



CERTIFICATE OF AUTHORITY
OF

BECHTEL CONSTRUCTION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of BECHTEL CONSTRUCTION, INC.

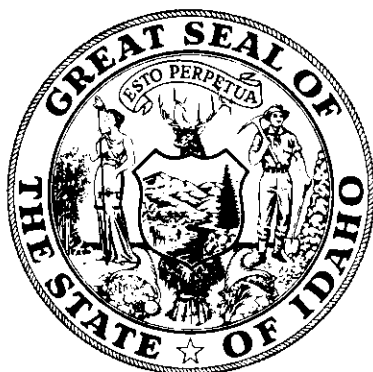
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to BECHTEL CONSTRUCTION, INC.

to transact business in this State under the name BECHTEL CONSTRUCTION, INC.

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

Dated December 27, 1983



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 BECHTEL CONSTRUCTION, INC.
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Nevada
4. The date of its incorporation is Nov. 29, 1973 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is One East First St., c/o The Corporation Trust Company of Nevada, Reno, Nev. 89501
6. The address to which correspondence should be addressed, if different from that in item 5 50 Beale St., San Francisco, CA 94105
7. The street 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
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in any lawful act or activity
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See attached rider</u>		

10. 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>1,000,000</u>	<u>Common</u>	<u>\$1.00</u>

(continued on reverse)

11. 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
600,000	Common	\$1.00

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

13. 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 December 22, 19 83

BECHTEL CONSTRUCTION, INC.

By

J. W. Weiser

Its Vice President

and

A. R. Escola

Its _____ Secretary

STATE OF CALIFORNIA)
CITY &) ss:
COUNTY OF SAN FRANCISCO)

I, VIRGINIA M. JIMENEZ, a notary public, do hereby certify that on this 22nd day of December, 19 83, personally appeared before me J. W. Weiser, who being by me first duly sworn, declared that he is the Vice President of

BECHTEL CONSTRUCTION, INC.

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



Virginia M. Jimenez
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.

BECHTEL CONSTRUCTION, INC.

DIRECTORS AND OFFICERS:

S. D. Bechtel, Jr.	Chairman and Director
A. P. Yates	Vice Chairman and Director
R. P. Godwin	President and Director
C. D. Statton	Vice President and Director
J. W. Weiser	Vice President and Director
R. L. Bridges	Director
A. J. O'Donnell	Vice President
D. L. Redo	Vice President and Treasurer
A. R. Escola	Secretary
M. E. Martello	Assistant Treasurer

All above are addressed at 50 Beale Street, San Francisco, California 94105, except for R. L. Bridges who is at Two Embarcadero Center, Suite 2200, San Francisco, California 94111

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

NOV 29 1973

WM. SWACKHAMER - SECRETARY OF STATE

Wm. Swackhamer
F.O. 3961-73

ARTICLES OF INCORPORATION
OF

BECHTEL SOUTHERN CORPORATION

FIRST: The name of this corporation is:

BECHTEL SOUTHERN CORPORATION

SECOND: Its principal office in the State of Nevada is located at One East First Street, in the City of Reno, County of Washoe. The name and address of its resident agent are The Corporation Trust Company of Nevada, One East First Street, Reno, Nevada.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted, or carried on are:

(a) The corporation may engage in any lawful activity.

(b) Without limiting the generality of subsection (a) of this Article THIRD, the corporation is authorized:

1. To undertake and carry out all kinds of businesses relating to the designing, construction, repair and/or demolition of buildings of every nature, and all kinds of works, including but not limited to power plants, refineries, factories, roads, bridges, pavilions, docks, pipelines, etc., and in general to engage in all kinds of engineering and construction operations, including the mining, refining, transportation, storage, importa-

tion, exportation, purchase and sale of petroleum and other minerals and the products thereof.

2. To acquire, purchase, manufacture, sell or otherwise dispose of and deal in all kinds of construction materials and equipment.

3. To acquire, purchase, sell, lease, pledge or mortgage all kinds of property, whether real, personal or mixed.

4. To subscribe for, buy, own, hold, purchase, receive, or acquire, and to sell, negotiate, guarantee, assign, exchange, transfer, mortgage, pledge or otherwise dispose of, shares of the capital stock, bonds, coupons, mortgages, securities, notes, acceptances, drafts and evidences of indebtedness issued or created by other corporations, joint stock companies or associations, whether public, private or municipal, and while the owner thereof, to possess and to exercise in respect thereof all the rights, powers and privileges of ownership, including the right to vote thereon.

5. To guarantee the payment of dividends on any shares of the capital stock of any corporation, joint stock company or association, to become surety in respect of the principal of or interest on any bonds, coupons, mortgages, securities, notes, acceptances, drafts, bills of exchange or evidences of indebtedness, issued or created by any corporation, joint stock company or association and to become surety for or guarantee the carrying out and performance of any and all contracts, leases and obligations of every kind of any corporation, joint stock company or association.

6. To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which this corporation is not by these Articles or by law prohibited from undertaking.

