

Department of State.

**CERTIFICATE OF AUTHORITY
OF**

BROWN & ROOT, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **BROWN & ROOT, 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 BROWN & ROOT, INC.

to transact business in this State under the name BROWN & ROOT, INC.

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

Dated August 27, 1980



Robt. C. Cavanaugh

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 BROWN & ROOT, INC.
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Texas
4. The date of its incorporation is July 2, 1929 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 4100 Clinton Drive, Houston, Texas 77008
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:
Heavy construction contracting
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Thomas J. Feehan</u>	<u>President</u>	<u>P.O.Box 3, Houston, TX 77001</u>
<u>W. Bernard Pieper</u>	<u>Sr. Exec. V. Pres.</u>	<u>P.O.Box 3, Houston, TX 77001</u>
<u>Harry M. Jacobson</u>	<u>V.P. & Treasurer</u>	<u>P.O.Box 3, Houston, TX 77001</u>
<u>E. D. Redding</u>	<u>V.P. & Secretary</u>	<u>P.O.Box 3, Houston, TX 77001</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>100,000</u>	<u>common</u>	<u>\$100.00</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
55,402	Common	\$100.00

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 August 19, 19 80

By BROWN & ROOT, INC.
Harry M. Jacobson
Its Vice President
and E. D. Redding
Its Secretary

STATE OF TEXAS)
COUNTY OF HARRIS) ss:

I, Louise Friday, a notary public, do hereby certify that on this 19th day of August, 1980, personally appeared before me Harry M. Jacobson, who being by me first duly sworn, declared that he is the Vice President of BROWN & ROOT, INC.

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

Louise Friday
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.



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STATE OF TEXAS

The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

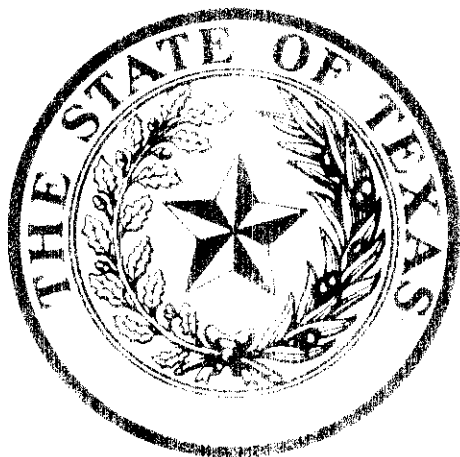
BROWN & ROOT, INC.

Charter	July 2, 1929
Amendment	March 13, 1936
Proof of Final Payment	March 10, 1938
Amendment	December 31, 1942
Amendment	December 22, 1948
Amendment	February 25, 1954
Amendment	December 28, 1954
Adoption of Texas Business Corporation Act	December 8, 1958
Articles of Merger	December 27, 1958
Statement of Cancellation of Treasury Shares	January 24, 1964

(cont.)

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

18 day of August, A. D. 19 80.



Gov. Strake Jr.
Secretary of State

Articles of Merger	April 28, 1966
Articles of Amendment	June 30, 1972
Articles of Merger	December 31, 1979

STATE OF TEXAS,

COUNTY OF TRAVIS.

KNOW ALL MEN BY THESE PRESENTS:

OK
7-2-27
H. L. S.

That we, Herman Brown and Margaret Root Brown, citizens of Travis County, Texas, and George R. Brown, a citizen of Harris County, Texas, under and by virtue of the laws of this State, do hereby voluntarily associate ourselves together for the purpose of forming a private corporation under the terms and conditions hereinafter set out, as follows:

I.

The name of this corporation is Brown & Root, Inc.

II.

The purpose for which it is formed is to contract for the erection, construction or repair of any building, structure or improvement, public or private, and erect, construct or repair same, or any part thereof, and to acquire, own, prepare for use any materials for said purposes.

III.

The places where the business of the corporation is to be transacted are at Austin, in Travis County, Texas, and at Houston, in Harris County, Texas, and the principal office and place where the business of the corporation is to be transacted is at Austin, in Travis County, Texas.

IV.

The term for which it is to exist is fifty years.

V.

The number of directors shall be three, and the names and residences of those who are appointees for the first year are as follows:

Herman Brown, Masonic Building, Austin, Travis County, Texas.

Margaret Root Brown, Masonic Building, Austin, Travis County, Texas.

George R. Brown, Post Dispatch Building, Houston Harris County, Texas.

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VI.

The amount of capital stock is Two Hundred Thousand (\$200,000.00) Dollars, -divided into two thousand(2000) shares of One Hundred(\$100.00)Dollars each, - all of which capital stock has been subscribed and paid in as per affidavit attached hereto.

IN TESTIMONY WHEREOF, we hereunto sign our names, this the 25th day of June, A. D. 1929.

Herman Brown
Margaret Root Brown
George R. Brown

STATE OF TEXAS,
COUNTY OF TRAVIS. | BEFORE ME, Carl Burkhardt Jr.,
A NOTARY PUBLIC, in and for Travis County, Texas, on this day personally appeared Herman Brown and Margaret Root Brown, both known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they each executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, THIS THE 25th DAY OF JUNE, A. D. 1929.
Carl Burkhardt Jr.
NOTARY PUBLIC, TRAVIS COUNTY, TEXAS.

STATE OF TEXAS,
COUNTY OF HARRIS. | BEFORE ME, E. L. Lawrence,
A NOTARY PUBLIC, in and for Harris County, Texas, on this day personally appeared George R. Brown, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, THIS THE 27th DAY OF June, A. D. 1929.
E. L. Lawrence
NOTARY PUBLIC, HARRIS COUNTY, TEXAS.

STATE OF TEXAS,
COUNTY OF TRAVIS.

BEFORE ME, the undersigned authority, on this day personally appeared Herman Brown, Margaret Root Brown and George R. Brown, known to me, who having been duly sworn, upon oath say, each for himself or herself:

That they are the identical parties who executed the Charter of Brown & Root, Inc., as incorporated; that the full amount of the capital stock of said Brown & Root, Inc., has been in good faith subscribed, and the full amount of said capital stock, that is, Two Hundred Thousand(\$200,000.00)Dollars, has been paid in, in cash and other property, as follows, to-wit:

The corporation has taken over the assets and assumed the liabilities of the partnership firm of Brown & Root, which has heretofore been engaged in the contracting business, and which was composed of the parties hereinafter listed as subscribers to the capital stock of this corporation; that due notice of the intention to incorporate has been given and published in the time and manner provided by law; that the property and assets taken and the liabilities assumed are as follows:

ASSETS

CASH IN BANK	\$17,746.82.
DEPOSITS	650.00.
ACCOUNTS RECEIVABLE	9,292.02.
NOTES RECEIVABLE	328.68.
DUE ON RETAINAGE & ESTIMATES	134,681.56.
PAVING CERTIFICATES	77,766.59.
CONSTRUCTION EQUIPMENT SCHEDULE A	75,560.91.
FURNITURE & FIXTURES SCHEDULE B	2,791.85.
REAL ESTATE SCHEDULE C	27,000.00.
TOTAL	<u>\$345,818.43.</u>

LIABILITIES

NOTES PAYABLE	\$ 64,978.90.
ACCOUNTS PAYABLE	56,489.56.
DUE SUB-CONTRACTORS	1,253.95.
TOTAL	<u>\$122,722.41.</u>

NET VALUE OF ASSETS

\$223,096.02.

