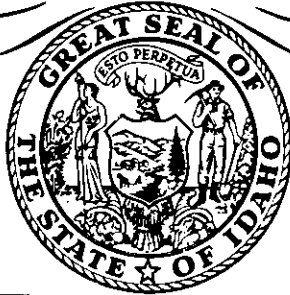


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

FLUOR IDAHO, INC.

was filed in the office of the Secretary of State on the sixth day of December A.D., One Thousand Nine Hundred seventy-two and will be duly recorded on ~~Film No.~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for Perpetual Existence from the date hereof, with its registered office in this State located at Rexburg, Idaho in the County of Madison

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 6th day of December, A.D., 19 72.

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

ARTICLES OF INCORPORATION

OF

FLUOR IDAHO, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age and being citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

1. The name of the corporation is FLUOR IDAHO, INC.

2. The purposes for which said corporation is formed are:

A. To acquire, by purchase or exchange, or in any other manner, in the United States or in foreign countries, mining claims, grounds or lodes, mining and mineral rights, concessions or grants, or any interest therein, or to sell, exchange, lease or in any other manner to dispose of the whole or any part thereof or any interest therein.

B. To carry on and conduct the business of purchasing, working, developing, selling and disposing of the products of mines and mining claims and doing all such things as are customarily incident to the carrying on of a general mining business.

C. To carry on the business of mining, milling, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying, selling, exchanging and otherwise producing and dealing in all kinds of ores, metals and minerals, and the products and by-products thereof of every kind and description; and to mine and market any mineral or other product.

D. To buy, own, sell and exchange real estate, and to make improvements thereon or otherwise develop said property, and to otherwise deal in real property and any interest therein.

E. To buy, sell, produce, manufacture and dispose of all kinds of goods, wares, merchandise, manufactures, commodities, machinery, supplies and products, and generally to engage in conducting any form of enterprise not contrary to law.

F. To lend and borrow money without limit and to make, issue, negotiate and deliver promissory notes, debentures, bonds and other securities and evidences of indebtedness and to secure payment thereof by mortgage, pledge or other encumbrance upon all or any part of the property and assets of the corporation.

G. In connection with the above purposes and powers of the corporation, and in addition to the foregoing, and not merely explanatory thereof, to do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or for any other lawful object, or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation; and, in general, to carry on any lawful business whatsoever which is calculated, directly or indirectly, to promote the interests of the corporation or to enhance the value of its property; the foregoing powers shall include but not be limited to the right to enter into partnerships, general or limited, joint ventures, syndicates, or any other relationship or business deemed advantageous to the corporation.

3. The corporation is to have perpetual existence.

4. The location and post office address of the registered office of the corporation is 215 East 1st South St., Rexburg, Madison County, Idaho.

5. The total authorized number of shares is 100,000 shares of the par value of \$.10 per share, all of one class, of the aggregate par value of \$10,000. All of such shares when issued shall be fully paid and nonassessable.


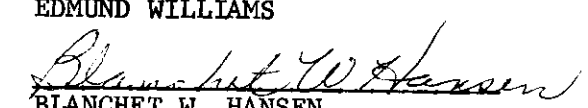
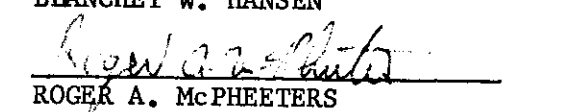
6. The names and post office addresses of the incorporators and the number of shares subscribed by each, are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Edmund Williams	South of City, Rexburg, Idaho	100
Blanchet W. Hansen	130 Elm Avenue Rexburg, Idaho	100
Roger A. McPheeters	215 East First South Rexburg, Idaho	100

7. The shareholders of this corporation shall not have the pre-emptive right to acquire additional securities that may be issued by the corporation.

8. Except as restricted by law, the directors of this corporation shall have the power to adopt, amend and repeal corporate by-laws.


IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 1<sup>st</sup> day of December, 1972.

  
EDMUND WILLIAMS  
  
BLANCHET W. HANSEN  
  
ROGER A. MCPHEETERS

STATE OF IDAHO     )  
                              : ss.  
COUNTY OF MADISON )

On this 4<sup>th</sup> day of December, 1972, before me personally appeared Edmund Williams, Blanchet W. Hansen and Roger A. McPheeters, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

  
NOTARY PUBLIC  
Residing at: REXBURG Idaho

My Commission Expires:

10-1-76