

State of Idaho

Department of State.

CERTIFICATE OF AUTHORITY OF

FIRST MISSISSIPPI CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of FIRST MISSISSIPPI CORPORATION

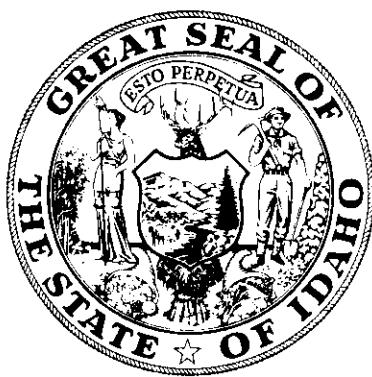
for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to FIRST MISSISSIPPI CORPORATION

to transact business in this State under the name FIRST MISSISSIPPI CORPORATION

and attach hereto a duplicate original of the Application for such Certificate.

Dated June 16, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is FIRST MISSISSIPPI CORPORATION

2. *The name which it shall use in Idaho is N/A

3. It is incorporated under the laws of Mississippi

4. The date of its incorporation is 3/19/57 and the period of its duration is 99 years

5. The address of its principal office in the state or country under the laws of which it is incorporated is 700 North St., Jackson, MS 39205

6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed

registered agent in Idaho at that address is C T CORPORATION SYSTEM

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Oil & gas exploration and for all other purposes for which
the State is allowed under state charter.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>see attached</u>		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>25,000,000</u>	<u>Common</u>	<u>\$1.00</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
8,610,150	Common	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated June 4, 19 80

FIRST MISSISSIPPI CORPORATION

By James Kelley Williams WRB
Its President

and James B. Long WEP
Its Secretary

STATE OF MISSISSIPPI)
COUNTY OF HINDS) ss:

I, Ann Franciskato, a notary public, do hereby certify that on
this 4th day of June, 19 80, personally appeared before
me J. Kelley Williams, who being by me first duly sworn, declared that he
is the President of FIRST MISSISSIPPI CORPORATION

that he signed the foregoing document as President of the corporation and that the
statements therein contained are true.

My Commission Expires Nov. 30, 1983

Ann Franciskato
Notary Public

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

FIRST MISSISSIPPI CORPORATION

THE OFFICERS AND DIRECTORS OF THE CORPORATION ARE:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
LeRoy P. Percy	Chr. of Bd -Dir.	P.O. Box 218 Greenville, Miss.
Owen Cooper	Chr. of Ex. Committee -Dir.	P.O. Box 388 Yazoo City, Miss.
J. Kelley Williams	President -Dir.	P.O. Box 1249 Jackson, Miss.
James M. Bellah	Vice Pres.	P.O. Box 1249 Jackson, Miss.
Alfred T. Bogen	Vice Pres.	P.O. Box 1249 Jackson, Miss.
James W. Crook	Vice Pres. -Dir.	P.O. Box 1249 Jackson, Miss.
Charles M. McAuley	Vice Pres.	P.O. Box 1249 Jackson, Miss.
James B. Lange	Secretary- Treasurer	P.O. Box 1249 Jackson, Miss.
Alfred L. Price	General Counsel	P.O. Box 1249 Jackson, Miss.
Frank G. Smith	Director	Blytheville, Ark.
Leland R. Speed	Director	P.O. Box 1042 Jackson, Miss.
Jack W. Castino	Director	White Hollow Rd. Sharon, Connecticut
Robert P. Guyton	Director	P.O. Box 1231 Hattiesburg, Miss.
Morris Lewis, Jr.	Director	P.O. Box 670 Indianola, Miss.
Dwain G. Luce	Director	P.O. Box 1467 Mobile, Ala.
W. H. Mounger	Director	P.O. Box 1042 Jackson, Miss.
Paul W. Murrill	Director	117 David Boyd Hall Baton Rouge, La.
Maurice T. Reed, Jr.	Director	P.O. Box 1066 Jackson, Miss.

