

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/20/1937		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Crown Central Petroleum Corporation		09/20/1937
			CORPORATION:
RECEIVING PARTY DATA			
Name:	Crown Central Petroleum Corporation		
Street Address:	1 N. Charles St. #2200		
City:	Baltimore		
State/Country:	MARYLAND		
Postal Code:	21201		
Entity Type:	CORPORATION: MARYLAND		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	0040411	CROWN
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	410-347-7040		
Email:	alipayowker@rosemoreinc.com		
Correspondent Name:	Andrew Lapayowker		
Address Line 1:	1 N. Charles St. #2200		
Address Line 4:	Baltimore, MARYLAND 21201		
NAME OF SUBMITTER:	Andrew Lapayowker		
Signature:	/Andrew Lapayowker/		

Date:

02/06/2013

Total Attachments: 16

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MICROFILMED
SERIALS SECTION

BOOK 67 PAGE 282

AGREEMENT OF CONSOLIDATION

BETWEEN

CROWN CENTRAL PETROLEUM CORPORATION
A DELAWARE CORPORATION

AND

CROWN CENTRAL PETROLEUM CORPORATION
A MARYLAND CORPORATION

RECORDED

1948 DEC 15 AM 10:53

PAUL E. WEHRLE, CLERK
LOCALITY OFFICE, MARYLAND DEPT.
1 BELLEVILLE, VA.

WITNESSES:
WOODROE, PUTTS & KIZER
1400 Union Building
Charleston 1, W. Va.

TRADEMARK

REEL: 004956 FRAME: 0615

AGREEMENT OF CONSOLIDATION

BETWEEN

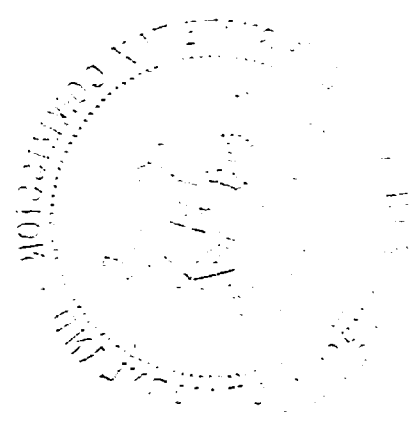
CROWN CENTRAL PETROLEUM CORPORATION

A DELAWARE CORPORATION

AND

CROWN CENTRAL PETROLEUM CORPORATION

A MARYLAND CORPORATION



AGREEMENT OF CONSOLIDATION

DATED SEPTEMBER 20, 1937

THIS AGREEMENT OF CONSOLIDATION, made and entered into this 20th day of September, 1937, by and between CROWN CENTRAL PETROLEUM CORPORATION, a corporation duly organized and existing under and by virtue of the laws of the State of Delaware, and a majority of the Directors thereof, and CROWN CENTRAL PETROLEUM CORPORATION, a corporation duly organized and existing under and by virtue of the laws of the State of Maryland;

WHEREAS, Crown Central Petroleum Corporation is a corporation duly incorporated under the General Corporation Laws of the State of Delaware, on December 24th, 1923, and duly qualified to transact business in the State of Maryland on May 11th, 1932; and

WHEREAS, Crown Central Petroleum Corporation is a corporation duly created and existing under the Laws of the State of Maryland; and

WHEREAS, both corporations are legally authorized to consolidate and form one corporation by virtue of the provisions of Section 33½ of Article 23 of the Maryland Code of Public General Laws and by virtue of the provisions of Section 59 of the General Corporation Laws of the State of Delaware; and

WHEREAS, both corporations have agreed to consolidate and thereby form a new Maryland corporation; and

WHEREAS, the total amount of the authorized capital stock of each of the consolidating corporations is as follows:

(a) Crown Central Petroleum Corporation, a Delaware corporation, has an authorized capital stock of Five Million, Seventy-six Thousand, One Hundred Dollars (\$5,076,100) par value, of which Seventy-six Thousand, One Hundred Dollars (\$76,100) par value, divided into seven hundred sixty-one (761) shares of the par value of One Hundred Dollars (\$100) each is Five Per Cent (5%) Non-Cumulative Preferred Stock, and Five Million Dollars (\$5,000,000) par value, divided into Five Million (5,000,000) shares of the par value of One Dollar (\$1.00) each, is Common Stock.

