

RESOLUTION NO- 89-166

RESOLUTION OF THE BOARD OF COUNTY
COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA

WHEREAS, Texgas Corporation, a Delaware Corporation, as owner, has tendered a QUIT-CLAIM DEED dated April 25, 1989 to the Board of County Commissioners of St. Johns County, Florida conveying to the County the land described thereon

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, as follows:

Section 1: The above described QUIT-CLAIM DEED is hereby accepted by the Board of County Commissioners of St. Johns County, Florida. This acceptance shall not be deemed an acceptance requiring construction or maintenance on the subject property by the County.

Section 2: The Clerk is instructed to record the QUIT-CLAIM DEED in the official records of St. Johns County .

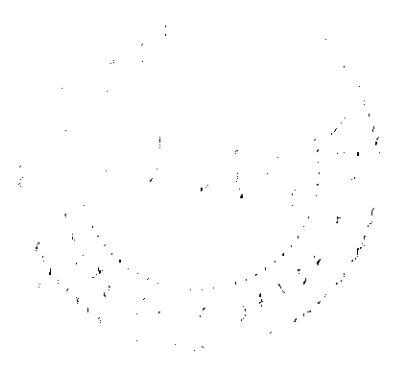
ADOPTED by the Board of County Commissioners of St. Johns County, Florida this 8th day of August, 1989.

BOARD OF COUNTY COMMISSIONERS
of ST. JOHNS COUNTY, FLORIDA

BY: Ray Walden
Its Chairman

ATTESTED: Carl "Bud" Markel, Clerk

BY: Rosemary Jones
Deputy Clerk



89 21242

O.R. 830 PG 0883

This Quit-Claim Deed, Executed this 25th day of April, A.D. 19 89, by

Texgas Corporation, a Delaware Corporation
first party, to

St. Johns County, Florida, a Political Subdivision of the State of Florida
whose postoffice address is P.O. Box 349, St. Augustine, FL 32085

second party:

(Wherever used herein the terms "first party" and "second party" shall include singular and plural, heirs, legal representatives, and assigns of individuals, and the successors and assigns of corporations, wherever the context so admits or requires.)

Witnesseth, That the said first party, for and in consideration of the sum of \$ 10.00 in hand paid by the said second party, the receipt whereof is hereby acknowledged, does hereby remise, release and quit-claim unto the said second party forever, all the right, title, interest, claim and demand which the said first party has in and to the following described lot, piece or parcel of land, situate, lying and being in the County of ST. JOHNS State of Florida, to-wit:

SEE EXHIBIT C PARCEL 3

Documentary Tax Pd. \$.55

Intangible Tax Pd.

Carl "Bud" Markel, Clerk St. Johns

County By: [Signature] D.C.

THIS INSTRUMENT WAS PREPARED BY

[Signature] FOR ANCIENT CITY TITLE CO., INC. RT. 3, BOX 27 D, ST. AUGUSTINE, FL AS A NECESSARY INCIDENT TO THE FULFILLMENT OF CONDITIONS IN A TITLE INSURANCE COMMITMENT ISSUED BY IT.

To Have and to Hold the same together with all and singular the appurtenances thereunto belonging or in anywise appertaining, and all the estate, right, title, interest, lien, equity and claim whatsoever of the said first party, either in law or equity, to the only proper use, benefit and behoof of the said second party forever.

In Witness Whereof, The said first party has signed and sealed these presents the day and year first above written.

Signed, sealed and delivered in presence of:

[Signature] Brian W. Klemm, Asst. Secretary

[Signature] John R. Kukucka, Vice President

STATE OF ~~FLORIDA~~ NEW JERSEY
COUNTY OF MORRIS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared John R. Kukucka, Vice President

to me known to be the person described in and who executed the foregoing instrument and before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this April A. D. 19 89

[Signature] MELANIE MORTER
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Nov. 28, 1989

This Instrument prepared by:

Address

EXHIBIT "C"

A strip of land in lot or tract 13 of the plat of F.N. Holmes property, as recorded in map book 2, page 36, public records of St. Johns County, Florida, more fully described as follows:

Commencing at the Northeast corner of said lot or tract; thence South 21 degrees 50 minutes 30 seconds East, on the East line of said lot or tract, 219.52 feet to the Point of Beginning at the Northeast corner of the herein described strip of land; thence continuing South 21 degrees 50 minutes 30 seconds East, on the East line of lot or tract, 63.11 feet; thence South 50 degrees 06 minutes West; parallel with the southeast line of the Florida East Coast Railway right of way, 2,740.38 feet; thence North 22 degrees 00 minutes West, on the West line of said lot or tract and the East line of Government lot 3, Section 23, Township 7 South, Range 29 East, 63.05 feet; thence North 50 degrees 06 minutes East 2,740.56 feet to the Point of Beginning.