State of Mississippi



Office of Secretary of State
Jackson

*I, Edwin Lloyd Pittman, Secretary of State of the
State of Mississippi, do hereby certify that the within and attached is
a true and correct copy of CHARTER OF INCORPORATION AND AMENDMENT
INCREASING CAPITAL OF "FIRST MISSISSIPPI CORPORATION," A MISSISSIPPI
CORPORATION,*

the original of which is now a matter of record in this office



C-26

*Given under my hand and Seal of
Office this the 5th day of June, 1980.*

Edwin Lloyd Pittman

Secretary of State

State of Mississippi

EXECUTIVE

OFFICE



JACKSON

The within and foregoing Charter of Incorporation of

FIRST MISSISSIPPI CORPORATION

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed.

this 19th day of

March 1957

J. P. Coleman
Governor

By the Governor

Kelvin L. Godbee

Secretary of State



CHARTER OF INCORPORATION
OF
FIRST MISSISSIPPI CORPORATION

ARTICLE I.

The corporate title of this corporation is: FIRST
MISSISSIPPI CORPORATION.

ARTICLE II.

The names and post office addresses of the incorporators
are:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Owen Cooper	Yazoo City, Mississippi
George W. Godwin	Jackson, Mississippi
LeRoy P. Percy	Greenville, Mississippi
Charles S. Whittington	Greenwood, Mississippi
Luther W. Wade	Greenwood, Mississippi
M. T. Reed	Jackson, Mississippi
George D. Perry	Dundee, Mississippi
Robert D. Morrow	Brandon, Mississippi
Fred A. Anderson, Jr.	Gloster, Mississippi
J. R. Smithson	Kosciusko, Mississippi
S. Hudson Kyle	Clarksdale, Mississippi
F. E. Allen	Canton, Mississippi
Dwain G. Luce	Mobile, Alabama
John C. Satterfield	Jackson, Mississippi
William B. Dunwoody	Yazoo City, Mississippi
Robert M. Hearn	Jackson, Mississippi

E. W. Haining	Vicksburg, Mississippi
N. S. Rogers	Jackson, Mississippi
Edmund L. Brunini	Vicksburg, Mississippi
Wm. H. Mounier	Jackson, Mississippi
L. G. Milam, Jr.	Tupelo, Mississippi

ARTICLE III.

The domicile of the corporation is: Jackson, Hinds County, Mississippi.

ARTICLE IV.

The amount of authorized capital stock with particulars as to the class or classes thereof, their privileges and restrictions, the number of shares for each class, and the par value thereof are as follows:

The total amount of the authorized capital stock of the corporation is ten million (10,000,000) shares with a total par value of TEN MILLION AND NO/100 DOLLARS (\$10,000,000), divided into ten million (10,000,000) shares of common stock of a par value of ONE AND NO/100 DOLLARS (\$1.00) per share, with a total par value of TEN MILLION AND NO/100 DOLLARS (\$10,000,000).

The common stock of the corporation shall be issued in such amounts and shall be sold at such price or prices, not less than par, as the Board of Directors may from time to time and at any time determine.

Dividends upon common stock shall be payable as and when declared by the Board of Directors in their discretion.

The voting privileges of the shares of common stock shall be: Each share of common stock shall be entitled to one vote in the election of directors and in all other matters upon which stockholders are entitled to vote.

ARTICLE V.

The period of existence of the corporation shall be and is ninety-nine (99) years.

ARTICLE VI.

The purposes for which the corporation is created:

To purchase, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contracts, or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part in cash or by exchanging therefor stocks, bonds or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts or obligations, to receive, collect and dispose of the interest, dividends and income arising from such property, and to possess or exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting powers on any stock so owned.

To manufacture, buy, sell, deal in and distribute chemicals, including but not limited to sulphuric acid, phosphoric acid, phosphate rock, phosphate deposits, potash, mixed

fertilizer, anhydrous ammonia, nitric acid, ammonium nitrate, chemical compounds of any kind and chemicals of every sort and description, and in the ingredients thereof, and in all goods, wares, and merchandise used in connection therewith, and in all by-products thereof.