(b) Crown Central Petroleum Corporation, a Maryland corporation, has an authorized capital stock of One Hundred Thousand Dollars (\$100,000) par value, divided into Twenty Thousand (20,000) shares of the par value of Five Dollars (\$5.00) each; and

WHEREAS, the amount of the issued and outstanding capital stock of each of the consolidating corporations is as follows:

(a) Crown Central Petroleum Corporation, a Delaware corporation, has issued and outstanding seven hundred sixty-one (761) shares of Five Per Cent (5%) Non-Cumulative Preferred Stock of the par value of One Hundred Dollars (\$100.00) each, and Four Million, One Hundred Twenty-eight Thousand, Six Hundred (4,128,600) shares of Common Stock of the par value of One Dollar (\$1.00) each.

(b) Crown Central Petroleum Corporation, a Maryland corporation, has issued and outstanding Two Thousand (2,000) shares of Common Stock of the par value of Five Dollars (\$5.00) each; and

WHEREAS, this Agreement of Consolidation was submitted to the Board of Directors of the Crown Central Petroleum Corporation, a Maryland Corporation, at a meeting of said Board of Directors held at the offices of said Corporation, American Building, Baltimore, Maryland, on the 23rd day of August, 1937, in pursuance of due and lawful notice, and the said Board of Directors approved this Agreement of Consolidation and passed resolutions declaring that such consolidation is advisable, and calling a special meeting of the stockholders of the Corporation to take action thereon; and

WHEREAS, this Agreement of Consolidation was submitted to the Board of Directors of the Crown Central Petroleum Corporation, a Delaware Corporation, at a special meeting of said Board of Directors held at 44 Pine Street, New York City, on the 20th day of August, 1937, in pursuance of due and lawful notice, and the said Board of Directors approved this Agreement of Consolidation and passed resolutions declaring that such Consolidation is advisable, and calling a special meeting of the stockholders of the Corporation to take action thereon in accordance with the General Corporation Laws of the State of Delaware; and

WHEREAS, the stockholders of the Crown Central Petroleum Corporation, a Maryland Corporation, at a meeting duly held at its offices, American Building, Baltimore, Maryland, on the 10th day of September, 1937, in accordance with the resolutions for the holding of said meeting above recited, and after full and exact compliance with the provisions of the Maryland Code of Public General Laws, duly passed resolutions approving said Agreement of Consolidation by the affirmative vote of more than two-thirds of all of the shares of said Corporation outstanding and entitled to vote; and

WHEREAS, the stockholders of the Crown Central Petroleum Corporation, a Delaware Corporation, at a meeting duly held at the offices of the Corporation, 420 Lexington Avenue, Borough of Manhattan, City and State of New York, on the 20th day of September, 1937, in accordance with the resolution for the holding of said meeting above recited, and after full and exact compliance with the provisions of the General Corporation Laws of the State of Delaware, duly passed resolutions approving and adopting said Agreement of Consolidation by the affirmative vote of the stockholders representing more than two-thirds of the total number of shares of its capital stock; and

WHEREAS, all things have been done and all conditions complied with entitling the said two corporations to consolidate;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, provisions and covenants herein contained, the parties hereto hereby agree that CROWN CENTRAL PETROLEUM CORPORATION, a corporation organized and existing under the laws of the State of Delaware, and CROWN CENTRAL PETROLEUM CORPORATION, a corporation organized and existing under the laws of the State of Maryland, shall be and they hereby are consolidated into a new corporation which shall be a Maryland corporation; and that the terms and conditions of the consolidation hereby approved and agreed upon, the mode of carrying the same into effect, the manner and basis of converting the shares of each corporation into the shares of the new corporation and the other provisions and details thereof which are deemed necessary are and shall be as hereinafter set forth, that is to say:

First: The parties hereto have agreed to consolidate and to form a new corporation under the laws of the State of Maryland.