FILED IN PUBLIC RECORDS OF
ST. JOHNS COUNTY, FLA.

89 AUG 31 PM 2:42

Shirley A. ...
CLERK OF COUNTY COURT

FLORIDA DEPARTMENT OF REVENUE
RETURN FOR TRANSFERS OF INTEREST IN FLORIDA REAL PROPERTY

PART I

A. Grantor (Seller): Texgas Corporation
Individual/Agent Name Corporate Name (if applicable)
One Suburban Plaza, 240 Rt 10W, Whippany, NJ ()
Mailing Address City State Zip Code Phone No.

B. Grantee (Buyer): St. Johns County
Individual/Agent Name Corporate Name (if applicable)
4020 Lewis Speedway St. Augustine, FL 32085 (904) 824-8131
Mailing Address City State Zip Code Phone No.

C. Description of Property: / /
Lot No. Block No. Name of Subdivision
Northwood Drive Road Right of Way
Other Description (if applicable)

D. Date of Sale: August 8, 1989 Type of Document: Quit-Claim Deed

E. Recorded in St. Johns County County(s).

PART II

Total Consideration Paid Or To Be Paid \$ -0-

PART III

**FOR USE BY TAXPAYER IN DETERMINING CONSIDERATION
NOT REQUIRED FOR FILING * (SEE REVERSE SIDE)**

1. Cash or Down Payment	\$ _____
2. New Or Existing Mortgages	\$ _____
3. Any Other Consideration	\$ _____
4. Total Consideration Paid or To Be Paid	\$ _____
5. If taxable consideration is \$100 or less or if the transaction is exempt, please explain briefly. _____ <u>Donation of Road Right of Way to St. Johns County</u>	

I hereby certify that this return has been examined by me and to the best of my knowledge and belief is a true and complete return.

Stuart Craig Contracting Agent St. Johns County 7/27/89
Signature of Grantor, Grantee or Grantee's Agent Date

To be completed by the Clerk of the Circuit Court's Office.

File Number _____ or O. R. Book _____ Page _____ or
Clerk's Date Stamp _____ Date Recorded _____

SEND TO LOCAL DEPARTMENT OF REVENUE AREA OFFICE

89 212,10

Brian W. Klemm

Brian W. Klemm, Assistant Secty.

4/21/89

Commonwealth of Virginia

O.R. 830 PG 0876



State Corporation Commission

I, George M. Bryant, Jr., Clerk of the State Corporation Commission, do hereby certify that

the foregoing is a true copy of the CERTIFICATE OF AMENDMENT of QUANTUM CHEMICAL CORPORATION issued December 30, 1987 .

Nothing more is hereby certified.

In Testimony Whereof I hereunto set my hand and affix the Official Seal of the State Corporation Commission, at

Richmond, this 14th day of

January A. D. 19 88



George M. Bryant, Jr.
Clerk of the Commission

NATIONAL DISTILLERS AND CHEMICAL CORPORATION

Articles of Amendment

I

The Name of the Corporation is National Distillers and Chemical Corporation (the Company).

II

Article I of the Company's Articles of Incorporation is hereby amended to read as follows:

"The name of the Corporation is Quantum Chemical Corporation."

III

The foregoing amendment (the Amendment) was proposed by the Company's Board of Directors, which found adoption of the Amendment to be in the Company's best interest and directed that it be submitted to a vote at a special meeting of the Company's shareholders on December 17, 1987 (the Special Meeting).

IV

On November 16, 1987, notice of the Special Meeting, accompanied by a copy of the Amendment, was given in the manner provided in the Virginia Stock Corporation Act to each of the Company's shareholders of record entitled to vote. On December 17, 1987, the Amendment was approved by the Company's shareholders at the Special Meeting.

