

Department of State.

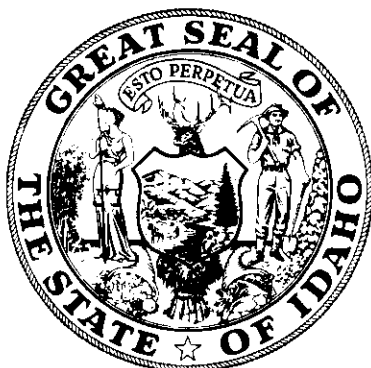
**CERTIFICATE OF AUTHORITY
OF**

JOYCE WESTERN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of JOYCE WESTERN 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 JOYCE WESTERN CORPORATION
_____ to transact business in this State under the name JOYCE WESTERN CORPORATION
_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated May 15, 19 80



Pete T. Cenarrusa
SECRETARY OF STATE

Muriel F. Artach
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 JOYCE WESTERN CORPORATION
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of New York State
4. The date of its incorporation is October 15, 1958 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 P. O. Box E - R. D. #2, Andover, N. Y. 14806
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:
Exploration and development of mining.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>James V. Joyce</u>	<u>President</u>	<u>R D #2</u> <u>Andover, N. Y. 14806</u>
<u>Charles H. Joyce</u>	<u>Vice President</u>	<u>4 East Ave.</u> <u>Andover, N. Y. 14806</u>
<u>Clarence H. Francis</u>	<u>Secretary & Treasurer</u>	<u>708 South East St.</u> <u>Coudersport, Pa. 16915</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>10,000</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
10,000	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 April 17, 19 80

JOYCE WESTERN CORPORATION
By James V. Joyce
Its _____ President
and C. H. Francis
Clarence H. Francis
Its _____ Secretary

STATE OF New York)
) ss:
COUNTY OF Allegany)

I, Dorothy B. Heselton, a notary public, do hereby certify that on this 17 day of April, 19 80, personally appeared before me James V. Joyce, who being by me first duly sworn, declared that he is the President of Joyce Western Corporation

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

Dorothy B. Heselton
Notary Public

DOROTHY B. HESELTON #830
Notary Public, State of New York
Qualified in Allegany County
My Commission Expires March 30, 19 82

*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.

State of New York
Department of State

18692

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on MAY 1 - 1980

Basil G. Paterson
Secretary of State

OF.

(Pursuant to Article 2 of the Stock Corporation
Law of the State of New York)

FIRST: The name of the corporation is EMPIRE STATE PIPE LINE CONSTRUCTION CORPORATION.

A. To construct, lay, purchase, or contract to construct, lay, purchase, or in any manner acquire, and to sell, encumber, or in any manner dispose of, pipe lines, gas mains, plants, systems, and works for the use, and sale, distribution, and transportation of gas, petroleum products, and any other products susceptible of transportation by pipe line, in, over, through, or under any streets, alleys, roads, highways, or other public places, or in, over, through, or under any private or public property, for its own private purposes or for others, and to take, acquire, purchase, hold, own, rent, lease, sell, exchange, mortgage, improve, cultivate, develop, and otherwise deal in and dispose of any and all property, real and personal of every description incident to, or capable of being used in connection with, the aforesaid purposes or any of them.

B. To purchase or otherwise acquire lands and interest in lands whether leasehold, in fee, or otherwise, situated within or without the State of New York, and to own, hold, improve by buildings or otherwise, and to lease out or otherwise use for income purposes or to encumber, sell, and dispose of any such real estate or improvements, or any interest therein, or to lease the same either as landlord or tenant; and to purchase, construct, and otherwise acquire, and to own, maintain and operate buildings of any character.

[illegible]

1263. — 1

any and all rights, powers, and privileges of individual ownership or interest in respect of any and all such securities, including the right to vote thereon and to consent and otherwise act with respect thereto.

