

**RECORDED AT THE REQUEST OF AND
AFTER RECORDING RETURN TO:**

BP Products North America Inc.
30 South Wacker Drive, Suite 900
Chicago, IL 60606
Attn: Real Estate & Property Manager

**NOTICE OF MERGER
Skagit County, Washington**

Grantor: BP PRODUCTS NORTH AMERICA INC.,
a Maryland corporation, successor-by-merger to BP WEST
COAST PRODUCTS LLC, a Delaware limited liability company

Grantee: BP PRODUCTS NORTH AMERICA INC.,
a Maryland corporation

Legal Description: (1) LOT:1 SEC/TWN/RNG/MER:SEC 08 TWN 34 RNG 04
BS-1-95 BSP, LOT 1, (DK12) (DK12)

(2) LOT:2 SEC/TWN/RNG/MER:SEC 19 TWN 35 RNG 04
(0.6200 AC) (DR14) LOT 2 OF BSP NO. PL07-0601,
RECORDED UNDER AF#200803030109, BEING A
PORTION OF THE NORTHEAST 1/4 OF THE SOU

See Exhibit A for complete legal description.

Tax Parcel Number: P108144; P127416; and P127427

The undersigned, an authorized officer of BP PRODUCTS NORTH AMERICA INC., a Maryland corporation ("BPPNA"), successor-by-merger to BP WEST COAST PRODUCTS LLC, a Delaware limited liability company ("BPWCP"), hereby certifies as follows:

1. BPWCP owned certain real property in Skagit County, Washington legally described on Exhibit A attached hereto (individually and collectively, the "Real Property").
2. Effective as of 11:59 p.m., Eastern Time, on December 31, 2019, BPWCP merged with and into BPPNA, with BPPNA being the sole surviving company (the "Merger"), as evidenced by Articles of Merger filed with the Secretary of State of the State of Maryland, a copy of which is attached hereto as Exhibit B. As a result of the Merger, title to the Real Property was transferred to BPPNA by operation of law.

[signatures on following page]

DATED this 20th day of February, 2020.

BP PRODUCTS NORTH AMERICA INC.,
a Maryland corporation

By: *Randall Young*
Randall Young
Vice President

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 20th day of February, 2020, before me personally appeared Randall Young, to me known to be the Vice President of BP PRODUCTS NORTH AMERICA INC., a Maryland corporation, and acknowledged said instrument to be the free and voluntary act and deed of said party for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute said instrument.

Eric Schlesinger
Signature

Eric Schlesinger
Print Name

NOTARY PUBLIC in and for the State of Illinois,
residing at Naperville, IL
My commission expires May 16, 2021



EXHIBIT A
to
NOTICE OF MERGER

Legal Description of the Real Property

FACILITY #: 07060
1790 S BURLINGTON BLVD
BURLINGTON, WA 98233

COUNTY: SKAGIT

LEGAL DESCRIPTION:

Lot 1, CITY OF BURLINGTON BINDING SITE PLAN NO. BS 1-95, approved August 4, 1995, and recorded August 7, 1995, in Volume 12 of Short Plats, page 15, under Auditor's File No. 9508070045, records of Skagit County, Washington, being a portion of Tracts A and B of Skagit County Short Plat No. 97-78, recorded in Volume 3 of Short Plats, page 41, and of the Southwest Quarter of the Northwest Quarter of Section 8, Township 34 North, Range 4 East of the Willamette Meridian.

Situated in Skagit County, Washington.

Exhibit A-1

FACILITY #: 07116
9596 OLD HWY 99 NORTH ROAD
BURLINGTON, WA 98233 COUNTY: SKAGIT

LEGAL DESCRIPTION:

Lots 1 and 2 of Binding Site Plan No. PL07-0601, recorded March 3, 2008, under Auditor's File No. 200803030109, records of Skagit County, Washington; being a portion of the Northeast ¼ of the Southwest ¼ of Section 19, Township 35 North, Range 4 East, W.M.

Situate in the County of Skagit, Washington.

Exhibit A-2

EXHIBIT B
to
NOTICE OF MERGER

Articles of Merger

[*ATTACHED*]

State of Maryland
Department of
Assessments and Taxation



Larry Hogan
Governor

Taxpayer Services

Michael L. Higgs
Director

Date: 12/20/2019

DLA PIPER US LLP
SAUNDRA B. THOMSON, SR., CASE ASSISTANT
6225 SMITH AVENUE
BALTIMORE MD 21209-3600

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:

ENTITY NAME : BP PRODUCTS NORTH AMERICA INC.
DEPARTMENT ID : D00045773
TYPE OF REQUEST : ARTICLES OF MERGER
DATE FILED : 12-20-2019
TIME FILED : 02:45 PM
RECORDING FEE : \$100.00
EXPEDITED FEE : \$70.00
COPY FEE : \$24.00
FILING NUMBER : 1000362012522068
CUSTOMER ID : 0003791483
WORK ORDER NUMBER : 0005008060

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT
IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK
ORDER NUMBER ON ANY INQUIRIES.

