

EXHIBIT C

State of Delaware
Office of the Secretary of State

PAGE 1

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE CERTIFICATE OF INCORPORATION OF "SAUDI PETROLEUM INTERNATIONAL, INC.", WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF FEBRUARY, A.D. 1988, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

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

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

* * * * *



Michael Ratchford

Michael Ratchford, Secretary of State

*3627389

AUTHENTICATION: 10/19/1992

DATE:

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State of Delaware



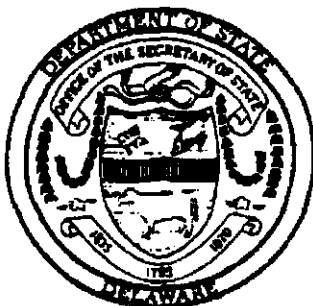
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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF SAUDI PETROLEUM INTERNATIONAL, INC. FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF FEBRUARY, A.D. 1988, AT 4 O'CLOCK P.M.

! ! ! ! ! ! ! ! !

1988 FEB 29 11:16:37



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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 11604177
DATE: 03/01/1988

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FILED

FEB 29 1988

4pm
John H. ...
REGISTRAR OF DELE.

2511 - 2/29/88

CERTIFICATE OF INCORPORATION

OF

SAUDI PETROLEUM INTERNATIONAL, INC.

1. The name of the corporation is:
SAUDI PETROLEUM INTERNATIONAL, INC.
2. The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is:
 - (a) To acquire, sell, trade and otherwise deal in hydrocarbons and refined products.
 - (b) To engage in any other activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is one hundred (100) shares of common stock and the par value of each of such shares is Ten Dollars (\$10.00) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

5. The name and mailing address of each incorporator is as follows:

D. A. Hampton	1209 Orange Street Wilmington, Delaware 19801
J. A. Grodzicki	1209 Orange Street Wilmington, Delaware 19801
S. J. Queppet	1209 Orange Street Wilmington, Delaware 19801

6. The corporation is to have perpetual existence.

7. Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time to time by the Board of Directors or in the By-Laws of the corporation.

8. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (a) To borrow money and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds with or without the privilege of conversion into stock of the corporation.
- (b) To authorize and cause to be executed mortgages and liens upon the real and personal property of

the corporation, and conveyances of its real estate.

- (c) To amend the By-Laws.
- (d) To designate a Salary Committee of not less than four (4) nor more than seven (7) members, none of whom need to be a Director of the corporation. The Board of Directors may also designate some other person who is not a member of the Salary Committee to act as Secretary of such Committee. The Salary Committee shall consider and approve such personnel matters as may be delegated to the Committee by the Board of Directors from time to time.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate of Incorporation, hereby declaring and certifying that this is our act and deed, and the facts herein stated are true, and accordingly have hereunto set our hands this 29th day of March, 1988.

D. A. Hampton

D. A. Hampton

J. A. Grodzicki

J. A. Grodzicki

S. J. Queppet

S. J. Queppet

RECEIVED FOR RECORD

MAR 02 1988

William M. Honey, Recorder

BY-LAWS

of

SAUDI PETROLEUM INTERNATIONAL, INC.



Adopted March 18, 1988

100-201-1011-52

SAUDI PETROLEUM INTERNATIONAL, INC.

BY-LAWS

Article I

OFFICES

Section 1. Registered Office. The registered office shall be in the City of Wilmington, County of New Castle, State of Delaware.

Section 2. Other Offices. The corporation may have other offices at such places both within and outside the State of Delaware as the Board of Directors may from time to time determine or the business of the corporation may require.

Article II

STOCKHOLDERS

Section 1. Annual Meeting. There shall be a regular annual meeting of the stockholders at 8:30 A.M. on the first Wednesday in April of each year, or upon the next succeeding business day, if said Wednesday should fall upon a legal holiday.

Section 2. Election of Directors. At the annual meeting, the stockholders shall elect the Directors of the corporation who, subject to the provisions of Section 1 of Article III, shall hold office until their successors are elected and qualified. All elections of Directors shall be by ballot.

Any vacancy in the office of a Director shall be filled by election by the stockholders at a special meeting of the stockholders called for that purpose. The persons so elected shall, subject to the provisions of Section 1 of Article III, hold office until the next annual election of Directors and the qualification of the Directors elected thereat in accordance with the provisions of the preceding paragraph of this Section.

Section 3. Special Meetings. A special meeting of the stockholders for any purpose or purposes may be called by the Chairman of the Board of Directors, the President or the Secretary, or, at the request of the holder or holders of not less than thirty percent (30%) of the capital stock issued and outstanding, shall be called by the Secretary.