That a full detailed and itemized statement of said assets and liabilities is hereto attached, marked Exhibit "A" and made a part hereof and the correctness of same is covered by this affidavit the same as if it had been copied in full herein; that as shown by said statement the net value of said assets is \$223,096.02, and which cash and property is taken by said corporation at the price of \$200,000.00, and said cash and property is of the cash value of Two Hundred Thousand(\$200,000.00)Dollars; that this corporation intends to and will carry on the contracting business which has heretofore been carried on by said partnership firm of Brown & Root, and all of said property is necessary to and will be used by the corporation in carrying on the business authorized by its charter; that the parcels of real estate at Georgetown and Austin, Texas, listed in the attached statement are used as warehouses and are necessary in the business, and the real estate at Houston, Texas, is necessary for the business in unloading and handling materials; that the subscribers to the capital stock of this corporation have subscribed for the amount respectively that their interests in said partnership firm amounted to; that the following are the names, residences and postoffice addresses of the parties subscribing to the capital stock:

NAMES	RESIDENCES	POSTOFFICE ADDRESSES.
HERMAN BROWN	Austin, Texas.	Masonic Building, Austin, Texas.
MARGARET ROOT BROWN	Austin, Texas.	Masonic Building, Austin, Texas.
GEORGE R. BROWN	Houston, Texas.	Post-Dispatch Bldg., Houston, Texas.
W. A. WOOLSEY	Austin, Texas.	Masonic Building, Austin, Texas.

That the amount subscribed by each and the amount paid by each, - such payments being in the manner indicated above, - are as follows:

NAMES	AMOUNT SUBSCRIBED	AMOUNT PAID IN.
Herman Brown	\$155,000.00	\$155,000.00. 11-4
Margaret Root Brown	\$ 30,000.00	\$30,000.00.
George R. Brown	\$ 10,000.00	\$10,000.00.
W. A. Woolsey	\$ 5,000.00	\$ 5,000.00.

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That the property described in detail in the statement hereto attached and made a part hereof is free of debt and encumbrances except as set out and shown in said statement.

Herman Brown

Margaret Root Brown

George R Brown

SWORN TO AND SUBSCRIBED BEFORE ME BY HERMAN BROWN
AND MARGARET ROOT BROWN, THIS THE 18th DAY OF JUNE, A. D. 1929.

Bob Burkhardt Jr.
NOTARY PUBLIC, TRAVIS COUNTY, TEXAS.

SWORN TO AND SUBSCRIBED BEFORE ME BY GEORGE R.
BROWN, THIS THE 27th DAY OF JUNE, A. D. 1929.

E. L. Lawrence
NOTARY PUBLIC, HARRIS COUNTY, TEXAS.

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NO. 54601

CHARTER OF

Green & Root, Inc.
Austin Texas

1-3

Capital Stock ----- \$ 200000 00

Filing Fee ----- \$ 240 00

Franchise ----- \$ 83 10

Remarks: 50 years

all paid

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

THIS 2 DAY OF July 19 29

Walter B. Saunders
Secretary of State

19199

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11-3

THE STATE OF TEXAS }
COUNTY OF TRAVIS }

KNOW ALL MEN BY THESE PRESENTS:

Approved
3/12/36
[Signature]

That at a meeting of the stockholders of Brown & Root, Inc., held at the office of Brown & Root, Inc., in Austin, Texas, on the 10th day of March A. D. 1936, in conformity with the by-laws thereof, ^{all} ~~two-thirds~~ of the stock of said corporation was voted to increase its capital stock from Two Hundred Thousand (\$200,000.00) Dollars to Seven Hundred Thousand (\$700,000.00) Dollars.

Now, therefore, we, the board of directors of said corporation, in compliance with the action of the stockholders, have this 10th day of March, A. D. 1936, increased the capital stock from Two Hundred Thousand (\$200,000.00) Dollars to Seven Hundred Thousand (\$700,000.00) Dollars; and we certify that all of said increased capital stock has been subscribed, and fifty percent paid in, as per affidavit hereto attached.

In testimony whereof, we hereunto sign our names, this 10th day of March, A. D. 1936.

[Signature: W. A. Woolsey]
W. A. Woolsey
[Signature: D. G. Young]
D. G. Young

[Signature: Herman Brown]
Herman Brown
[Signature: George R. Brown]
George R. Brown

State of Texas }
County of Travis }

Before me, the undersigned authority in and for Travis County, Texas, on this day personally appeared Herman Brown, George R. Brown, W. A. Woolsey and D. G. Young, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office, this the 10th day of March, A. D. 1936.

[Signature: Mary Dee Opine]
Notary Public in and for Travis
County, Texas.



2-1 K-1

AMENDMENT

No. 54601

CHARTER OF

Brown & Root,

due

Amstcr, Ind. as

increase Capital Stock
from

\$200,000.00
to

Capital Stock \$700,000.00

Filing Fee \$500.00

Franchise none

Remarks:

\$250,000.00 of increase
paid in

FILED IN THE OFFICE OF THE

SECRETARY OF STATE

THIS 13 DAY OF March 1936

R. D. [Signature]

K-2

PROOF OF FINAL PAYMENT

Approved
3/10/38
W.C. Woolsey
by James C. ...

STATE OF TEXAS

County of Travis

KNOW ALL MEN BY THESE PRESENTS:

That we, Herman Brown, George R. Brown
and W. A. Woolsey, being a majority (and
not less than three) of the Board of Directors of Brown & Root, Inc.
do hereby declare:

That the full amount of the authorized capital stock of said corporation has been fully paid in as hereinafter shown by the following:

NAME	ADDRESS	NO. SHARES	AMOUNT PAID
Herman Brown	Austin, Texas	3331	\$ 333,100.00
George R. Brown	Houston, Texas	3331	333,100.00
W. A. Woolsey	Austin, Texas	176	17,600.00
L. T. Bolin	Houston, Texas	162	16,200.00

Total Capital Stock \$ 700,000.00

That the full amount of capital stock of said corporation not paid for at the filing of charter or any amendment increasing the capital stock, has since been paid for within two years from said date in:
Cash and by declaration of stock dividends out of earnings and profits of the company.