- C. To acquire by purchase, subscription, contract, or otherwise, to hold for investment or otherwise, to sell, exchange, mortgage, pledge, or otherwise dispose of, or turn to account or realize upon, and generally to deal in and with any and all kinds of securities issued or created in any and all parts of the world by corporations, associations, partnerships, firms, trustee, syndicates, individuals, governments, states, municipalities, or other political or governmental divisions or subdivisions, or any thereof, or by combination, organizations, or entities whatsoever, irrespective of their form or the name by which they may be described.

To issue in exchange thereof or in payment thereof, in any manner permitted by law and by this Certificate of Incorporation, its own securities of any kind, or to make payment therefor by any other lawful means of payment whatsoever.

To exercise any and all rights, powers, and privileges of individual ownership or interest in respect of any and all such securities, including the right to vote thereon and to consent and otherwise act with respect thereto.

To do any and all acts and things for the preservation, protection, improvement, and enhancement in value of any and all such securities, and to aid, by loan, subsidy, guaranty, or otherwise, those issuing, creating, or responsible for any such securities or evidences of interest therein; to acquire or become interested in any such securities, as aforesaid, by original subscription, underwriting, loan, participation in syndicates, or otherwise, and irrespective of whether or not such securities be fully paid or subject to further payments; to make payments thereon as called for in advance of calls or otherwise, and to underwrite or subscribe for the same conditionally or otherwise, and either with a view to investment or for resale or for any other lawful purpose.

The term "securities" shall, for the purpose of this article, without limitation of the generality thereof, be deemed to include any stocks, shares, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipts, or other instruments representing rights to receive, purchase, or subscribe for the same, or representing any other rights or interests therein or in any property or assets.

The foregoing clauses shall be construed both as objects and powers and it is hereby expressly provided that the enumeration herein of the specific

1267-2

objects and powers shall not be held to, limit or restrict in any manner the powers of this corporation. Nothing herein contained, however, shall be deemed to authorize or permit this corporation to carry on any business or exercise any power or to do any act which a business corporation organized under Article 2 of the Stock Corporation Law of New York may not at any time lawfully carry on or do, nor shall such provisions authorize the transaction of business which requires the supervision of the New York State Public Service Commission. It is specifically intended that no powers hereunder shall be construed as authorizing the transaction of business as a pipe line transportation corporation within the meaning of the New York State Transportation Corporation Law.

If this corporation shall undertake to do any of the things hereinabove set forth in any other state other than New York, or in the District of Columbia, or in any territory, colony or dependency of the United States, or in any foreign country or in any colony or dependency thereof, then as to such jurisdictions and each of them this corporation shall be deemed to have such powers insofar only as such jurisdictions respectively permit business corporations within their several respective jurisdictions to be organized for or to execute such powers, and as to such other jurisdictions the powers of this corporation shall be deemed restricted so as not to authorize business which is subject to regulation by the counter-part of the New York State Public Service Commission within such other jurisdictions.

THIRD: The amount of the Capital Stock shall be Ten Thousand Dollars (\$10,000.00).

FOURTH: The Capital Stock shall consist of Ten Thousand (10,000) shares of the par value of One Dollar (\$1.00) each, all of which shall be of the same class.

FIFTH: The office of the corporation shall be located in the Village of Andover, County of Allegany and State of New York. The corporation

may establish other offices, agencies or branches for carrying on business within or outside of New York or in any part of the world. The address within the State to which the Secretary of State shall mail a copy of process in any action or proceeding which may be served upon him is H. Curtiss Buffum, The Corporation Trust Company, 1086 Ellicott Square Building, Buffalo 3, New York.

SIXTH: The duration of this corporation is to be perpetual.

SEVENTH: The number of directors of this corporation shall not be less than three (3) nor more than seven (7). The directors need not be stockholders of the corporation.