Second: The name of the new corporation (herein sometimes referred to as the "new corporation," the "new consolidated corporation" or the "corporation") is

"CROWN CENTRAL PETROLEUM CORPORATION"

Third: The purposes for which the new consolidated corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To purchase, own, lease, manage, operate, license, sell, hire, exchange, promote, construct, manufacture, or deal in oil properties or leases or other rights in mines, timber land, rights or interests in or pertaining to mines, timber lands, ores, oil, metals, minerals, coal, coke, timber, any other products of the earth, merchandise, factories, furnaces, warehouses, shops, lands, buildings, dwellings, mills, smelters, refineries, any other plants or machinery, apparatus or contrivances, for the treatment of ores, minerals or metals, or for curing, mining, realizing upon or making marketable timber, coal, coke, minerals, metals or other products of the earth, and generally to carry on anywhere, any manufacturing, building, contracting, construction, real estate, mining, quarrying, smelting, refining, agricultural or lumbering business and to do all incidental matters to promote and further any of the foregoing objects which may be lawfully done by a corporation engaged in any of such purposes.

(b) To carry on the business of drilling for, extracting, producing, concentrating, evaporating, refining, compressing, manufacturing, transporting, buying, selling, and otherwise disposing of and turning to account and dealing and trading in oil and petroleum of all grades, or any products therefrom, gasoline, motor fuel, lubricating products, asphaltum, bitumen and bituminous substances of all kinds, carbon and hydro-carbon products of all kinds, coal, salts, natural gas, and in general sub-soil products and surface deposits of every nature and description.

(c) To purchase, lease, or otherwise acquire, and to sell, mortgage, lease, or otherwise dispose of and to contract for, oil, gas, coal, and mineral lands and lands and real property of all kinds.

(d) To construct, purchase, lease, or otherwise acquire, to equip, maintain and operate, to sell or otherwise dispose of oil lands, leases and any property, works, plants or wells for the production, manufacture, distribution, and supply of gas, electricity, water, coal, light, heat and power in any form and for any purpose; transmission plants, transmission lines, substations, transforming and distributing stations, distributing lines and circuits, pipe and tank lines, tank reservoirs, receiving stations, tunnels, bridges, canals and piers, for gas, oil, electricity, water, power, heat, or light.

(e) To manufacture, purchase, and sell utensils, boxes, barrels, cans, packages, and containers that may be necessary or incidental to the business of the corporation, and generally to do all things necessary or incidental to the carrying on of said business.

(f) To construct, build, purchase, lease, equip, or otherwise acquire, and to hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create liens upon, sell, convey, or otherwise dispose of and turn to account:

(1) Any and all railroads and railway plants, properties, equipment, franchises, appurtenances, and rights, whether operated by steam, electric, horse, gasoline, or other power, and any other roads, means of transportation, and all appurtenances thereof;

provided, however, that such business is to be carried on entirely outside of the State of Maryland and only in States and jurisdictions where permissible under the laws thereof.

(2) Any and all locomotives, railroad cars, tank cars, motor cars, motor trucks, and vehicles of any and every description, necessary or convenient in connection with any business enumerated herein, in so far as it may be permissible by a corporation organized under the Laws of Maryland so to do.

(3) Any and all ships, docks, boats, barges, floats, and vessels (whether operated by steam, electricity, oil, gasoline, or any other power), docks, wharves, drydocks, repair shops, elevators, piers, terminals, warehouses, and storage plants, facilities, connections, and installations necessary or convenient for any of the businesses enumerated herein.

(4) Any and all public and private works and conveniences of every kind in which expressions are included roads, tramways, bridges, canals, gas works, and distributing plants, pipe lines, reservoirs, dams, embankment, irrigation systems, storage plants, reclamation, sewage, sanitary and waterworks, and electric light, telegraph, telephone and heat, light and power plants and systems, and also hotels, warehouses, markets, dwelling-houses, office buildings, and private and public buildings, plants for building or assembling, repair shops, facilities and objects of all kinds, and all appliances and appurtenances thereof, and all other works, conveniences, and institutions for public or private utility or use, provided, however, that any of the foregoing shall be in all respects authorized by the laws of the jurisdiction where such public or private works are sought to be instituted or conducted.

(g) To manufacture, purchase, or otherwise acquire, to hold, own, mortgage, pledge, sell, assign, and transfer, or otherwise dispose of, to invest, trade, deal in, and deal with goods, wares and merchandise, and real and personal property of every class and description; and in particular, lands, buildings, business concerns and undertakings, mortgages, shares, stocks, debentures, securities, concessions, produce, policies, book debts, and claims and any interest in real or personal property, and any claims against such property, or against any person or corporation, and to carry on any business, concern or undertakings so acquired.

