweg, S. A.	Regional Vice President Manufacturing - Americas	910 Louisiana Street, Houston, TX 77002
Smith, T. M.	Vice President Supply, North America	910 Louisiana Street, Houston, TX 77002
Winter, Todd J.	Vice President Supply Excellence	910 Louisiana Street, Houston, TX 77002
Paul, Stephen J.	Assistant Secretary	910 Louisiana Street, Houston, TX 77002
Ammerman, Y. H.	Controller	910 Louisiana Street, Houston, TX 77002
Roth, J. W.	Vice President Finance	910 Louisiana Street, Houston, TX 77002
Strong, Chris	Vice President Finance Global Manufacturing	910 Louisiana Street, Houston, TX 77002
Houglund, William G.	Associate General Counsel Global Manufacturing, Supply and Distribution	910 Louisiana Street, Houston, TX 77002
Nichols, James R.	Vice President Global Manufacturing Excellence	910 Louisiana Street, Houston, TX 77002
Montana, M. C. (Peggy)	Executive Vice President Supply & Distribution	910 Louisiana Street, Houston, TX 77002
Botts, T. M.	Executive Vice President Global Manufacturing	910 Louisiana Street, Houston, TX 77002
Lang, Kelley	Vice President Human Resources Global Manufacturing	910 Louisiana Street, Houston, TX 77002
Methvin, Stacy P.	Vice President Global Distribution	910 Louisiana Street, Houston, TX 77002
Borgmeier, Lynn S.	Secretary	910 Louisiana Street, Houston, TX 77002
Nichols, James R.	President	910 Louisiana Street, Houston, TX 77002
Romarrick, Paul	Vice President - Tax	910 Louisiana Street, Houston, TX 77002
Oblath, Richard M.	Vice President - Downstream Portfolio Americas	910 Louisiana Street, Houston, TX 77002

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TALLAHASSEE, FLORIDA

Delaware

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHELL DOWNSTREAM 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-THIRD DAY OF JUNE, A.D. 2010.

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

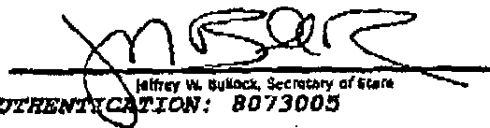
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

3914766 8300

100683311

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8073005

DATE: 06-23-10