IN TESTIMONY WHEREOF, We hereunto sign our names and attach the seal of said corporation, on this the 9th day of March, 19 38.

(SEAL)

W. A. Woolsey
W. A. Woolsey
W. A. Woolsey
Directors.

Subscribed and sworn to before me, this the 9th day of March, 19 38.

(SEAL)

Mary Nell Spire

Notary Public, Travis County, Texas.

(Fee for certificate of filing, \$1.00 cash, money order or cashier's check)

Make Remittance Payable to Secretary of State.

*Must be shown to be paid in cash or property or labor of value equivalent to cash, giving location and full description thereof, from whom and price at which received, cash value, and amount of indebtedness against it.

STATE OF TEXAS, :
: KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF HARRIS.:

*approved
12-31-42
Almer L. Lewis*

THAT at a special meeting of the stockholders of BROWN & ROOT, INC., a corporation heretofore duly organized and chartered under the laws of the State of Texas, called and held in conformity with the by-laws of such corporation for the purpose of voting upon the resolution hereinafter referred to, held in the office of said corporation on December 28, 1942, all of the outstanding stock of said corporation was voted in favor of a resolution authorizing the amendment of the charter of said corporation in the manner hereinafter set forth.

NOW, THEREFORE, we, Herman Brown, George R. Brown and W. A. Woolsey, all citizens of the State of Texas, constituting the entire Board of Directors of said corporation, in furtherance of such action of said stockholders, do hereby amend the charter of said corporation so as to increase its authorized capital stock from Seven Hundred Thousand (\$700,000.00) Dollars to One Million (\$1,000,000.00) Dollars, which additional stock is divided into three thousand (3000) shares of common stock, each of the par value of One Hundred (\$100.00) Dollars, all of which additional stock has been fully subscribed and paid in as is further shown by affidavit hereto attached.

And Section 6 of the Charter of said Corporation shall hereafter read and be as follows:

"The entire amount of capital stock is One Million (\$1,000,000.00) Dollars, divided into Ten Thousand (10,000) shares, each of the par value of One Hundred (\$100.00) Dollars, all of which capital stock has been fully subscribed and paid in as per affidavit attached hereto".

IN TESTIMONY WHEREOF, we hereunto sign our names this the 31st day of December, 1942.

Herman Brown
Herman Brown

George R. Brown
George R. Brown

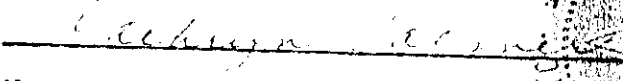
W. A. Woolsey
W. A. Woolsey
Directors of Brown & Root, Inc.

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STATE OF TEXAS, :
COUNTY OF HARRIS. :

BEFORE ME, the undersigned authority, on this day personally appeared Herman Brown, George R. Brown and W. A. Woolsey, known to me to be the persons whose names are subscribed to the foregoing instrument, and to comprise the entire Board of Directors of Brown & Root, Inc., and each acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 29th.
day of December, A.D.1942.


Notary Public, Harris County, Texas.
COMMISSION EXPIRES
JANUARY 1, 1943
HARRIS COUNTY, TEXAS



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APPROVED AND FILED IN THE OFFICE OF
THE SECRETARY OF STATE

THIS 22 DAY OF December 1948

CHARTER AMENDMENT

INCREASING CAPITAL STOCK

Fred W. Hopfeller
CHIEF CHARTER DIVISION

THE STATE OF TEXAS |
 |
COUNTY OF HARRIS |

Know all men by these presents, that at a special meeting of the stockholders of Brown & Root, Inc., (a corporation heretofore duly organized and chartered under the laws of the State of Texas), called and held in conformity with the by-laws of such corporation for the purpose of voting upon the resolution hereinafter referred to, held in the office of said company on the 8th day of December, 1948, all of the outstanding stock of said corporation was voted in favor of a resolution authorizing the amendment of the charter of said corporation in the manner hereinafter set forth.

Now therefore, we, Herman Brown, George R. Brown and W. A. Woolsey, constituting the entire Board of Directors of Brown & Root, Inc., in furtherance of such action of such stockholders, do hereby amend the charter of said corporation so as to increase its authorized capital stock from \$1,000,000.00 to \$2,500,000.00, which additional stock is divided into 15,000 shares, each of the par value of \$100.00, all of which capital stock has been subscribed and 100% of which has been paid for by transfer of \$1,500,000.00 from Surplus Account to Capital Account, and such 15,000 additional shares issued to the stockholders in proportion to their present stock ownership as a stock dividend, as is further shown by affidavit attached hereto.

And the last paragraph of Section VI of the charter of Brown & Root, Inc., shall hereafter read and be as follows:

"The entire amount of capital stock is \$2,500,000.00, divided into 25,000 shares, each of the par value of \$100.00, 100% of which has been paid in."

In testimony whereof we hereunto sign our names this the 21 day of December, 1948.

Herman Brown
Herman Brown

George R. Brown
George R. Brown

W. A. Woolsey
W. A. Woolsey

Directors of Brown & Root, Inc.

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

Before me, the undersigned authority, on this day personally appeared Herman Brown, George R. Brown and W. A. Woolsey, known to me to be the persons whose names are subscribed to the foregoing instrument and to comprise the entire Board of Directors of Brown & Root, Inc., and each acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this 21 day of December,

1948.

E. H. Lawrence
Notary Public, Harris County, Texas

AFFIDAVIT

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

Before me, the undersigned authority, on this day personally appeared Herman Brown, George R. Brown and W. A. Woolsey, known to me to be the persons whose names are subscribed below, who, having first been duly sworn by me, on oath deposed and said, each for himself:

That they are the identical parties who executed the charter amendment of Brown & Root, Inc., to increase its capital stock; that they comprise the present Board of Directors of Brown & Root, Inc., heretofore incorporated under the laws of the State of Texas; that the full amount of additional capital stock with \$100.00 per share par value to be issued by the company, namely, \$1,500,000.00, has been in good faith subscribed; that 100% of the additional capital stock has been paid for by transferring that amount from the Surplus Account to the Capital Account and distributing the 15,000 shares of increased stock to the present stockholders in proportion to their present stock ownership as a stock dividend; that the following are the names, residences, and post office addresses of the parties subscribing to the additional capital stock:

Herman Brown	P. O. Box 3	Houston, Texas
George R. Brown	P. O. Box 3	Houston, Texas
L. T. Bolin	P. O. Box 3	Houston, Texas

That the amount subscribed by each and the amount thereof issued to each as a stock dividend are as follows:

<u>Name</u>	<u>Amount Subscribed</u>	<u>Amount Stock Dividend</u>
Herman Brown	\$732,600.00	\$732,600.00
George R. Brown	732,600.00	732,600.00
L. T. Bolin	<u>34,800.00</u>	<u>34,800.00</u>
	\$1,500,000.00	\$1,500,000.00

That there is attached hereto a balance sheet of Brown & Root, Inc., certified to by the Treasurer of that company, which shows the condition of the company as of October 31, 1948, and that condition is

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substantially the same to date.