(h) To acquire the good will, rights, and property, and to undertake the whole or any part of the assets and liabilities of any person, firm, association, or corporation now or hereafter engaged in any business which this corporation may lawfully conduct, and to pay for the same in cash, stock or bonds of this Corporation or otherwise.

(i) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, trademarks and trade-names relating to or useful in connection with any business of this Corporation.

(j) To enter into, make, perform, and carry out contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation.

(k) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants and other negotiable or transferable instruments, but nothing herein contained is to be construed as authorizing this Corporation to carry on the busi-

ness of discounting bills, notes, or other evidences of debt, or receiving deposits of money, or foreign coins, or buying and selling bills of exchange, or of issuing bills, notes or other evidences of debt for circulation as money.

(l) To issue bonds, debentures, or obligations of this Corporation from time to time, for any of the objects or purposes of this Corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(m) To purchase, hold and reissue the shares of its capital stock.

(n) To purchase, own, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of, and to guarantee, so far as may be permitted under the laws of the State of Maryland, any of the shares of the capital stock of, and any bonds, debentures, notes, securities, or other evidences of indebtedness created, issued, or incurred by any public, municipal, quasi-public, or private corporations or associations of any kind wherever organized, or by any national, state, or local government, or by any individual or partnership, and as owner thereof to exercise all the rights, powers, and privileges of ownership, including the right to vote upon any stock thus acquired or owned; and to aid in any lawful manner any corporation, association, partnership, or individual of which or whom any bonds, stocks or other securities or evidences of indebtedness shall be held by this corporation and to do any acts and things permitted by law and designed to protect, preserve, improve or enhance the value of any such bonds, stocks, or other securities or evidences of indebtedness.

(o) To endorse, guarantee, indemnify, and make secure the punctual performance of any obligation or covenant or chose in action, of any person, firm, corporation, state, city, county or municipality.

(p) To carry on any other business which may be calculated directly or indirectly to effectuate the aforesaid objects or any of them, or to facilitate the transaction by the corporation of the aforesaid business or any part thereof, or the transaction of any other business which may be calculated directly or indirectly to enhance the value of its assets and property.

(q) To enter into any form of management contracts.

(r) In general to do any or all of the things hereinabove set forth, and such other things as are incidental or conducive to the attainments of the objects and purposes of the Corporation, as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, association or corporation, and in carrying on its business, and for the purpose of attaining or furthering any of its objects, to make and perform contracts of any kind and description, and to do such acts and things and to exercise any and all such powers to the same extent as a natural person might or could lawfully do to the extent allowed by law; and to organize or promote or facilitate the organization of subsidiary companies.

(s) To conduct business in the State of Maryland, in any other State of the United States, in the District of Columbia, and in the Territories and Colonies of the United States, and in foreign countries, and have one or more offices in the State of New York and in any other place or places outside the State of Maryland, and to hold, purchase, mortgage and convey real and personal property in and outside of the State of Mary-

land, and in any of said States, Districts, Territories, Colonies, or foreign countries, subject to the laws of such States, Districts, Territories, Colonies, or foreign countries.

The above granted powers to the Corporation are in the furtherance and not in limitation of the general powers conferred by law on the Corporation.

This Corporation shall not exercise within the State of Maryland any power herein contained which, if exercised within the State of Maryland, would change the status of this Corporation from that of an ordinary business corporation as defined in Article 81, Section 2 of the Maryland Code of Public General Laws.

Fourth: The Post Office address of the place at which the principal office of the new Corporation in this State will be located is American Building, Baltimore City, Maryland. The Resident Agent of the Corporation is James T-B. Bowles, whose Post Office address is American Building, Baltimore, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

Fifth: The new Corporation shall have ten (10) Directors and the following persons shall act as such until the first annual meeting or until their successors are duly chosen and qualified :

JAMES T-B. BOWLES	CHARLES J. MASON
JOHN W. CABLE, III	MAURICE NEWTON
CLINTON DAVIDSON	HENRY A. ROSENBERG
HOWARD P. INGELS	JACOB ROTHFIELD
HERBERT S. LANE	KARL F. STEINMANN

The number of Directors may be changed in such lawful manner as the By-laws may from time to time provide.