Charter Division
Baltimore Metro Area (410) 767-1350
Outside Metro Area (888) 246-5941

Exhibit B-2

ENTITY TYPE: ORDINARY BUSINESS - STOCK
STOCK: Y
CLOSE: U
PRINCIPAL OFFICE: 7 ST. PAUL STREET
SUITE 820
BALTIMORE MD 21202
RESIDENT AGENT: THE CORPORATION TRUST, INCORPORATED
2405 YORK ROAD
SUITE 201
LUTHERVILLE TIMONIUM MD 21093-2264

COMMENTS:
THIS AMENDMENT RECORD INDICATES THE MERGER INVOLVING THE FOLLOWING ENTITIES:
SURVIVOR:
(D00045773) BP PRODUCTS NORTH AMERICA INC.

MERGED ENTITIES:
BP WEST COAST PRODUCTS LLC (DE).

EFFECTIVE DATE 12/31/19 @ 11:59P.M.

Maryland Articles of Merger**ARTICLES OF MERGER**

between

BP WEST COAST PRODUCTS LLC

(a Delaware limited liability company)

and

BP PRODUCTS NORTH AMERICA INC.

(a Maryland corporation)

BP West Coast Products LLC, a limited liability company duly organized and existing under the laws of the State of Delaware ("BP West Coast"), and BP Products North America Inc., a corporation duly organized and existing under the laws of the State of Maryland ("BPPNA"), do hereby certify that:

FIRST: BP West Coast and BPPNA agree that BP West Coast shall be merged with and into BPPNA (the "Merger") pursuant to that certain Agreement and Plan of Merger, dated as of December 20, 2019, by and among BP West Coast and BPPNA (as amended or restated through the date hereof, the "Merger Agreement") in the manner and on the terms set forth in these Articles of Merger. BPPNA shall survive the Merger as the surviving corporation (the "Surviving Corporation") and shall continue as a corporation of the State of Maryland under the name "BP Products North America Inc." pursuant to the provisions of the Maryland General Corporation Law.

SECOND: The name and place of incorporation or organization of each party to these Articles of Merger are "BP Products North America Inc.", a Maryland corporation, and "BP West Coast Products LLC", a Delaware limited liability company. BPPNA, formerly known as "American Oil Company", was incorporated under the general laws of the State of Maryland on January 3, 1922. BP West Coast was formed under the general laws of the State of Delaware on September 25, 2001.

THIRD: The principal office of BPPNA is located at 150 West Warrenville Road, Naperville, IL 60563. The principal office of BPPNA in the State of Maryland is located in Baltimore County. The principal office of BP West Coast is located at 4519 Grandview Road, Blaine, WA 98230. BP West Coast does not have a principal office in the State of Maryland. BP West Coast is not registered or qualified to do business in the State of Maryland.

FOURTH: BP West Coast does not own an interest in land in the State of Maryland.

FIFTH: The terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized, and approved by each party to these Articles of Merger in the manner and by the vote required by its organizational documents and the laws of the state of its incorporation or organization, as applicable. The manner of approval was as follows:

(a) The Board of Directors of BP West Coast, pursuant to a unanimous written consent dated December 20, 2019, adopted resolutions declaring that the proposed Merger was advisable, and approving the proposed Merger, in each case, on substantially the terms and conditions set forth or referred to in the resolutions, and directed that the proposed Merger be submitted for consideration pursuant to a written consent of the holders of limited liability company interests of BP West Coast. The proposed Merger was approved by the holders of limited liability company interests of BP West Coast pursuant to a written consent dated

EAST170936631.2

Exhibit B-4

125241-0005/4825-1800-7728.1

STATE OF MARYLAND

hereby certify that this is a true and correct copy of the
original document.
DATE: 12/20/2019
STATE DEPARTMENT OF 4 2019
BY: Pauline J. Ode 4
This stamp replaces our previous certification system. Effective 1/1/20

Exhibit B-5

December 20, 2019 by the affirmative vote of the holders of at least a majority of BP West Coast's limited liability company interests, as required by law and the organizational documents of BP West Coast.

(b) The Board of Directors of BPPNA, pursuant to a unanimous written consent dated December 20, 2019, adopted resolutions pursuant to which (i) the Board of Directors determined that the proposed Merger was advisable and approved the proposed Merger, in each case, on substantially the terms and conditions set forth or referred to in the resolutions, and (ii) the Board of Directors directed that the proposed Merger be submitted for consideration by the sole stockholder of BPPNA by written consent.

(c) The sole stockholder of BPPNA, pursuant to a written consent dated December 20, 2019, adopted resolutions pursuant to which the stockholder determined that the proposed Merger was advisable and approved the proposed Merger on substantially the terms and conditions set forth or referred to in the resolutions, as required by law and the charter of BPPNA.