Herman Brown
Herman Brown

George R. Brown
George R. Brown

W. A. Woolsey
W. A. Woolsey

Subscribed and sworn to before me, by the said Herman Brown, George R. Brown and W. A. Woolsey, respectively, this 21 day of December, 1948, to certify which witness my hand and seal of office.

Ed. Lawrence
Notary Public, Harris County, Texas

THE STATE OF TEXAS

COUNTY OF HARRIS

KNOW ALL MEN BY THESE PRESENTS:

of the
This 25th day of Feb 1954
W. J. McKeever
Chief Charter Division

That, whereas, at a meeting of the stockholders of BROWN & ROOT, INC., held at the office of said corporation in Houston, Texas, on the first day of February, 1954, in conformity with the by-laws thereof, all of the stockholders of said corporation voted to change the places where the business of the corporation is to be transacted and have offices from Austin, Travis County, Texas and Houston, Harris County, Texas, to Austin, in Travis County, Texas; Houston, in Harris County, Texas; and Anahuac, in Chambers County, Texas. All of the stockholders of said corporation voted in favor of a resolution authorizing the amendment of the charter of said corporation in the manner hereinafter set forth.

NOW, THEREFORE, we, Herman Brown, George R. Brown, and L. T. Bolin, all residents of Houston, Harris County, Texas, and constituting the entire Board of Directors of said corporation, in compliance with the action of the stockholders aforesaid, do hereby amend the original charter of said corporation so as to change the places where the business of such corporation is to be transacted and have offices from Austin, Travis County, Texas and Houston, Harris County, Texas, to Austin, in Travis County, Texas; Houston, in Harris County, Texas; and Anahuac, in Chambers County, Texas; and we hereby certify such action to the Secretary of State of the State of Texas.

And Section III of said charter shall hereafter read and be as follows:

"The places where the business of the corporation is to be transacted and have offices are at Austin, in Travis County, Texas; Houston, in Harris County, Texas; and Anahuac, in Chambers County, Texas; and

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the principal office and place where the business
of the corporation is to be transacted is at
Austin, in Travis County, Texas."

IN TESTIMONY WHEREOF, we hereunto sign our names this
the 24th day of February, 1954.

Herman Brown
Herman Brown

George R. Brown
George R. Brown

L. T. Polin
L. T. Polin

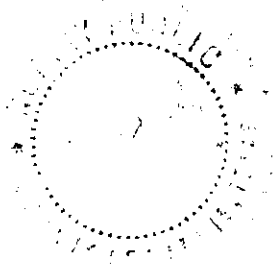
Directors of BROWN & ROOT, INC.

THE STATE OF TEXAS

COUNTY OF HARRIS

Before me, the undersigned authority, a notary public in
and for Harris County, Texas, on this day personally appeared
Herman Brown, George R. Brown, and L. T. Polin, known to me to
be the persons whose names are subscribed to the foregoing
instrument and to comprise the entire Board of Directors of
BROWN & ROOT, INC., and each acknowledged to me that he executed
the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this the 24th
day of February, 1954.



Joseph L. Lujan
Notary Public in and for
Harris County, Texas

CERTIFICATION OF RESOLUTION ADOPTED
AT STOCKHOLDERS' AND DIRECTORS' MEETINGS

RESOLVED, that the places where the business of the corporation is being transacted be changed so as to provide that the places where the business of the corporation is to be transacted and have offices are at Austin, in Travis County, Texas; Houston, in Harris County, Texas; and Anahuac, in Chambers County, Texas; and that the principal office and place where the business of the corporation is to be transacted is at Austin, in Travis County, Texas; that the directors of the corporation be requested to take the necessary and appropriate action to effect a charter amendment to said corporation's charter so as to correctly reflect such places of doing business.

* * *

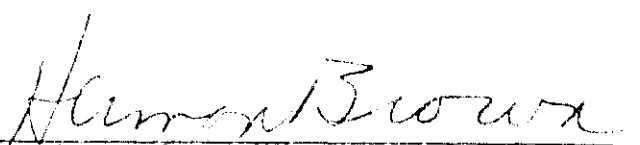
RESOLVED, that the charter of Brown & Root, Inc. be amended, in compliance with the action taken at the special meeting of stockholders this day had, so as to change the places where the business of the corporation is to be transacted to hereafter read and provide as follows: The places where the business of the corporation is to be transacted and have offices are at Austin, in Travis County, Texas; Houston, in Harris County, Texas; and Anahuac, in Chambers County, Texas; and the principal office and place where the business of the corporation is to be transacted is at Austin, in Travis County, Texas.

* * *

We, Herman Brown, President of Brown & Root, Inc. and Herbert J. Frensley, Secretary of Brown & Root, Inc., hereby

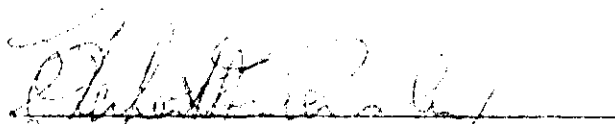
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certify that we have compared the foregoing with the resolution adopted by the stockholders of Brown & Root, Inc. at a special meeting held by said stockholders in Houston, Texas on the first day of February, 1954, and with the resolution adopted by the Directors of Brown & Root, Inc. at a special meeting of the Board of Directors held in Houston, Texas, on the first day of February, 1954, at which special meetings all stockholders and directors were present, as recorded in the minute books of said corporation, and we further certify that the same are true, correct, and complete copies thereof, and that the same have not been altered, amended, rescinded, or repealed, and the same are now in full force and effect.



President
of Brown & Root, Inc.

ATTEST:



Secretary
of Brown & Root, Inc.

CHARTER AMENDMENT INCREASING CAPITAL STOCK

THE STATE OF TEXAS)
)
COUNTY OF HARRIS)

APPROVED AND FORWARDED
OF THE SECRETARY OF STATE
This 28 day of Dec 1954
Chief Charter Division

Know all men by these presents, that at a special meeting of the stockholders of BROWN & ROOT, INC., (a corporation heretofore duly organized and chartered under the laws of the State of Texas), called and held in conformity with the by-laws of such corporation for the purpose of voting upon the resolution hereinafter referred to, held in the office of said company on the 8th day of December, 1954, all of the outstanding stock of said corporation was voted in favor of a resolution authorizing the amendment of the charter of said corporation in the manner hereinafter set forth.