The names of the officers who are to serve until the first annual meeting or until their successors are duly chosen and qualified are:

President.....	HENRY A. ROSENBERG
Vice-President.....	HERBERT S. LANE
Secretary.....	JAMES T-B. BOWLES
Assistant Secretary.....	S. K. LAWHON
Treasurer.....	S. K. WATERS

The By-laws of the new consolidated corporation shall be the present By-laws of Crown Central Petroleum Corporation, a Maryland corporation, until duly changed or amended.

Sixth: Capital Stock.

(1) The total amount of the authorized capital stock of the new consolidated corporation is Twelve Million, Five Hundred Seventy-six Thousand, One Hundred Dollars (\$12,576,100) par value, of which Seventy-six Thousand, One Hundred Dollars (\$76,100), par value, divided into Seven Hundred and Sixty-one (761) shares of the par value of One Hundred Dollars (\$100) each, is preferred stock, and Twelve Million, Five Hundred Thousand Dollars (\$12,500,000) par value, divided into Two Million, Five Hundred Thousand (2,500,000) shares of the par value of Five Dollars (\$5) each, is Common Stock.

(2) The total amount of capital stock of the new consolidated corporation to be issued for stock of the consolidating corporations is Seven Hundred and Sixty-one (761) shares of preferred stock of the par value of One Hundred Dollars (\$100) each and Eight Hundred, Twenty-five Thousand, Seven Hundred and Twenty (825,720) shares of Common Stock of the par value of Five Dollars (\$5.00) each.

Seventh: The terms and conditions of the proposed consolidation and the mode of carrying the same into effect including the total amount of capital stock of each class of the new corporation to be issued for stock of each of the consolidating corporations and the manner of converting the capital stock of each of the consolidating corporations into stock of the new corporation are as follows:

(1) Seven Hundred and Sixty-one (761) shares of One Hundred Dollar (\$100) par value 5% Non-Cumulative preferred stock of the new corporation shall be issued to the holders of record on the effective date of this agreement of the outstanding preferred stock of Crown Central Petroleum Corporation, a Delaware corporation, at the rate of one (1) share of the preferred stock of the new corporation for each one (1) share of the presently outstanding preferred stock of Crown Central Petroleum Corporation, a Delaware corporation.

(2) Eight Hundred, Twenty-five Thousand, Seven Hundred and Twenty (825,720) shares of Five Dollar (\$5.00) par value common stock of the new corporation shall be issued to the holders of record on the effective date of this agreement of the outstanding common stock of Crown Central Petroleum Corporation, a Delaware corporation, at the rate of one (1) share of the Common Stock of the new corporation for each five (5) shares of the presently outstanding Common Stock of Crown Central Petroleum Corporation, a Delaware Corporation.

(3) The new corporation shall not be required to issue fractional shares of its Common Stock upon the conversion of the shares of the consolidating Delaware Corporation into stock of the new corporation, but in lieu of fractional shares it may issue scrip certificates exchangeable for full shares in such form and in such denominations and containing such other terms and provisions and limitations as the Board of Directors may determine prior to the issue thereof, including, if the Board of Directors shall so determine, a provision to the effect that all shares of stock represented by such scrip which have not been exchanged within two years after the effective date of this agreement may be sold by the new corporation at public or private sale, for the account of the holders of such scrip, and the proceeds of such sale held by the new corporation in trust for payment to such holders, pro rata, against the surrender of such scrip. Until the exchange thereof for certificates for full shares, the holders of such scrip certificates shall not be entitled to receive dividends thereon or to vote with respect thereto or to any other rights by virtue thereof as stockholders of the corporation except such rights as the Board of Directors may in its absolute discretion confer upon holders of such scrip certificates in the event of the dissolution of the new corporation.

Eighth: The following is a description of each class of stock of the new corporation with the preferences, voting powers, restrictions and qualifications thereof:

(1) The Preferred Stock shall be designated as "5% Non-Cumulative Preferred Stock."

(2) The holders of the Preferred Stock shall be entitled to receive from the assets of the Corporation available for dividends when and as declared by its Board of Directors

dividends at the rate of 5% per annum upon the par value thereof and no more from the beginning of the quarterly dividend period in which such stock shall have been issued payable quarterly on the first days of the months of March, June, September and December in each year before any dividend shall be paid upon or set apart for the Common Stock. During each year the holders of the Preferred Stock shall be entitled to receive dividends thereon only to the extent declared during such year whether or not the Corporation shall otherwise have any assets available for dividends during such year; and in the event no dividends shall be declared on the Preferred Stock in any year by the Board of Directors the holders of the Preferred Stock shall not be entitled to receive any dividends in respect of such year either in such year or any subsequent year whether or not the same shall be earned; but dividends shall not be declared upon the Common Stock during any year unless dividends at said rate upon the Preferred Stock for all previous quarterly dividend periods if any of such year then current shall have been declared and paid or a sum sufficient for the payment thereof set apart and dividends at said rate for the then current quarterly dividend period of such year shall have been declared.