EIGHTH: The names and post office addresses of the directors until the first annual meeting of the stockholders are as follows:

<u>Name</u>	<u>Post Office Address</u>
Arthur E. Hornburg	515 York Street, Olean, New York
Ruth L. Herrington	107 South Clinton Street, Olean, New York
Etta M. Griffin	411 Prospect Avenue, Olean, New York

NINTH: The name and post office address of each subscriber to this Certificate of Incorporation and a statement of the number of shares each agrees to take are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>
Arthur E. Hornburg	515 York Street, Olean, New York	1
Ruth L. Herrington	107 South Clinton Street, Olean, N.Y.	1
Etta M. Griffin	411 Prospect Avenue, Olean, New York	1

TENTH: All of the subscribers of this Certificate of Incorporation are of full age, at least two-thirds of them are citizens of the United States and at least one of them is a resident of the State of New York, and at least one of the persons named as a director is a citizen of the United States and a resident of the State of New York.

2000-4

ELEVENTH: The Secretary of State of the State of New York is hereby designated as the agent of this corporation upon whom process in any action or proceeding against it may be served.

IN WITNESS WHEREOF, we have made, signed and acknowledged this Certificate this 13th day of October, 1958.

Arthur E. Hornburg

Ruth L. Herrington

Etta M. Griffin

STATE OF NEW YORK)
) SS:
COUNTY OF CATTARAUGUS)

On this 13th day of October, 1958, before me personally came ARTHUR E. HORNBERG and ETTA M. GRIFFIN, to me known and known to me to be the individuals described in and who executed the foregoing Certificate, and they severally duly acknowledged to me that they executed the same.

Shirley G. Russell
Notary Public

SHERLEY G. RUSSELL (Russell)
Notary Public
County

STATE OF NEW YORK)
) SS:
COUNTY OF CATTARAUGUS)

On this 13th day of October, 1958, before me personally came RUTH L. HERRINGTON, to me known and known to me to be the individual described in and who executed the foregoing Certificate, and she duly acknowledged to me that she executed the same.

Shirley G. Russell
Notary Public

SHERLEY G. RUSSELL (Russell)
Notary Public
Cattaraugus County
New York State
Commission expires March 30, 1959

CH 15 101 4

CERTIFICATE OF INCORPORATION

Alfred
OF

EMPIRE STATE PIPE LINE CONSTRUCTION
CORPORATION

(Pursuant to Article 2 of the Stock
Corporation Law of the State of
New York)

Dated: October 13, 1958

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 15 1958

TAX : *10*

FILED FEB : *40*

Carrie S. Diggs
Secretary of State
By *J. Sherry*

HORNBERG, DIGGS & DWYER
ATTORNEYS AND COUNSELORS
EXCHANGE NATIONAL BANK BUILDING
OLEAN, NEW YORK

126835

126835-6

State of New York }
Department of State }

SS.:

18693

*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that
the same is a correct transcript of said original.*

Witness my hand and seal of the Department of State on

MAY 1 - 1980

Basil G. Paterson

Secretary of State

Caroline M. Briggs
Notary Public

STATE OF NEW YORK)
) SS:
COUNTY OF CATTARAUGUS)

ARTHUR E. HORNBERG, being duly sworn, deposes and says that he is one of the subscribers of the certificate of incorporation of Empire State Pipe Line Construction Corporation, which certificate was filed in the office of the Secretary of State on the 15th day of October, 1958; that no stock of said corporation has been issued, and that the persons who executed the foregoing certificate of amendment of the certificate of incorporation of Empire State Pipe Line Construction Corporation to which this affidavit is annexed constitute all the subscribers of the certificate of incorporation and all the subscribers to stock in said corporation.

Arthur E. Hornberg

Subscribed and sworn to before me,
this 28th day of February, 1959.

Shelby G. Kyser (Russell)
Notary Public

SHELBY G. KYSER
Notary Public Cattaraugus County
New York State
Commission expires March 30, 1959

148360
 CERTIFICATE OF AMENDMENT OF
 CERTIFICATE OF INCORPORATION

Dom 10-15-58 Anthony Allegro &
 Son of 176835

EMPIRE STATE PIPE LINE CONSTRUCTION
 CORPORATION
 PURSUANT TO SECTION 36 OF
 THE STOCK CORPORATION LAW

(Name changed to Joyce Western
 Corporation)

NY 2/26/59

Dated: February 26, 1959

Wm H. Curtis, Secretary

The Empire Trust Co.