To do any acts designed to protect, preserve, improve, or enhance the value of any property at any time held or controlled by this corporation or in which it at that time may be interested.

To purchase, acquire, lease, own and enjoy any and all such other property, real and personal, as may be reasonably necessary for the carrying on of the business of the corporation.

To develop and turn to account any land acquired or in which the corporation is interested, and in particular by laying out and preparing the same for building purposes, reconstruction, altering, repairing, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and planting, paving, draining, letting on building leases or building agreements, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

To acquire, own, use, develop, sell, exploit, and deal in processes, inventions, patents, copyrights, trademarks, apparatus, and machinery of any and every kind.

To construct, erect, acquire, own, use, operate, lease, hire, sell or dispose of plants, equipment, machinery, apparatus, and appliances of any and every kind.

To contract or otherwise deal with or in any manner assist or cooperate with any firm, corporation, or individual for the production, development, disposition, marketing and utilization of by-products of any kind or nature.

To engage in the business of distributing, transporting, handling, storing and disposing of any type or kind of products by any means or systems whatever.

To purchase, hold and reissue from time to time as it may see fit, any shares of its own stock, using for such purpose any funds of the corporation available therefor, including any part of its surplus (subject to the provisions of Section 5328, Mississippi Code of 1942, as amended); but while the corporation holds the same, it shall not be entitled to vote such stock or to receive any dividends thereon.

To borrow or raise money, from time to time, and without limit, and upon any terms, for any of the corporate purposes of the corporation; to authorize the issue of bonds, notes, debentures and other obligations or evidences of indebtedness of the corporation for moneys so borrowed; and to secure the payment of the same and of the interest thereon by mortgage upon, or pledge, conveyance, or assignment in trust of, the whole or any part of the property of the corporation, real, personal or in action, or every description whatsoever, whether at the time owned or thereafter acquired.

To make loans to other corporations, associations, firms and persons, when, in the opinion of the board of directors, such action would tend to promote the business of this corporation.

To use its name and credit for the benefit of other corporations, firms, associations, partnerships, trusts, companies, or individuals, in any way which may seem to the board of directors to be proper or necessary in connection with the business of the corporation.

The rights and powers that may be exercised by this corporation, in addition to the foregoing, are those conferred by Chapter 4, Title 21, Code of Mississippi of 1942, and amendments thereto.

ARTICLE VII.

The number of shares of common capital stock to be subscribed and paid for before the corporation begins business shall be one thousand (1,000) shares of common stock of the par value of one thousand dollars (\$1,000.00).

WITNESS THE SIGNATURES of the Incorporators, this the
19th day of March, 1957.

Owen Cooper John Darkfield
George W. Johnson William B. Wrenn
LeRoy P. Percy Robert W. Keay
Charles S. Whittington John D. Daniels
Frederick W. Weeks R. S. Rogers
W. Z. Reed James D. Dunn
George J. Perry W. M. G. Mungo
Franklin Morris R. G. Dilley Jr.
John A. Calyan
W. R. Daniels
W. S. Hudson Kyle
J. E. Allen
Dessein G. Tice

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned authority in and for said county and state, Owen Cooper, George W. Godwin, Lloyd P. Percy, Charles S. Whittington, Luther W. Wicks, M. T. Reed, George D. Perry, Robert D. Morrow, Fred A. Anderson, Jr., J. H. Shiltsen, S. Hudson Kyle, F. E. Allen, Duran G. Lusk, John C. Satterfield, William B. Dunwoody, Robert M. Hearin, E. W. Rainey, H. S. Rogers, Edmund L. Brunini, Wm. H. Younger and L. G. Milam, Jr., incorporators of the corporation known as FIRST MISSISSIPPI CORPORATION, who acknowledged that they signed and executed the above and foregoing Articles of Incorporation as their act and deed on this the 19th day of March, 1957.

Frank T. Williams

NOTARY PUBLIC

Received at the office of the Secretary of State, this the 19th day of March A. D., 1957, together with the sum of \$500 ~~50~~ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Walter L. Bader

SECRETARY OF STATE.