V

Only holders of the Company's Common Stock, par value \$2.50 per share, were eligible to vote on the adoption of the Amendment of the Special Meeting. At the close of

business on November 5, 1987, the date fixed by the Company's Board of Directors as the record date for the Special Meeting, 30,409,497 shares of such stock were outstanding. Of those shares, 24,085,699 were voted for the Amendment, 461,641 , were voted against the Amendment, and 249,936 , abstained from voting on the Amendment at the Special Meeting. The number of shares voted for the Amendment was sufficient to approve the Amendment.

Dated: December 17, 1987

NATIONAL DISTILLERS AND CHEMICAL
CORPORATION

By: Richard A. Tilghman
Richard A. Tilghman
Vice President

and By: Linda J. Pavony
Linda J. Pavony
Assistant Secretary

026552

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

RICHMOND, December 30, 1987

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Quantum Chemical Corporation (formerly NATIONAL DISTILLERS AND CHEMICAL CORPORATION)

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law, effective December 30, 1987 .

STATE CORPORATION COMMISSION

By *Eugene B. Harty*
Commissioner

FILED AS INSTRUMENT
IN THE OFFICE OF THE
CLERK OF THE CIRCUIT COURT

89 AUG 31 PM 2:41

[Signature]
CLERK OF CIRCUIT COURT

Brian W. Klemm
Brian W. Klemm, Assistant Secty. 4/21/89

Commonwealth of Virginia

O.R. 830 PG 0880



State Corporation Commission

I, George M. Bryant, Jr., Clerk of the State Corporation Commission, do hereby certify that

the foregoing is a true copy of the CERTIFICATE OF MERGER of NATIONAL DISTILLERS AND CHEMICAL CORPORATION issued December 31, 1986 .

Nothing more is hereby certified.

In Testimony Whereof I hereunto set my hand and affix the Official Seal of the State Corporation Commission, at Richmond, this 9th day of January A. D. 19 87



George M. Bryant Jr.
Clerk of the Commission

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

RICHMOND, December 31, 1986

The accompanying articles having been delivered to the State Corporation Commission on behalf of

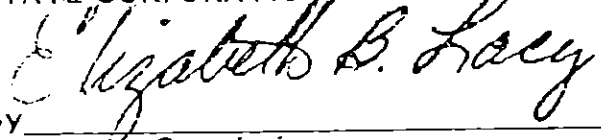
TEXGAS CORPORATION , Three foreign corporations not dom in VA.

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF MERGER

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that TEXGAS CORPORATION , Three foreign corporations not dom in VA. be merged into NATIONAL DISTILLERS AND CHEMICAL CORPORATION the surviving corporation, which shall continue to be a corporation existing under the laws of the State of Virginia with the corporate name NATIONAL DISTILLERS AND CHEMICAL CORPORATION and that the separate existence of the corporations parties to the plan of merger, except the surviving corporation, shall cease, effective December 31, 1986 .

STATE CORPORATION COMMISSION



BY _____

Commissioner

ARTICLES OF MERGER

The undersigned corporation, pursuant to Sections 13.1-719 through 13.1-722 of the Code of Virginia hereby executes the following articles of merger:

ONE

The plan of merger is as follows:

1. The name of the parent corporation is National Distillers and Chemical Corporation, a Virginia corporation. the names of the subsidiary corporations are:
 - a) Texgas Corporation (Delaware corporation); b) Suburban Propane of PA., Inc. (Pennsylvania corporation); c) Suburban Rulane Gas Co. of S.C. (South Carolina corporation); and LP-Gas Finance Co. (California corporation). The foregoing four corporations are hereinafter referred to collectively as "the subsidiary corporations".
2. The issued shares of the subsidiary corporations shall not be converted or exchanged in any manner, but each said share that is issued shall be surrendered and cancelled.
3. The parent corporation owns all the issued shares of the subsidiary corporations and there are no other shareholders to whom this plan of merger could be mailed.
4. No amendments to the Certificate of Incorporation of the parent corporation are required by virtue of these mergers.

TWO

Shareholder approval of this merger of parent and subsidiaries was not required.

The undersigned vice-president of the corporation declares under the penalties of perjury that the facts herein stated are true.

Dated: December 19, 1986.

National Distillers and Chemical Corporation

By



Vice-President

(VA. - 842 - 2/28/86)

RECORDED
INDEXED
CLERK OF SUPREME COURT

89 AUG 31 PM 2:41

CLERK OF SUPREME COURT