1086 Elliott St. N.Y.

Raffalovich, N.Y.

Secretary S

HORNBERG, DIGGS & DWYER
 ATTORNEYS AND COUNSELORS
 EXCHANGE NATIONAL BANK BUILDING
 OLEAN, NEW YORK

STATE OF NEW YORK
 DEPARTMENT OF STATE
 FILED FEB 26 1959

TAX \$ none
 FILING FEE \$ 25

Curtis K. Davis

Secretary of State

By J. Tracy

State of New York }
Department of State }

SS.:

18694

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on MAY 1 - 1980

Basil G. Paterson
Secretary of State

G020-504 (12/78)

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF JOYCE WESTERN CORPORATION PURSUANT TO SECTION 36 OF THE STOCK CORPORATION LAW

I, JAMES V. JOYCE, being the holder of record of all the outstanding shares of the corporation entitled to vote with relation to the proceedings provided for in this certificate, do hereby certify as follows:

1. The name of the corporation is JOYCE WESTERN CORPORATION (changed by previous amendment from Empire State Pipeline Construction Corporation).
2. The certificate of incorporation was filed in the office of the Secretary of State on the 15th day of October, 1958 under the name Empire State Pipeline Construction Corporation and certificate of amendment of certificate of incorporation of Empire State Pipeline Construction Corporation changing the name to Joyce Western Corporation was filed in said office on the 26th day of February, 1959.
3. The certificate of incorporation of this corporation is hereby amended to effect one of the changes authorized by subdivision 2 of the Stock Corporation Law, to wit: to change the location of the office of the corporation which is now located in the City of Olean, County of Cattaraugus, New York, so that it will hereafter be located in the Village of Andover, County of Allegany, New York.
4. To accomplish the foregoing, the paragraph of the certificate of incorporation designated as paragraph "Fifth" as amended by said certificate of amendment of the certificate of incorporation dated the 24th day of February, 1959, providing as to the location of office of the corporation and designation of place to which process is to be mailed is amended to read as follows:

"FIFTH. The principal office and place of business of the corporation shall be located in the Village of Andover, County of Allegany and State of New York. The corporation may establish other offices, agencies or branches for carrying on business within or outside of New York or in any part of the world. The address within the State to which the Secretary of State shall mail a copy of process in any action or proceeding which may be served upon him is H. Curtiss Buffum, The Corporation Trust Company, 1086 Ellicott Square Building, Buffalo 3, New York."

IN WITNESS WHEREOF, I have made and subscribed this certificate in triplicate, this 24 day of ^{September} ~~July~~, 1959.

James V. Joyce

STATE OF NEW YORK }
COUNTY OF ALLEGANY } ss:

On the ²⁴ day of ^{September} ~~July~~, 1959, before me, the undersigned, personally appeared JAMES V. JOYCE, to me known and known to me to be the same person described in and who executed the within instrument, and he duly acknowledged to me that he executed the same.

Thomas Dean McAndrew
Notary Public

Thomas Dean McAndrew, Notary Public
Allegany County, New York No. 265
Schenectady County No. 410
My Commission Expires March 30, 1960

184214

STATE OF NEW YORK)
) SS:
COUNTY OF ALLEGANY)

JAMES H. KINLEY, being duly sworn, deposes and says:

That he is the duly elected, qualified and acting secretary of
JOYCE WESTERN CORPORATION, and, as such, ^{is} custodian of the stock book of the
said corporation; that the person who has executed the foregoing certificate
constitutes in person the holder of record, as disclosed by such stock book,
of all the outstanding shares of said corporation entitled to vote on a change
of location of office of said corporation.

Sworn to before me this

24 day of ^{September} ~~July~~, 1959.