Now therefore, we, Herman Brown, George R. Brown, and L. T. Bolin, constituting the entire Board of Directors of BROWN & ROOT, INC., in furtherance of such action of such stockholders, do hereby amend the charter of said corporation so as to increase its authorized capital stock from \$2,500,000.00 to \$5,000,000.00 which additional stock is divided into 25,000 shares, each of the par value of \$100.00, all of which capital stock has been subscribed and 100% of which has been paid for by transfer of \$2,500,000.00 from Surplus Account to Capital Account, and such 25,000 additional shares issued to the stockholders in proportion to their present stock ownership as a stock dividend, as is further shown by affidavit attached hereto.

And the last paragraph of Section VI of the charter of BROWN & ROOT, INC., shall hereafter read and be as follows:

"The entire amount of capital stock is \$5,000,000.00, divided into 50,000 shares, each of the par value of \$100.00, 100% of which has been paid in."

IN TESTIMONY WHEREOF, we hereunto sign our names this the 23rd day of December, 1954.

Herman Brown
Herman Brown

George R. Brown
George R. Brown

L. T. Bolin
L. T. Bolin

THE STATE OF TEXAS)
)
COUNTY OF HARRIS)

BEFORE ME, the undersigned authority, on this day personally appeared Herman Brown, George R. Brown, and L. T. Bolin, known to me to be the persons whose names are subscribed to the foregoing instrument and to comprise the entire Board of Directors of BROWN & ROOT, INC., and each acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 23rd day of December, 1954. My commission expires June 1, 1955.

Notary Public in and for
Harris County, Texas

AFFIDAVIT

THE STATE OF TEXAS

COUNTY OF HARRIS

Before me, the undersigned authority, on this day personally appeared Herman Brown, George R. Brown and L. T. Bolin, known to me to be the persons whose names are subscribed below, who, having first been duly sworn by me, on oath deposed and said, each for himself:

That they are the identical parties who executed the charter amendment of Brown & Root, Inc., to increase its capital stock; that they comprise the present Board of Directors of Brown & Root, Inc., heretofore incorporated under the laws of the State of Texas; that the full amount of additional capital stock with \$100.00 per share par value to be issued by the company, namely, \$2,500,000.00, has been in good faith subscribed; that 100% of the additional capital stock has been paid for by transferring that amount from the Surplus Account to the Capital Account and distributing the 25,000 shares of increased stock to the present stockholders in proportion to their present stock ownership as a stock dividend; that the following are the names, residences, and post office addresses of the parties subscribing to the additional capital stock:

Herman Brown	P. O. Box 3	Houston, Texas
George R. Brown	P. O. Box 3	Houston, Texas
L. T. Bolin	P. O. Box 3	Houston, Texas

That the amount subscribed by each and the amount thereof issued to each as a stock dividend are as follows:

<u>Name</u>	<u>Amount Subscribed</u>	<u>Amount Stock Dividend</u>
Herman Brown	\$1,221,000.00	\$1,221,000.00
George R. Brown	1,221,000.00	1,221,000.00
L. T. Bolin	<u>58,000.00</u>	<u>58,000.00</u>
	\$2,500,000.00	\$2,500,000.00

That there is attached hereto a balance sheet of Brown & Root, Inc., certified by the Secretary of that company, which shows the condition of the company as of Dec. 22, 1954, and that condition is substantially the same to date.

Herman Brown
Herman Brown

George R. Brown
George R. Brown

L. T. Bolin
L. T. Bolin

Subscribed and sworn to before me, by the said Herman Brown, George R. Brown and L. T. Bolin, respectively, this 22 day of December, 1954, to certify which witness my hand and seal of office.

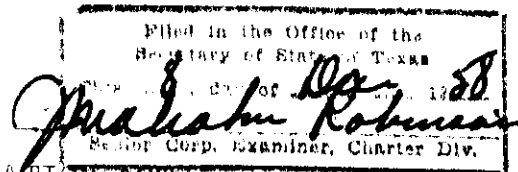
Notary Public in and for
Harris County, Texas

CERTIFICATE

I, H. J. Frensley, hereby certify that I am Secretary of Brown & Root, Inc.; that the attached balance sheet of that Company as of December 31, 1953, was prepared and certified by T. B. Trotter, Certified Public Accountant; that the attached balance sheet of that Company as of October 31, 1954, was prepared under my supervision in conformity with generally accepted principles of accounting and properly reflects the assets and liabilities of that Company as of that date; that the surplus on this day of that Company is no less than the amount shown on the latter balance sheet; and that I am a Certified Public Accountant.

Signed this 23rd day of December, 1954.


Herbert J. Frensley



ADOPTION OF TEXAS BUSINESS CORPORATION ACT

Pursuant to the provisions of Article 9.14C of the Texas Business Corporation Act, the undersigned corporation submits the following for the purpose of adopting the provisions of the Texas Business Corporation Act:

1. The name of the corporation is Brown & Root, Inc.
2. It was incorporated under the laws of Texas.
3. Each resolution adopted by the corporation is as follows:

"RESOLVED, That this corporation does hereby voluntarily adopt the provisions of the Texas Business Corporation Act."

4. The date each resolution was adopted by the corporation was December 4th, 1958.

5. The Post Office address of its initial registered office is 4100 Clinton Drive, Houston, Harris County, Texas; the name of its initial registered agent at such address is Ben H. Powell, Jr.

Dated December 4th, 1958.

BROWN & ROOT, INC.

By L. T. Bolin
Its Vice President

And

Herbert J. Frensley
Its Secretary

Before me this day personally appeared Herbert J. Frensley who being by me first duly sworn declared that he is the secretary of Brown & Root, Inc., that he signed the foregoing document as secretary of the corporation and that the statements therein contained are true.

Ruth Evans
Notary Public in and for
Harris County, Texas

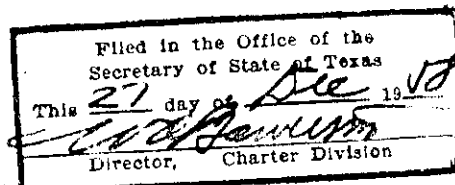
ARTICLES OF MERGER

INTO

BROWN & ROOT, INC. (A Texas Corporation)

OF

VALENTINE PULP & PAPER COMPANY, INC. (A Delaware Corporation)



Pursuant to the provisions of Article 5.07 of the Texas Business Corporation Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

1. The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>NAME OF CORPORATION</u>	<u>STATE</u>
Brown & Root, Inc.	Texas
Valentine Pulp & Paper Company, Inc.	Delaware

2. The laws of the state under which such foreign corporation is organized permits such merger.

3. The name of the surviving corporation is BROWN & ROOT, INC., and it is to be governed by the laws of the State of Texas.