(3) After the requirements if any in respect of dividends upon the Preferred Stock as hereinabove set forth shall have been met and after making such provision if any as the Board of Directors may deem necessary for working capital and reserves, then, out of the assets of the Corporation deemed by the Board of Directors to be advisable for dividends the holders of the Common Stock shall be entitled to receive such dividends as may from time to time be declared by the Board of Directors to the exclusion of the holders of the Preferred Stock.

(4) In the event of any liquidation, dissolution or winding up of the Corporation the holders of Preferred Stock shall be entitled to receive out of the assets of the Corporation available for distribution to its stockholders an amount equal to the par value of their respective shares of the Preferred Stock together with an amount equal to any dividends declared thereon but not paid before any distribution of the assets shall be made to the holders of the Common Stock; but the holders of the Preferred Stock shall be entitled to no further participation in such distribution. If upon any such liquidation, dissolution or winding up the assets distributable among the holders of the Preferred Stock shall be insufficient to permit the payment in full of the sums payable as aforesaid to the holders of the Preferred Stock upon any such liquidation or dissolution or winding up then all such assets of the Corporation shall be distributed ratably among the holders of the Preferred Stock according to the amounts which they respectively would be entitled to receive if such assets available for distribution as aforesaid were sufficient to permit the payment in full of said sums.

(5) After there shall have been paid to or set aside for the holders of the Preferred Stock the full amount of the sums aforesaid the holders of the Common Stock shall be entitled to receive pro rata all of the remaining assets of the Corporation available for distribution to its stockholders.

(6) The Corporation may at its option at any time or from time to time redeem the whole or any part of the Preferred Stock by the payment for each share of said stock so to be redeemed of the par value thereof together with an amount equal to any dividends declared thereon but not paid. Notice of any proposed redemption of said Preferred Stock shall be given by the Corporation by mailing a copy of such notice at least thirty days prior to the date fixed for such redemption to the holders of record of the Preferred

Stock to be redeemed at their respective addresses appearing on the books of the Corporation. Any such redemption of the Preferred Stock shall be in such amount at such place and by such method whether by lot or pro rata as shall from time to time be provided by the By-Laws of the Corporation or be determined by resolution of the Board of Directors. From and after the date fixed in any such notice as the date of redemption (unless default shall be made by the Corporation in providing moneys for the payment of the redemption price) all dividends upon the Preferred Stock so called for redemption shall cease to accrue and from and after said date (unless default shall be made by the Corporation as aforesaid) or if the Corporation shall so elect from and after the date (prior to the date of redemption so specified) on which the Corporation shall provide the moneys for the payment of the redemption price by depositing the amount thereof with a bank or trust company doing business in the Borough of Manhattan in the City of New York and having a capital and surplus of at least Two Million Dollars (\$2,000,000.00) provided that the notice of redemption shall state the intention of the Corporation to deposit such amount on a date in such notice specified, all rights of the holders of the Preferred Stock as stockholders of the Corporation except the right to receive the redemption price shall cease and determine. Any moneys so deposited which shall remain unclaimed by the holders of the Preferred Stock at the end of six years after the redemption date together with any interest thereon that shall be allowed by the bank or trust company with which the deposit was made shall be paid by it to the Corporation.

(7) Except as otherwise provided by law each share of the stock of the Corporation outstanding shall entitle the holder of record thereof to one vote in respect thereof (but not to vote as a class) in all proceedings in which action by stockholders of the Corporation shall be taken.

Ninth: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the new corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, which has been authorized but remains unissued, and securities convertible into shares of its stock, with or without par value, of any class, which has been authorized but remains unissued, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(2) No holders of stock of the Corporation, of whatever class, shall have any preemptive right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(3) Any officer or employee of the Corporation may be removed at any time with or without cause by the Board of Directors or by any committee or superior officer upon whom such power of removal may be conferred by the By-Laws or by authority of the

Board of Directors, and such action shall be conclusive on the officers or employee so removed.