7. To borrow money for any of the purposes of this corporation, and to issue bonds, notes and other obligations therefor, and to secure the same by pledge or mortgage of the whole or any part of the property of this corporation, either real or personal, or to issue bonds, notes or other obligations without any such security.

8. To lend money to such persons and on such terms as may seem expedient and to draw, make, accept, endorse, discount, guarantee, execute and issue promissory notes, bills of exchange, drafts, warrants, and all kinds of obligations and certificates and negotiable or transferable instruments.

9. To enter into partnership or any arrangement for sharing profits, union of interest, cooperation, joint venture, reciprocal concessions or otherwise with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit this corporation; and to take or otherwise acquire shares and securities of any such company, and to sell, hold, reissue, with or without guarantee, to otherwise deal with the same.

10. To enter into, make, perform and carry out contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation.

11. To carry on any other business which may seem to the corporation capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's property or rights.

12. To do all things necessary for the accomplishment of the objects enumerated in the Articles of Incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the corporation and, in general, to carry on any such lawful business whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation or in any amendment thereof.

FOURTH: The amount of the total authorized capital stock of the corporation is SEVENTY-FIVE THOUSAND DOLLARS (\$75,000) to consist of 75,000 shares of the par value of ONE DOLLAR (\$1.00) per share.

FIFTH: The members of the governing board shall be known as directors and the number thereof shall not be less than three nor more than fifteen, the exact number to be fixed by the by-laws of the corporation; provided, that the number so fixed by the by-laws may be increased or decreased within the limits

above specified from time to time by by-law; and provided further, that if at any time the number of directors shall not be so fixed by by-law, the number thereof shall be three.

The first board of directors shall consist of three members and the names and post office addresses of the first board of directors are as follows:

<u>Name</u>	<u>Post Office Address</u>
Michael L. Mellor	111 Sutter Street San Francisco, California 94104
D. Keith Bilter	111 Sutter Street San Francisco, California 94104
David M. Buoncristiani	111 Sutter Street San Francisco, California 94104

TH: The capital stock, after the amount of the subscription price has been paid in, shall be subject to no further assessment to pay debts of the corporation.

SEVENTH: The names and post office addresses of each of the incorporators signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Post Office Address</u>
Michael L. Mellor	111 Sutter Street San Francisco, California 94104
D. Keith Bilter	111 Sutter Street San Francisco, California 94104
David M. Buoncristiani	111 Sutter Street San Francisco, California 94104

EIGHTH: This corporation is to have perpetual existence.

NINTH: Meetings of stockholders may be held without the State of Nevada, if the by-laws so provide. The books of the corporation may be kept (subject to the provisions of the

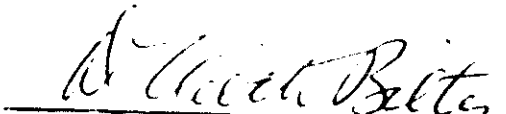
statutes), outside the State of Nevada at such places as may be from time to time designated by the Board of Directors or in the by-laws of the corporation.

TENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by these Articles of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being all of the original incorporators hereinbefore named, for the purpose of forming a corporation under the laws of the State of Nevada and in pursuance of the Corporation Laws of the State of Nevada, being Chapter 177 of the Laws of 1925 and the acts amendatory thereof and supplemental thereto, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

IN WITNESS WHEREOF, we accordingly have hereunto set our hands this 27th day of November, 1973.

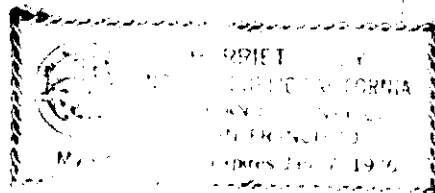

Michael L. Mellor


D. Keith Bilter


David M. Buoncristiani

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Notary Public



ARTICLES OF INCORPORATION
OF

BECHTEL SOUTHERN CORPORATION

FILED AT THE REQUEST OF
Thelen, Harrin, Johnson & Bridges
One Eleven Sutter Street
San Francisco, California 94104

November 29, 1973
(DATE)



WM. D. SWACKHAMER, SECRETARY OF STATE

(BY) DEPUTY SECRETARY OF STATE

No. 3961-73

FILING FEE \$ 40.00

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

OCT 14 1975

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
BECHTEL SOUTHERN CORPORATION

WIL. WACHNAME - SECRETARY OF STATE

W. Wachname
No. 3961-73

BECHTEL SOUTHERN CORPORATION, a Nevada corporation, by its
incorporators, does hereby CERTIFY:

1. That the signers hereof are the original incorporators of BECHTEL SOUTHERN CORPORATION; that the original Articles of Incorporation of said BECHTEL SOUTHERN CORPORATION were duly filed with the Secretary of State of Nevada on November 29, 1973, and with the County Clerk of Washoe County on December 3, 1973; and that no part of the capital of the corporation has been paid.