Jackson, Miss.,

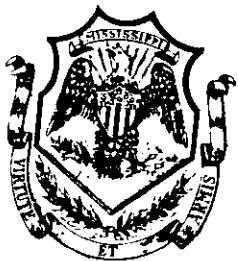
March 19, 1957

I have examined this _____ charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

Joe T. Patterson
ATTORNEY GENERAL

By Douglas Shands,
Assistant Attorney General.

State of Mississippi



Office of Secretary of State Jackson

CERTIFICATE OF AMENDMENT

of

FIRST MISSISSIPPI CORPORATION

The undersigned, as Secretary of State of the State of Mississippi, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of the above corporation duly signed and verified pursuant to the provisions of the Mississippi Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation and attaches hereto a duplicate original of the Articles of Amendment.



Given under my hand and Seal of Office,
this the 25th day of November,
1975.

Heber Ladner
SECRETARY OF STATE.

ARTICLES OF AMENDMENT

TO THE
ARTICLES OF INCORPORATION
OF
FIRST MISSISSIPPI CORPORATION



Pursuant to the provisions of Section 61 of the Mississippi Business Corporation Act (being Section 79-3-121 of the Mississippi Code Annotated of 1972), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of this corporation is FIRST MISSISSIPPI CORPORATION.

SECOND: The following amendments of the Articles of Incorporation of First Mississippi Corporation were adopted by the shareholders of the corporation on November 20, 1975, in the manner prescribed by the Mississippi Business Corporation Act.

Amendment No. 1. Paragraphs one and two of Article IV of the Articles of Incorporation of First Mississippi Corporation are hereby amended to read as follows:

ARTICLE IV

The amount of authorized capital stock with particulars as to the class or classes thereof, their privileges and restrictions, the number of shares for each class, and the par value thereof are as follows:

The total amount of authorized common stock of the corporation is twenty-five million (25,000,000) shares with a par value of ONE AND NO/100 DOLLARS (\$1.00) per share.

Amendment No. 2. Article VIII is hereby added to the Articles of Incorporation of First Mississippi Corporation and this new Article VIII shall read as follows:

ARTICLE VIII

The Board of Directors shall be divided into three groups which shall be as nearly equal as may be possible. At each annual stockholders meeting the successors of the group of directors whose terms expire in that year shall be elected to hold office for a term of three years, so that the term of office of one group of directors shall expire each year; provided, however, that the term of office of the directors of each group shall continue until the election and qualification of the successors to the directors of such group. After the division of directors into groups, any additional directors who may be elected as provided in the By-Laws shall be assigned to the various groups so as to maintain the number in each group as nearly equal as possible.

Amendment No. 3. Article IX is hereby added to the Articles of Incorporation of First Mississippi Corporation and this new Article IX shall read as follows:

ARTICLE IX

(A) Notwithstanding this provision of the Articles of Incorporation, except as set forth in paragraph (B) of this Article, the affirmative vote or consent of the holders of not less than four-fifths of the outstanding shares of stock of this corporation (the "Corporation") entitled to vote in elections of directors shall be required:

- (1) to adopt any agreement for, or to approve, the merger or consolidation of the Corporation or any subsidiary (as hereinafter defined) with or into any other person (as hereinafter defined),
- (2) to authorize any sale, transfer or exchange to any other person of all or substantially all of the assets of the Corporation or any subsidiary, or,
- (3) to authorize the issuance or transfer by the Corporation or any subsidiary of any voting securities of the Corporation or any subsidiary in exchange or payment for the securities or assets of any other person, if such authorization is otherwise required by law or by agreement between the Corporation and any national securities exchange or by any other agreement to which the Corporation or any subsidiary is a party.

(B) The provisions of paragraph (A) of this Article shall not apply, and the provisions of Mississippi law shall apply, to (1) any transaction described therein if the Board of Directors by resolution shall have approved by two-thirds vote of all directors a memorandum of understanding with such other person setting forth the principal terms of such transaction and such transaction is substantially consistent therewith; or (2) any transaction described therein if such other person is a corporation of which a majority of the outstanding shares of all classes of stock entitled to vote in elections of directors is owned of record or beneficially by the Corporation or its subsidiaries.