(4) The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the Corporation, and to direct and determine the use and disposition of any surplus or net profits; and the amount of the surplus and the net profits of the Corporation to be reserved before the payment of any dividend shall rest wholly in the discretion of the Board of Directors.

(5) The Board of Directors may fix a date not exceeding twenty (20) days preceding the date of any meeting of stockholders, any dividend payment date or any date for the allotment of rights, during which the books of the corporation shall be closed against transfers of stock. In lieu of providing for the closing of the books against transfers of stock as aforesaid, the Board of Directors may fix a date, not exceeding thirty (30) days preceding the date of any meeting of stockholders, any dividend payment date or any date for the allotment of rights, as a record date for the determination of the stockholders entitled to notice of and to vote at such meeting, or entitled to receive such dividends or rights, as the case may be; and only stockholders of record on such date shall be entitled to notice of and to vote at such meeting or to receive such dividends or rights, as the case may be.

Tenth: The duration of the new corporation shall be perpetual.

Eleventh: The principal offices of the consolidating corporations are located in Baltimore City, Maryland. Neither of the consolidating corporations own property in the State of Maryland the title to which may be affected by the recording of an instrument among the Land Records.

Twelfth: On the effective date of this agreement all and singular the rights, privileges, powers and franchises of whatever nature and description, of each of the consolidating corporations, and all property, real, personal and mixed, and all debts and liabilities of whatsoever nature and description due on whatever account to either of said consolidating corporations shall be vested in the new corporation, and all property, rights, privileges and franchises and all and every other interest shall thereafter be as effectually the property of the new corporation as they were of the consolidating corporations, and the title to and interest and estates in any real estate, whether vested by deed or otherwise, in any of the consolidating corporations shall not revert or be in any way impaired by reason of the consolidation, provided, however, that all rights of creditors and all liens upon any property of either of the consolidating corporations shall be preserved unimpaired, and all debts, liabilities and duties of said consolidating corporations shall henceforth attach to the new corporation.

This agreement shall be effective when it has been filed in compliance with the corporation laws of the States of Maryland and Delaware.

IN WITNESS WHEREOF, Crown Central Petroleum Corporation, a Maryland corporation, has caused this Agreement of Consolidation to be signed and acknowledged in its corporate name, and on its behalf by its Vice-President, and its corporate seal to be hereunto attached and attested by its Secretary; and Crown Central Petroleum Corporation, a Delaware corporation, has caused this Agreement of Consolidation to be signed by a

majority of the directors of said corporation under the corporate seal of the corporation, attested by its Secretary.

CROWN CENTRAL PETROLEUM CORPORATION (MARYLAND)

By JOHN W. CABLE, III,
Vice-President.

ATTEST:

ADELAIDE HAENSLEK,
Secretary.

CROWN CENTRAL PETROLEUM CORPORATION (DELAWARE)

By CLINTON DAVIDSON [SEAL]

CHARLES J. MASON [SEAL]

KARL F. STEINMANN [SEAL]

HENRY A. ROSENBERG [SEAL]

JAMES T-B. BOWLES [SEAL]

J. ROTHFIELD [SEAL]

JOHN W. CABLE, III [SEAL]

Constituting a majority of the Directors of
Crown Central Petroleum Corporation, a
Delaware Corporation.

ATTEST:

JAMES T-B. BOWLES,
Secretary.

I, JAMES T-B. BOWLES, do hereby certify that I am Secretary of CROWN CENTRAL PETROLEUM CORPORATION, a Delaware corporation, being one of the consolidating companies party to the foregoing Agreement of Consolidation and I do further certify under the seal of said corporation that the Agreement of Consolidation on which this certificate is made was first duly signed by a majority of the Directors of said corporation and was duly submitted to the stockholders of said corporation at a meeting thereof called separately for the purpose of taking the same into consideration, of the time, place and object of which meeting due notice was given by publication at least once a week for four successive weeks in a newspaper published in New Castle County, State of Delaware, the said County being the County in which said corporation has its principal office, and a copy of such notice was mailed to the last known post office address of each stockholder of said corporation at least twenty days prior to the date of such meeting; that at said meeting said Agreement of Consolidation was considered and a vote by ballot in person or by proxy taken for the adoption or rejection of the same, each share entitling the holder thereof to one vote, and that the votes of the stockholders of said corporation representing two-thirds of the total number of shares of its capital stock outstanding were voted in favor of the adoption of said Agreement of Consolidation.

