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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CHEVRON CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "CHEVRONTEXACO CORPORATION" UNDER THE NAME OF "CHEVRON CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF MAY, A.D. 2005, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE NINTH DAY OF MAY, A.D. 2005, AT 12:01 O'CLOCK A.M.

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050379657



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3869132

DATE: 05-10-05

TRADEMARK
REEL: 003146 FRAME: 0561

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:44 PM 05/06/2005
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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

CHEVRON CORPORATION

WITH AND INTO

CHEVRONTEXACO CORPORATION

(Pursuant to Section 253 of the
General Corporation Law of the State of Delaware)

ChevronTexaco Corporation, a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger of Chevron Corporation, a Delaware corporation (the "Subsidiary"), with and into the Company, with the Company remaining as the surviving corporation:

FIRST: The Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Company owns all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of Directors of the Company, by the following resolutions duly adopted on April 27, 2005, determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL:

RESOLVED, that the Subsidiary be merged with and into the Company (the "Merger"); and further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Company shall remain unchanged and continue to remain outstanding as one share of common stock of the Company, held by the person who was the holder of such share of common stock of the Company immediately prior to the Merger; and further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Subsidiary shall be canceled and no consideration shall be issued in respect thereof; and further

RESOLVED, that the proper officers of the Company be and each of them hereby is authorized and directed to make, execute and acknowledge, in the name and under the corporate seal of the Company, a certificate of ownership and merger for the purpose of effecting the Merger and to file

the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger; and further

RESOLVED, that upon the effectiveness of the certificate of ownership and merger, Article I of the Restated Certificate of Incorporation of the Company shall be amended in its entirety to read as follows:

"The name of the corporation is Chevron Corporation."

FOURTH: This Certificate of Ownership and Merger shall be effective at 12:01 a.m. (Eastern time) on May 9, 2005.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 6th day of May, 2005.

By: Lydia I. Beebe
Lydia I. Beebe
Corporate Secretary