4. The following Plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Texas Business Corporation Act and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized:

PLAN OF MERGER

(a) Brown & Root, Inc., a corporation organized under the laws of the State of Texas and Valentine Pulp & Paper Company, Inc., a corporation organized under the laws of the State of Delaware, 100 per cent of the outstanding capital shares of which are owned by Brown & Root, Inc., shall be merged effective as of the close of business December 27, 1958.

(b) The name of the surviving corporation is Brown & Root, Inc., and it is to be governed by the laws of the State of Texas.

(c) Upon the issuance of the Certificate of Merger the Articles of Incorporation of Brown & Root, Inc. shall be deemed to be amended so as to increase the authorized capital shares from

50,000 to 100,000; and Paragraph 6 of said Articles of Incorporation shall thereafter be and read as follows:

"6. The aggregate number of shares which the corporation shall have authority to issue is one hundred thousand (100,000) of the par value of one hundred dollars (\$100.00) each."

(d) The officers of the respective corporations shall execute, verify, deliver and file Articles of Merger and all other instruments necessary or proper to carry out this Plan of Merger.

(e) The Board of Directors of Brown & Root, Inc. may elect to abandon this Plan of Merger at any time up to the time the Articles of Merger are filed in Texas or the Certificate of Ownership and Merger is filed in Delaware.

5. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such a Plan, are as follows:

NAME OF CORPORATION	NUMBER OF SHARES OUTSTANDING	ENTITLED TO VOTE AS A CLASS	
		DESIGNATION OF CLASS	NUMBER OF SHARES
Brown & Root, Inc.	50,000	Common	50,000
Valentine Pulp & Paper Company, Inc.	23,079	Common	23,079

6. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

NAME OF CORPORATION	NUMBER OF SHARES		ENTITLED TO VOTE AS A CLASS	CLASS	
	TOTAL VOTED FOR	TOTAL VOTED AGAINST		VOTED FOR	VOTED AGAINST
Brown & Root, Inc.	50,000	None	Common	50,000	None
Valentine Pulp & Paper Company, Inc.	23,079	None	Common	23,079	None

Dated this 19th day of December, 1958.

BROWN & ROOT, INC.

By L. T. Bolin
ITS VICE PRESIDENT

And Robert J. Bolin
SECRETARY

VALENTINE PULP & PAPER COMPANY, INC.

By Robert J. Bolin
ITS VICE PRESIDENT

And Foster Tucker
SECRETARY

2

THE STATE OF TEXAS
COUNTY OF HARRIS

BEFORE ME, the undersigned authority, this day personally appeared Herbert J. Frensley who, being by me first duly sworn, declared that he is the Secretary of Brown & Root, Inc., that he signed the foregoing document as such officer of said corporation and that the statements therein contained are true.

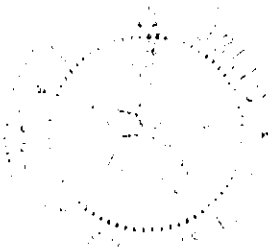


JANET ROTHER
Notary Public in and for
Harris County, Texas 59

Janet Rother
Notary Public in and for
Harris County, Texas

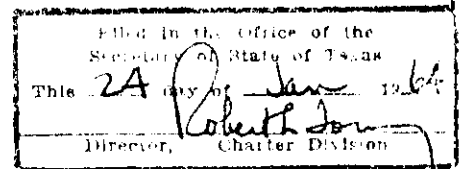
THE STATE OF TEXAS
COUNTY OF HARRIS

BEFORE ME, the undersigned authority, this day personally appeared Herbert J. Frensley who, being by me first duly sworn, declared that he is the Vice President of Valentine Pulp & Paper Company, Inc., that he signed the foregoing document as such officer of said corporation and that the statements therein contained are true.



Janet Rother
Notary Public in and for
Harris County, Texas

STATEMENT OF
CANCELLATION OF TREASURY SHARES



To the Secretary of State of the State of Texas:

Pursuant to the provision of Article 4.11 of the Texas Business Corporation Act, the undersigned corporation submits the following statement of cancellation by resolution of its board of directors of shares of the corporation reacquired by it, other than redeemable shares redeemed or purchased:

1. The name of the corporation is: Brown & Root, Inc.
2. A resolution was duly adopted by the board of directors on January 20, 1964, authorizing the cancellation of 16,098 treasury shares, itemized as follows:

Class	Number of Shares
<u>Common</u>	<u>16,098</u>

The amount of stated capital represented by the shares to be cancelled is One Million Six Hundred Nine Thousand Eight Hundred Dollars, (\$1,609,800).

3. The aggregate number of issued shares, itemized by classes and series and par value, if any, after giving effect to such cancellation is 55,402, itemized as follows:

Class	Par Value	Number of Shares
<u>Common</u>	<u>\$100</u>	<u>55,402</u>

4. The amount of the stated capital of the corporation, after giving effect to such cancellation is \$5,540,200.

DATED January 22, 1964.

BROWN & ROOT, INC.

By

[Signature]
Its Vice-President

By

[Signature]
Carl Burkhardt, Jr., Secretary

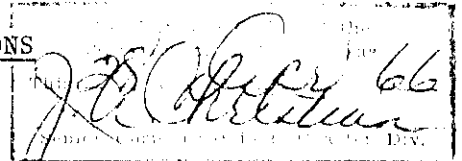
STATE OF TEXAS

COUNTY OF HARRIS

I, V. L. Wilson, a notary public, do hereby certify that on this 22nd day of January, 1964, personally appeared before me CARL BURKHART, JR., who, being by me first duly sworn, declared that he is the Secretary of Brown & Root, Inc., that he signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

[Signature]
Notary Public

ARTICLES OF MERGER OF DOMESTIC CORPORATIONS



Pursuant to the provisions of Article 5.04 of The Texas Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by The Texas Business Corporation Act:

Inasmuch as Brown & Root, Inc. is the sole shareholder of Brown & Root Caribe, Inc. and Brown & Root Caribe, Inc. has ceased active business operations, it has been decided to merge Brown & Root Caribe, Inc. into Brown & Root, Inc. so that Brown & Root, Inc. will be the surviving corporation without any changes in or amendments to the charter of Brown & Root, Inc. In furtherance of this Plan of Merger, Brown & Root, Inc. will surrender for cancellation all of the outstanding shares of Brown & Root Caribe, Inc. and will receive therefor all of the assets and assume all of the liabilities of Brown & Root Caribe, Inc. and Brown & Root Caribe, Inc. will surrender its charter to do business upon the consummation of this Plan of Merger.