(C) The affirmative vote or consent of the holders of not less than four-fifths of the outstanding shares of stock of the Corporation entitled to vote in elections of directors shall be required for the adoption of any plan for the dissolution of the Corporation if the Board of Directors shall not have, by resolution adopted by two-thirds vote of all directors, recommended to the stockholders the adoption of such plan for dissolution of the Corporation. If the Board of Directors shall have so recommended to the stockholders such plan for dissolution of the Corporation, the provisions of Mississippi law shall apply.

(D) For the purposes of this Article,

(1) a "subsidiary" is any corporation more than 49 percent of the voting securities of which are owned, directly or indirectly by the Corporation;

(2) a "person" is any individual, corporation, or other entity.

(E) The Board of Directors shall have the power and duty to determine, for purposes of this Article, on the basis of information known to such Board, whether a proposed transaction is substantially consistent with any memorandum of understanding of the character referred to in paragraph (B) of this Article.

Any such determination shall be conclusive and binding for all purposes of this Article.

Amendment No. 4. Article X is hereby added to the Articles of Incorporation of First Mississippi Corporation and this new Article X shall read as follows:

ARTICLE X

Notwithstanding this provision of the Articles of Incorporation and any provisions of the By-Laws of the Corporation, no amendment to the Articles of Incorporation shall amend, modify, or repeal any or all of the provisions of Article VIII, Article IX, or this Article X of the Articles of Incorporation, unless so adopted by the affirmative vote or consent of the holders of not less than four-fifths of the outstanding shares of stock of the Corporation entitled to vote in elections of directors; provided, however, that in the event the Board of Directors of the Corporation shall by resolution adopted by two-thirds of all directors recommend to the stockholders the adoption of any such amendment, the stockholders of record holding two-thirds of the outstanding shares of stock of the Corporation, entitled to vote in elections of directors may amend, modify, or repeal Article VIII, Article IX, and Article X.

THIRD: The number of shares of common stock of the corporation outstanding at the time of the adoption of these amendments was 8,457,047; and the number of shares of common stock entitled to vote thereon was 8,334,967. The corporation does not have any other class of stock.

FOURTH: The number of shares of common stock voted for each such amendment was:

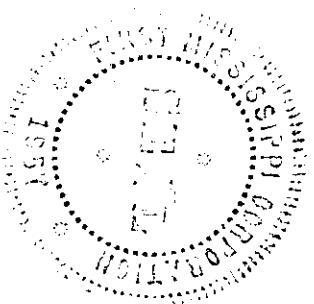
Amendment #1	6,597,320
Amendment #2	5,891,189
Amendment #3	5,721,087
Amendment #4	5,699,019

The number of shares of common stock voted against each such amendment was:

Amendment #1	187,258
Amendment #2	273,438
Amendment #3	442,690
Amendment #4	460,569

FIFTH: Amendment No. 1 increases the total amount of authorized capital stock to twenty-five million (25,000,000) shares of common stock with a par value of One and No/100th Dollars (\$1.00) per share from ten million (10,000,000) shares of common stock with a par value of One and No/100ths Dollars (\$1.00) per share. The stated capital of the corporation is now 25,000,000 shares of common stock with a total par value of \$25,000,000.

DATED: November 25, 1975



STATE OF MISSISSIPPI
COUNTY OF HINDS

I, the undersigned authority in and for the aforesaid state and county, do hereby certify that on this 25th day of November, 1975, personally appeared before me Alfred T. Bogen, Jr., and James B. Lange, Vice-President and Secretary, respectively, of First Mississippi Corporation, who, being by me first duly sworn, declared that they executed the foregoing document as Vice President and Secretary of the corporation, and that the statements therein contained are true and correct.

Lucile J. McKinney
Notary Public

My Commission Expires:

11-18-77