SIXTH: Neither the charter nor the bylaws of the Surviving Corporation will be amended as a result of the Merger. From and after the Effective Time of the Merger, the directors and officers of BPPNA will continue to be the directors and officers of BPPNA until their respective successors are duly elected and qualify or until their earlier death, resignation, or removal.

SEVENTH: There is one class of limited liability company interests of BP West Coast outstanding and BPPNA owns 100% of the limited liability company interests of BP West Coast.

EIGHTH: The total number of shares of stock that BPPNA has authority to issue and the number and par value of the shares of each class and the aggregate par value of such shares of stock and the total amount of limited liability company interests issued by BP West Coast are as follows:

(a) Prior to the Merger, BPPNA has authorized one class of capital stock, consisting of 437,858 shares of common stock. Such shares of BPPNA common stock (the "BPPNA Common Stock") have a par value of \$50.00 per share for an aggregate par value of \$21,892,900.00 for all shares of capital stock. Prior to the Merger, the issued ownership interest of BPPNA is as follows:

BPPNA Stockholder	Shares of BPPNA Common Stock
The Standard Oil Company	100%

(b) Prior to the Merger, BP West Coast has issued 100% of its limited liability company interests to BPPNA.

NINTH: At the Effective Time (defined below), in accordance with Section 3-114 of the Maryland General Corporation Law, the separate existence of BP West Coast will cease by virtue of the Merger and without any further action on the part of BP West Coast, BPPNA, any holder of limited liability company interests of BP West Coast or any stockholder of BPPNA. From and after the Effective Time, all outstanding limited liability company interests of BP West Coast shall no longer be outstanding and shall automatically be canceled and shall cease to exist.

TENTH: The Merger shall become effective as of 11:59 p.m. Eastern Time on December 31, 2019 (the "Effective Time").

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

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IN WITNESS WHEREOF, these Articles of Merger are hereby signed for and on behalf of BP Products North America Inc., by its Vice President & Chief Financial Officer, who hereby acknowledges that these Articles of Merger are the act of the corporation and who hereby states under the penalties of perjury that the matters and facts set forth herein with respect to authorization and approval of the Merger are true in all material respects to the best of his knowledge, information and belief. These Articles of Merger are hereby signed for and on behalf of BP West Coast Products LLC, by BP Products North America Inc., its managing member, by its Vice President, who hereby states under the penalties of perjury that the matters and facts set forth herein with respect to authorization and approval of the Merger are true in all material respects to the best of his knowledge, information and belief.

BP PRODUCTS NORTH AMERICA INC.

By: [Signature]
Craig Bealmeah, Vice President & Chief Financial Officer

ATTEST:

By: [Signature]
Jason Alvarado, Secretary

CUST ID: 0003791483
WORK ORDER: 0005000060
DATE: 12-20-2019 02:45 PM
AMT. PAID: \$194.00

BP WEST COAST PRODUCTS LLC

By: [Signature]
Susan Baur, Vice President

ATTEST:

By: [Signature]
Nike Thorpe, Secretary

CORPORATE CHARTER APPROVAL SHEET
EXPEDITED SERVICE **KEEP WITH DOCUMENT**

DOCUMENT CODE 11 BUSINESS CODE _____

Close _____ Stock _____ Newstock _____



P.A. _____ Religious _____

Merging (Transfers) _____
BP West Coast Products LLC
(DG)

ID # 000040773 ACK # 1000362012522008
PAGES: 0004
BP PRODUCTS NORTH AMERICA INC.

Surviving (Predecessor) 000045903
BP Products North America
Inc.

12/20/2019 AT 02:45 P MO # 0005000000

New Name _____

FEES REMITTED

Base Fee:	<u>100</u>	_____	Change of Name
Org. & Cap. Fee:	_____	_____	Change of Principal Office
Expedite Fee:	<u>70</u>	_____	Change of Resident Agent
Penalty:	_____	_____	Change of Resident Agent Address
State Recordation Tax:	_____	_____	Resignation of Resident Agent
State Transfer Tax:	_____	_____	Designation of Resident Agent
<u>1</u> Certified Copies	_____	_____	and Resident Agent's Address
Copy Fee:	<u>24</u>	_____	Change of Business Code
Certificates	_____	_____	Adoption of Assumed Name
Certificate of Status Fee:	_____	_____	Other Change(s)
Personal Property Filings:	_____	_____	
Mail Processing Fee:	_____	_____	
Other:	_____	_____	
TOTAL FEES:	<u>194</u>	_____	

Credit Card _____ Check / Cash _____ Code 048
 Documents on _____ Checks _____
 Attention: Shirley B. Thompson, Sr. Case Assistant
 Mail: Name and Address _____
DLA Pacer LLP (US)
6225 Smith Avenue
Baltimore, Maryland 21209

Approved By: 17
Keyed By: _____
COMMENT(S):

Eff Date & Time 12-31-2019
11:59 p.m.

Stamp Work Order and Customer Number HERE

CUST ID: 0003791483
 WORK ORDER: 0005000000
 DATE: 12-20-2019 02:45 PM
 AMT. PRID: \$194.00