Section 4. Place of Meetings. Meetings of the stockholders shall be held either at the principal office of the corporation or elsewhere with the consent of all the stockholders.

three (3) nor more than eleven (11), as shall be determined by the stockholders at the annual meeting. The number of Directors so determined shall thereafter be elected at such meeting, provided, however, that if less than eleven (11) Directors are elected at such meeting, the number of Directors comprising the whole Board may be increased from time to time to not more than eleven (11) Directors if the stockholders so determine at a special meeting called for that purpose; upon making a determination to so increase the number of Directors, such additional Directors shall thereafter be elected at such special meeting. None of the Directors need be a holder of stock in the corporation.

Section 2. Quorum. Except as otherwise provided by law or by the Certificate of Incorporation, the lowest integral number representing not less than one-third of the total number of Directors shall constitute a quorum for the transaction of business.

Section 3. Power of Directors. Subject to the provisions of law, the Certificate of Incorporation and these By-Laws, the Board of Directors shall have power to exercise all the powers of the corporation.

Section 4. Meetings. A regular meeting of the Board of Directors shall be held immediately after each annual meeting of the stockholders. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board, the President, or the Secretary, and the Secretary shall, at any time, call a special meeting of the Board of Directors upon the written request of two (2) or more of the Directors.

Section 5. Place of Meetings. Meetings of the Directors shall be held either at the principal office of the corporation in the United States or at such place as the notice of meeting or waiver of notice may specify.

Section 6. Business at Meetings. Any business which may be done at a regular meeting of the Board of Directors may be done at an adjourned regular meeting of the Board or at a special or an adjourned special meeting of the Board.

Section 7. Adjourned Meetings. Any meeting (regular, special or adjourned) may be adjourned to another time or to another time and place by a vote of the majority of the Directors present at the meeting. When a quorum is not present at the time and place of any meeting, those present shall adjourn the meeting to another time and place. No notice shall be required for any adjourned meeting.

Section 8. Notice of Meetings. No notice shall be required of the regular meeting of the Board of Directors held immediately after each annual meeting of stockholders. Except as provided in Section 7 of this Article III, notice of any other regular or special meeting of the Board of Directors shall be served upon,

mailed, or sent by telegraph to each Director at his last known address, not less than five (5) days before the date fixed for such meeting.

Every notice of a regular or special meeting of the Board of Directors shall specify the time and place of such meeting.

Meetings requiring notice may be held on less than five (5) days' notice with waiver in writing of all of the Directors.

Article IV

THE OFFICERS:

THE GENERAL COUNSEL AND ASSOCIATE GENERAL COUNSEL

Section 1. Officers. The Board of Directors, at its regular meeting, shall elect a President who also shall be, ex officio, the Chief Executive Officer. The Board shall also elect a Secretary, one or more Assistant Secretaries, and a Treasurer, and may elect one or more Vice Presidents, Assistant Treasurers, a Controller and one or more Assistant Controllers. It may also elect one or more Executive Vice-Presidents and may designate by resolution one or more of the Vice-Presidents as Senior Vice-Presidents.

Two or more offices, other than the offices of President and Secretary, may be held by the same person.

Section 2. The General Counsel and Associate General Counsel. The Board of Directors at such meeting may appoint a General Counsel and one or more Associate General Counsel.

Section 3. Corporate Signature. The officers of the corporation, and each of them, may affix the signature of the corporation to all deeds, conveyances, mortgages, leases, promissory notes, contracts, obligations, certificates and other papers and instruments in writing which, in the usual course of business, may require signature; and may authorize each of their assistants to affix the signature of the corporation to such papers and instruments, subject to such limitations and restrictions as the authorizing officer may designate.

Section 4. The Chairman of the Board. The Chairman of the Board, if there be one, shall preside at all meetings of the stockholders and of the Board of Directors. If there be no Chairman or in the event of his absence from any meeting or disqualification, the President shall perform the duties of the Chairman of the Board.

Section 5. The Chief Executive Officer. The Chief Executive Officer shall have and exercise general supervision over the business and affairs of the corporation; and shall supervise and direct all of the officers, agents and employees of the corporation and prescribe such of their duties not otherwise prescribed by statute or by these By-Laws or by the Board of Directors. He may

delegate any of the duties he performs as Chief Executive Officer to such other officer or officers as he may deem advisable.

When the designated Chief Executive Officer is absent or fails for any cause to act in that capacity, the Board of Directors shall designate an individual to perform the required duties of that position.