Thomas Dean McAndrew
Notary Public

Thomas Dean McAndrew, Notary Public
Allegany County, New York No. 265
Sullivan County No. 418
My Commission Expires March 30, 1960

1844122

ENDORSED

OFFICE OF NEW YORK DEPARTMENT OF STATE RECEIVED 23 1934	
TAX: <i>none</i>	
DUPLICATE: <i>25-</i>	
Custodian: <i>H. H. ...</i>	
Signature: <i>[Signature]</i>	
JOHN BUNN, CLERK & CHIEF ATTORNEY AND SHERIFF CLERK, NEW YORK	

on

Buffalo 3

1086 - Electric

Buffalo 3

NY

Ch. C. ...

Grand Company

1086 - Electric

Buffalo 3

NY

State of New York }
Department of State } ss.:

18695

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

MAY 1 - 1980

Basil G. Patterson

Secretary of State

G020-504 (12/78)

CERTIFICATE OF CHANGE

OF

JOYCE WESTERN CORPORATION
UNDER SECTION 805-A OF THE BUSINESS CORPORATION LAW

WE, THE UNDERSIGNED, *James V. Joyce* and
M. E. Joyce being respectively the ~~Vice~~ President and
the Assistant Secretary of JOYCE WESTERN CORPORATION hereby
certify:


1. The name of the corporation is JOYCE WESTERN
CORPORATION. It was incorporated under the name Empire State
Pipe Line Construction Corporation.


2. The Certificate of Incorporation of said corporation
was filed by the Department of State on October 15, 1958.

3. The following was authorized by the Board of
Directors:

To change the post office address to which the
Secretary of State shall mail a copy of process
in any action or proceeding against the corporation
which may be served on him from H. Curtiss Buffum,
The Corporation Trust Company, 1086 Ellicott Square
Building, Buffalo to c/o C T Corporation System,
277 Park Avenue, New York, NY 10017.

IN WITNESS WHEREOF, we have signed this certificate on
the 21st day of September, 1978 and we affirm the statements
contained therein as true under penalties of perjury.


James V. Joyce


M. E. Joyce

CERTIFICATE OF CHANGE
OF
JOYCE WESTERN CORPORATION
UNDER SECTION 805-A OF THE BUSINESS CORPORATION LAW

WE, THE UNDERSIGNED, *James V. Joyce* and
M. E. Joyce being respectively the ~~XXXX~~ President and
the Assistant Secretary of JOYCE WESTERN CORPORATION hereby
certify:

1. The name of the corporation is JOYCE WESTERN
CORPORATION. It was incorporated under the name Empire State
Pipe Line Construction Corporation.

2. The Certificate of Incorporation of said corporation
was filed by the Department of State on October 15, 1958.

3. The following was authorized by the Board of
Directors:

To change the post office address to which the
Secretary of State shall mail a copy of process
in any action or proceeding against the corporation
which may be served on him from H. Curtiss Buffum,
The Corporation Trust Company, 1086 Ellicott Square
Building, Buffalo to c/o C T Corporation System,
277 Park Avenue, New York, NY 10017.

IN WITNESS WHEREOF, we have signed this certificate on
the 21st day of September, 1978 and we affirm the statements
contained therein as true under penalties of perjury.


James V. Joyce


M. E. Joyce

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A524283

GT

CERTIFICATE OF CHANGE OF
JOYCE WESTERN CORPORATION
UNDER SECTION 805-A OF THE BUSINESS
CORPORATION LAW

RECEIVED BY NEW YORK
DEPARTMENT OF STATE
TAX 1 none
FILING FEE 1 none
FILED
OCT 20 1978

Handwritten signature

Counsel:
Cleland, Hurtt, Witt & Well
Att: William Hurtt, Esq.
1505 Grant Building
Pittsburgh, PA 15219

ASS'D
2/26/59
ALLEGANY CO

ORIG:
EMPIRE STATE PIPE LINE CONSTRUCTION Code

10/15/58
126835

S/S H. CURTIS BURFUM,
THE Emp TRUST Code
1086 ELLIOTT ST. BLDG. PITTSBURGH, PA