2. As to each of the undersigned corporations, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>NAME OF CORPORATION</u>	<u>NUMBER OF SHARES OUTSTANDING</u>	<u>ENTITLED TO VOTE AS A CLASS</u>	
		<u>DESIGNATION OF CLASS</u>	<u>NUMBER OF SHARES</u>
Brown & Root, Inc.	55,402	Common	55,402
Brown & Root Caribe, Inc.	100	Common	100

<u>NAME OF CORPORATION</u>	<u>TOTAL VOTED FOR</u>	<u>NUMBER OF SHARES ENTITLED TO VOTE AS A CLASS</u>			
		<u>TOTAL VOTED AGAINST</u>	<u>CLASS</u>	<u>VOTED FOR</u>	<u>VOTED AGAINST</u>
Brown & Root, Inc.	55,402	None	Common	55,402	None
Brown & Root Caribe, Inc.	100	None	Common	100	None

Dated April 27, 1966.

Brown & Root, Inc.

By

B. H. Hester
Its Vice-President

And

Carl Burkhardt
Its Secretary

Brown & Root Caribe, Inc.

By

B. H. Hester
Its Vice-President

And

Carl Burkhardt
Its Secretary

KK

STATE OF TEXAS X
COUNTY OF HARRIS X

I, Stanley S. Gillis, a Notary Public, do hereby certify that on this 27th. day of April, 1966, personally appeared before me Ben H. Howell, Jr., who, being by me first duly sworn, declared that he is the vice-president of Brown & Root, Inc., that he signed the foregoing instrument as vice-president of the corporation, and that the statements therein contained are true.

Stanley S. Gillis

Notary Public in and for
Harris County, Texas

STATE OF TEXAS X
COUNTY OF HARRIS X

I, Stanley S. Gillis, a Notary Public, do hereby certify that on this 27th. day of April, 1966, personally appeared before me Ben H. Howell, Jr., who, being by me first duly sworn, declared he is the vice-president of Brown & Root Caribe, Inc., that he signed the foregoing document as vice-president of the corporation, and that the statements therein contained are true.

Stanley S. Gillis

Notary Public in and for
Harris County, Texas

ARTICLES OF AMENDMENT
BY THE SHAREHOLDERS
TO THE
ARTICLES OF INCORPORATION
OF BROWN & ROOT, INC.

FILED
In the Office of the
Secretary of State of Texas

JUN 30 1972

Bill Frensley
Treasurer Corporation Division

Pursuant to the provisions of Art. 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation which amend the Articles of Incorporation so as to provide that the corporation shall have perpetual existence.

ARTICLE ONE. The name of the corporation is Brown & Root, Inc.

ARTICLE TWO. The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on
June 20, 1972.

Article IV of the Articles of Incorporation is hereby amended so as to read as follows: The period of its duration is perpetual.

ARTICLE THREE. The number of shares of the corporation outstanding at the time of such adoption was 55,402 and the number of shares entitled to vote thereon was 55,402.

ARTICLE FOUR. The holders of all of the shares outstanding and entitled to vote on said amendment have signed a consent in writing adopting said amendment.

Dated: June 22, 1972.

Brown & Root, Inc.

ATTEST:

By: Herbert J. Frensley
President

Secretary

THE STATE OF TEXAS X
COUNTY OF HARRIS X

I, V L Wilson, a Notary Public, do hereby certify that on this day personally appeared before me Herbert J. Frensley, president of the corporation executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 22nd day of June, 1972.

V L Wilson
Notary Public in and for
Harris County, T E X A S

1979

ARTICLES OF MERGER OF
DOMESTIC AND FOREIGN CORPORATIONS

Lorna [Signature]

Deputy Director, Corporation Division

Pursuant to the provisions of Article 5.07 of the Texas Business Corporation Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
Brown & Root, Inc.	Texas
Brown & Root Western, Inc.	North Dakota

2. The laws of the State under which such foreign corporation is organized permit such merger.

3. The name of the surviving corporation is Brown & Root, Inc., and it is to be governed by the laws of the State of Texas.

4. The Agreement and Plan of Merger of Brown & Root, Inc. and Brown & Root Western, Inc. (the "Plan"), a true and correct copy of which is attached as Exhibit A hereto, was approved by the sole shareholder of the undersigned domestic corporation in the manner prescribed by the Texas Business Corporation Act, and was approved with respect to the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized.

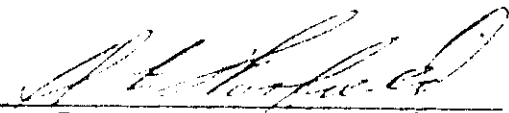
5. The undersigned corporations are authorized to issue only one class of capital stock. As to each of such corporations, the number of shares outstanding and entitled to vote on the Plan is as follows:

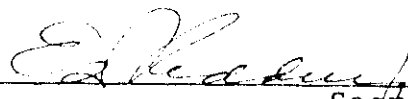
<u>Corporation</u>	<u>Number of</u> <u>Shares Outstanding</u>
Brown & Root, Inc.	55,402
Brown & Root Western, Inc.	1,000

6. The holder of all of the outstanding shares of the undersigned domestic corporation has signed a consent in writing approving the Plan. Inasmuch as the undersigned domestic corporation owns at least ninety-five percent of the outstanding shares of the undersigned foreign corporation, the laws of the State under which the latter is organized (viz., Section 10-20-05 of the North Dakota Century Code) do not require the shareholders of the undersigned foreign corporation to approve the Plan. Accordingly, no such approval has been sought or obtained.

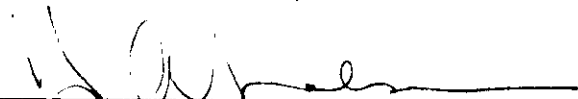
Date: December 10, 1979

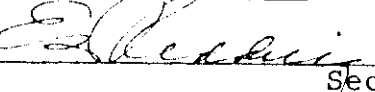
BROWN & ROOT, INC.

By 
Executive Vice President

And 
Secretary

BROWN & ROOT WESTERN, INC.

By 
Executive Vice President

And 
Secretary

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I, Louise Friday, a notary public, do hereby certify that on this 10 day of December 1979, personally appeared before me D. E. Warfield, who, being by me first duly sworn, declared that he is Exec. Vice Pres. of Brown & Root, Inc., that he signed the foregoing document as Exec. Vice Pres. of such corporation, and that the statements therein contained are true.

Louise Friday
Notary Public

(Notarial Seal)

My commission expires:
September 30, 1980

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I, Louise Friday, a notary public, do hereby certify that on this 10 day of December 1979, personally appeared before me H. A. Nelson, who, being by me first duly sworn, declared that he is Exec. Vice President of Brown & Root Western, Inc., that he signed the foregoing document as Exec. Vice President of such corporation, and that the statements therein contained are true.