WITNESS my hand and seal of said corporation, affixed on September 20, 1937.

JAMES T-B. BOWLES,
Secretary.

The Secretary of CROWN CENTRAL PETROLEUM CORPORATION, a Delaware corporation, party to the foregoing Agreement of Consolidation, having duly certified in respect of the corporation of which he is Secretary that the votes of stockholders of said corporation representing two-thirds of the total number of shares of its capital stock outstanding were at a meeting of stockholders of said corporation voted in favor of the adoption of this Agreement of Consolidation, said corporation has caused this Agreement of Consolidation so adopted and so certified to be signed by its President and its Secretary under its corporate seal, this 20th day of September, A. D. 1937.

CROWN CENTRAL PETROLEUM CORPORATION

By HENRY A. ROSENBERG,
President.

ATTEST: JAMES T-B. BOWLES,
Secretary.

STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

BE IT REMEMBERED, That on this 21st day of September, A. D. 1937, personally appeared before me, the subscriber, a Notary Public for the State and City aforesaid, Henry A. Rosenberg, President of CROWN CENTRAL PETROLEUM CORPORATION, a corporation of the State of Delaware, known to me personally to be such and also known to me to be the same person whose name is subscribed to the foregoing Agreement of Consolidation as such President, and acknowledged that he signed, sealed and delivered the said Agreement as the act and deed of such corporation for the uses and purposes set forth in said Agreement. That the consolidation was duly advised, authorized and approved by the Board of Directors and stockholders of said corporation in the manner and by the vote required by the laws of the State of Delaware, and that the signing, sealing and delivery of said Agreement was duly authorized by the Board of Directors and the stockholders of said corporation pursuant to the laws of the State of Delaware.

WITNESS my hand and Notarial seal, the day and year first above written.

AMELIA A. GARDNER,
Notary Public.

STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

I HEREBY CERTIFY, That on this 21st day of September, 1937, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore, aforesaid, personally appeared John W. Cable, III, Vice-President of Crown Central Petroleum Corporation, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Agreement of Consolidation to be the corporate act of said corporation; and at the same time personally appeared Adelaide Haensler, and made oath in due form of law that she was Secretary of the meeting of the stockholders of the corporation duly called and held for the purpose of taking action upon the foregoing Agreement of Consolidation; that the said Agreement of Consolidation was duly advised by the Board of Directors of the said corporation, and that the said Agreement of Consolidation was duly submitted to the stockholders of said corporation at said meeting and was duly approved by the affirmative vote of the holders of more than two-thirds of all the shares outstanding and entitled to vote thereon.

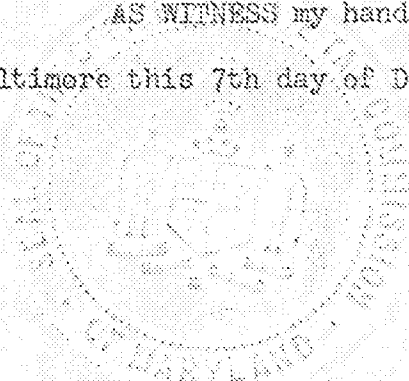
AS WITNESS my hand and Notarial seal.

AMELIA A. GARDNER,
Notary Public.

STATE TAX COMMISSION OF MARYLAND:

THIS IS TO CERTIFY that the within instrument is a true copy of the Agreement of Consolidation between "CROWN CENTRAL PETROLEUM CORPORATION" (a Delaware Corporation) and "CROWN CENTRAL PETROLEUM CORPORATION" (a Maryland Corporation) surviving under the name of "CROWN CENTRAL PETROLEUM CORPORATION", as approved and received for record by the State Tax Commission of Maryland, September 23, 1937 at 1:45 o'clock P. M.

AS WITNESS my hand and seal of the said Commission at Baltimore this 7th day of December, 1948.



Albert W. Ward
 Albert W. Ward
 Secretary

West Virginia Kanawha County Court Clerk's Office DEC 15 1948
 This Instrument was this day presented to me in my office, and there-
 upon, together with the Certificate thereto annexed, is admitted to
 record.

Teste: *Paul F. White* Clerk
 Kanawha County Court