2. That the Articles of Incorporation of this corporation are amended by changing the Article thereof numbered "FOURTH" to read as follows:

"FOURTH: The amount of the total authorized capital stock of the corporation is One Million Dollars (\$1,000,000.00) to consist of 1,000,000 shares of the Par Value of One Dollar (\$1.00) per share."

3. That said amendment is duly adopted in accord-

ance with the provisions of NRS 78.380.

In Witness Whereof, BECHTEL SOUTHERN CORPORATION
has caused this Certificate to be signed by its incor-
porators, and its corporate seal to be affixed, this
13th day of October, 1975.

BECHTEL SOUTHERN CORPORATION

By

D. Keith Bilter
D. Keith Bilter

By

David M. Buonacristiani
David M. Buonacristiani

By

Michael L. Mellor
Michael L. Mellor

STATE OF CALIFORNIA

)
) 88:

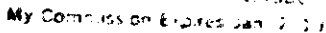
On October 13, 1975, before me, HARRIET RILEY

In Witness Whereof, I have hereunto set my hand

Notary Public

In and for the City and County of
San Francisco, State of California.

January 7, 1976



CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
BECHTEL SOUTHERN CORPORATION

FILED AT THE REQUEST OF
Thelen, Marrin, Johnson & Bridges
~~Law Offices~~
Two Embarcadero Center

San Francisco, California 94111

October 14, 1975
(DATE)



WM. D. SWACKHAMER, SECRETARY OF STATE

(BY) DEPUTY SECRETARY OF STATE

3961-73

NO

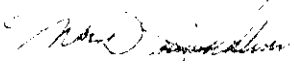
FILING FEE \$ 110.00

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FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

NOV - 7 1983

WM. SWACKHAMER SECRETARY OF STATE



No. 3961-73

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
BECHTEL SOUTHERN CORPORATION


BECHTEL SOUTHERN CORPORATION, a Nevada corporation which filed its original Articles of Incorporation with the Secretary of State of the State of Nevada on November 29, 1973 and filed a certified copy thereof with the Clerk of Washoe County, Nevada on December 3, 1973, desires to amend said Articles of Incorporation in the manner set forth hereinafter, and hereby certifies that said amendment was duly adopted October 31, 1983 by consent of the sole stockholder of the corporation.

Article FIRST of said Articles of Incorporation is hereby amended to read in full as follows:

"FIRST: The name of this corporation is BECHTEL CONSTRUCTION, INC."

IN WITNESS WHEREOF, the said BECHTEL SOUTHERN CORPORATION has caused this Certificate to be executed by J. W. Weiser, its Vice President and A. R. Escola, its Secretary this 3rd day of November, 1983.

BECHTEL SOUTHERN CORPORATION

By 
Vice President

By 
Secretary

Filing Fee \$50.00
BY C T Corporation
System
235 Montgomery St.
San Francisco, CA
94014

STATE OF CALIFORNIA

)

)

ss

CITY AND COUNTY OF SAN FRANCISCO

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On this 3rd day of November, 1983, before me, the undersigned, a Notary Public in and for said State, personally appeared J. W. Weiser and A. R. Escola, personally known to me to be the Vice President and Secretary, respectively, of BECHTEL SOUTHERN CORPORATION, the corporation described in and that executed the within instrument, and also personally known to me to be the persons whose names are subscribed to the within instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the same.

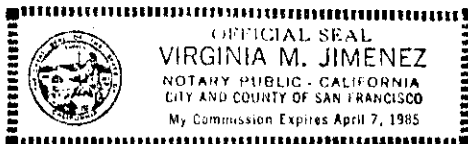
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the City and County of San Francisco the day and year in this certificate first above written.

Virginia M. Jimenez

Notary Public

In and for the State of California,
City and County of San Francisco.

My Commission Expires April 7, 1985



(NOTARIAL SEAL)

ACTION BY WRITTEN CONSENT
OF THE STOCKHOLDERS OF
BECHTEL SOUTHERN CORPORATION

The undersigned BECHTEL POWER CORPORATION, being the owner of all outstanding shares of the stock of BECHTEL SOUTHERN CORPORATION, a Nevada corporation, acting pursuant to Sections 78.320 and 78.390 of the Nevada Revised Statutes, hereby consents to the following action:

RESOLVED, that the Articles of Incorporation of the Corporation be amended to change the name of the Corporation to "Bechtel Construction, Inc."

Dated: October 31, 1983

BECHTEL POWER CORPORATION

by James A. Hunt

CONSENT TO ADOPTION OF NAME

The undersigned BECHTEL CONSTRUCTORS CORPORATION, a corporation organized and existing under the laws of the State of Nevada, hereby consents to the adoption by Bechtel Southern Corporation, a Nevada corporation, of the name "Bechtel Construction, Inc."

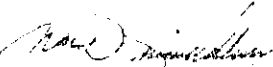
Dated this 4th day of November, 1983.

BECHTEL CONSTRUCTORS CORPORATION


FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

NOV - 7 1983

WM. SWACKHAMER, SECRETARY OF STATE



No. 2 11 11 11


John W. Weiser
Vice President