Louise Friday
Notary Public

(Notarial Seal)

My commission expires:
September 30, 1980

AGREEMENT AND PLAN OF MERGER
OF
BROWN & ROOT, INC.
AND
BROWN & ROOT WESTERN, INC.

THIS AGREEMENT AND PLAN OF MERGER (hereinafter called the "Plan"), dated as of December 1, 1979, by and between Brown & Root, Inc., a Texas corporation (herein sometimes called "Brown & Root"), and Brown & Root Western, Inc., a North Dakota corporation (herein sometimes called "Western"), Brown & Root and Western being hereinafter collectively called the "Merging Corporations",

WITNESSETH THAT:

WHEREAS, it is the desire of each of the parties hereto that Western merge into Brown & Root as the surviving corporation (herein sometimes referred to as the "Surviving Corporation");

WHEREAS, Western has authorized capital stock of 1,000 shares, \$10.00 par value (the "Western Stock"), of which all 1,000 shares are issued and outstanding and owned by Brown & Root according to the books and records of Western; and

WHEREAS, Brown & Root has authorized capital stock of 100,000 shares, \$100.00 par value (the "B & R Stock"), of which 55,402 shares are issued and outstanding and owned by Halliburton Company according to the books and records of Brown & Root; and

WHEREAS, such merger may be effected through the form of a statutory merger pursuant to the provisions of (i) Article 5.07 of the Texas Business Corporation Act, inasmuch as such merger is permitted by the North Dakota Business Corporation Act, and (ii) Sections 10-20-07 and 10-20-05 of the North Dakota Century Code, inasmuch as such merger is permitted by the Texas Business Corporation Act and Brown & Root owns at least 95% of the Western Stock,

NOW, THEREFORE, for and in consideration of the premises and of the covenants and agreements hereinafter set forth, Brown & Root and Western hereby agree that:

1. On the Effective Date (as hereinafter defined) of the merger, Western shall be merged into Brown & Root, the

Surviving Corporation, which shall continue to be governed by the laws of the State of Texas and the separate existence of Western shall cease.

2. On the Effective Date of the merger, the Articles of Incorporation and Bylaws of Brown & Root shall remain and become the Articles of Incorporation and Bylaws of the Surviving Corporation.

3. On the Effective Date of the merger, the Board of Directors and officers of Brown & Root shall remain and become the Board of Directors and officers, respectively, of the Surviving Corporation, and such directors and officers shall hold office until their successors are chosen, elected or appointed according to law and the Articles of Incorporation and Bylaws of the Surviving Corporation.

4. On the Effective Date of the merger, each certificate representing Western Stock then issued and outstanding shall be surrendered for cancellation and Brown & Root shall receive therefor all of the rights and property of Western and shall assume all of the liabilities and obligations of Western, all as more specifically provided in paragraph 5 below.

5. On the Effective Date of the merger, all rights, privileges, immunities, and franchises, as well of a public as of a private nature, of each of the Merging Corporations, and all property, real, personal, and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to each of the Merging Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed as effectually as they were vested in the several and respective Merging Corporations; and the title to any real estate or interest therein, whether vested by deed or otherwise in either of the Merging Corporations, shall not revert or be in any way impaired by reason of the merger; and the Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of each of the Merging Corporations and all such liabilities and obligations shall thenceforth be enforceable against the Surviving Corporation to the same extent as if such liabilities and obligations had been incurred or contracted by it, but the liabilities of each Merging Corporation or of their respective shareholders, directors or officers shall not be affected, nor shall the rights of creditors thereof or of any person dealing with any such corporation or any liens

upon the property of either of the Merging Corporations be impaired by the merger; and all rights of creditors and all liens upon the property of either of the Merging Corporations shall be preserved unimpaired and any claim existing or action or proceeding pending by or against either of the Merging Corporations may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in its place. If at any time after the Effective Date of the merger, the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest, perfect or confirm, on record or otherwise, in the Surviving Corporation the title to any property or rights of Western acquired or to be acquired by reason of or as a result of the merger, then its proper officers and directors shall execute and deliver all such proper deeds, assignments and assurances in law and do all other things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Plan. The proper officers and directors of Western and the proper officers and directors of the Surviving Corporation are fully authorized, in the name of Western or otherwise, to take any and all such action.

6. On the Effective Date of the merger, the assets, liabilities, reserves and accounts of each of the Merging Corporations shall be taken up on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of the Merging Corporations, subject to such adjustments or eliminations of inter-company items as may be appropriate in giving effect to the merger.

7. All corporate acts, plans, policies, approvals and authorizations of Western which were valid and effective immediately prior to the Effective Date of the merger shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to Western. The employees and agents of Western, if any, shall become the employees and agents of the Surviving Corporation and continue to be entitled to the same rights and benefits which they enjoyed as employees and agents of Western.

8. The merger may be terminated and abandoned by resolutions of the Board of Directors of Brown & Root or the Board of Directors of Western at any time prior to the Effective Date, if circumstances develop which in the

opinion of either of such Boards make proceeding with the merger inadvisable. In the event of the termination and abandonment of the merger pursuant to the foregoing provision of this Plan, the Plan shall become void and have no effect, without any liability on the part of either of the Merging Corporations or their respective shareholders, directors or officers in respect thereof.

9. As soon as practicable after the approval of the Plan by the holders of at least two-thirds of the outstanding shares of B&R Stock entitled to vote thereon, the Merging Corporations shall execute and file such documents and take such other action as may be necessary or appropriate to effect the transactions contemplated by the Plan. The merger shall become effective upon Monday, December 31, 1979 (such date being herein called the "Effective Date").

IN WITNESS WHEREOF, Western has caused the Plan to be executed on its behalf and in its corporate name by its President or a Vice President, and its corporate seal to be hereunto affixed and to be attested by its Secretary or an Assistant Secretary, and Brown & Root has caused the Plan to be executed on its behalf and in its corporate name by its President or a Vice President, and its corporate seal to be hereunto affixed and to be attested by its Secretary or an Assistant Secretary, all as of the day and year first above stated.

(Corporate Seal)

BROWN & ROOT WESTERN, INC.

ATTEST:



Secretary

By




Executive Vice President

(Corporate Seal)

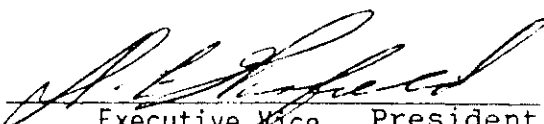
BROWN & ROOT, INC.

ATTEST:



Secretary

By



Executive Vice President