Section 6. The President. In addition to performing the duties set forth in Sections 1, 4 and 5 of this Article IV, the President shall keep in close touch with the administration of the affairs of the corporation and perform such other duties as shall be assigned to him by the Board of Directors.

Section 7. The Vice-Presidents. Each Vice-President shall perform such duties as may be assigned to him from time to time by the Board of Directors or the Chief Executive Officer.

Section 8. The Secretary. The Secretary shall (1) keep full and complete records of the meetings of stockholders, of Directors, and of Committees of the Board; (2) keep the seal of the corporation and affix the same to all instruments that may require it and countersign all certificates of stock; (3) transfer upon the books of the corporation all shares of the corporation's stock which may have been signed by the President or a Vice-President and the corporate seal affixed; and (4) do and perform such other duties as pertain to his office and as may be required by the Board of Directors.

Section 9. The Assistant Secretary or Secretaries. The Assistant Secretary or Secretaries shall assist the Secretary in the performance of the Secretary's duties and shall generally perform such other duties as may be delegated to him or them by the Board of Directors.

Section 10. The Treasurer. The Treasurer shall receive and keep safely all monies of the corporation; pay out such money in such manner as may be prescribed by the Board of Directors and generally do and perform all such other duties as pertain to his office and as may be required by the Board of Directors.

Section 11. The Assistant Treasurer or Treasurers. The Assistant Treasurer or Treasurers shall assist the Treasurer in the performance of the Treasurer's duties and generally perform such duties as may be delegated to him or them by the Board of Directors.

Section 12. The Controller. The Controller shall (1) have custody of all of the corporation's books of account; (2) supervise the keeping of books and records of all assets, liabilities and transactions of the corporation; and (3) do and perform such other duties as pertain to his office and as may be required by the Board of Directors.

Section 13. The Assistant Controller or Controllers. The Assistant Controller or Controllers shall assist the Controller in the performance of the Controller's duties and shall generally perform such other duties as may be delegated to him or them by the Board of Directors.

Section 14. Exercise of Powers by Officers. All the powers and duties conferred or imposed upon the officers of the corporation by law or by these By-Laws may be exercised and performed by them either within the State of Delaware or elsewhere.

Section 15. The General Counsel. The General Counsel shall have charge of all the legal affairs of the corporation and shall supervise the corporation's contract relations.

Section 16. The Associate General Counsel. The Associate General Counsel shall assist the General Counsel in the performance of the General Counsel's duties and perform such duties as shall be assigned by the General Counsel.

Section 17. Books and Records. The books and records of the corporation (except such as may be required by the laws of the State of Delaware to be kept in Delaware) may be kept at any place outside the State of Delaware designated by the Board of Directors.

Article V

CERTIFICATES OF STOCK

Section 1. Signing and Sealing. All certificates of stock of the corporation shall be signed by the President or a Vice-President, and countersigned by the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer, and shall bear the corporate seal.

Section 2. Cancellation; Issuance of New Certificates. No surrendered certificate shall be cancelled by the Secretary unless a new one is issued in lieu thereof, nor shall any new certificate be issued in lieu of an old one unless the latter is surrendered and cancelled at the same time. If, however, a certificate shall be lost or destroyed, the Board of Directors may order a new certificate issued upon such terms, conditions and guarantees as the Board may see fit to impose.

Section 3. Fractional Part of a Share. The corporation shall not be obliged to issue any certificate evidencing, either singly or with other shares, any fractional part of a share nor for undivided interests in shares, but it may do so if the Board of Directors shall so direct.

Section 4. Owners of Stock. The person, firm or corporation in whose name the stock stands on the books of the corporation, whether individually or as trustee, pledgee or otherwise, may be

recognized and treated by the corporation as the absolute owner of the stock and the corporation shall in no event be obliged to deal with or to recognize the rights or interests of other persons in such stock or in any part thereof.

Article VI

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify to the full extent authorized by, and in the manner permissible under, the Laws of the State of Delaware any person made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he is or was a Director or Officer of the corporation or is or was serving any other corporation, partnership, joint venture, trust or enterprise as a Director or Officer at the request of the corporation. Expenses subject to indemnification hereunder shall be advanced by the corporation prior to final disposition of the action, suit or proceeding upon receipt of an undertaking acceptable to the corporation by or on behalf of the Director or Officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation. The rights of indemnification and advancement of expenses herein provided for shall not be deemed exclusive of any other rights to which any Director or Officer may now or thereafter be entitled, apart from the provisions of this Article, under any By-Law, agreement, vote of stockholders or disinterested Directors or otherwise, and shall continue as to a person who has ceased to be such Director or Officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.