

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, IRA H. MASTERS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

**FISH NORTHWEST CONSTRUCTORS, INC.**

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code by filing in this office on the **First** day of **April** **1955**, a properly authenticated copy of its articles of incorporation, and on the **First** day of **April** **1955**, a designation of **J. L. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the

Great Seal of the State. Done at Boise City, the  
Capital of Idaho, this **1st** day  
of **April**, A.D. 19 **55**

Secretary of State.

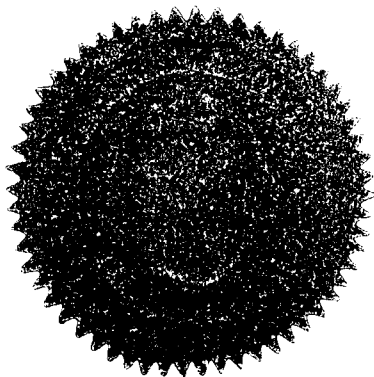
# State of Delaware



## Office of Secretary of State.

*I, John N. McDowell, Secretary of State of the State of Delaware,*  
do hereby certify *that the above and foregoing is a true and correct copy of*  
Certificate of Incorporation of the "FISH NORTHWEST CONSTRUCTORS,  
INC.", as received and filed in this office the seventh day of  
October, A. D. 1954, at 11 o'clock A.M.

*In Testimony Whereof, I have hereunto set my hand*  
*and official seal at Dover this* twenty-eighth *day*  
*of* October *in the year of our Lord*  
*one thousand nine hundred and* fifty-four.



*John N. McDowell*  
Secretary of State

Ass't. Secretary of State

**CERTIFICATE OF INCORPORATION**  
**OF**  
**FISH NORTHWEST CONSTRUCTORS, INC.**

\* \* \* \* \*

**FIRST.** The name of the corporation is  
**FISH NORTHWEST CONSTRUCTORS, INC.**

**SECOND.** Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

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

To carry on the business of contracting in all of its branches; to construct, erect, build, excavate, dredge, grade, pave, repair, wreck, remodel and equip, in whole or in part, buildings and structures of every description; public and private works of all kinds; roads, streets, sidewalks, pipe lines, bridges, viaducts, approaches, pavements, dams, locks, sewers, tunnels, subways, canals, aqueducts, channels and other waterways, foundations, piers, caissons, vaults, wharves, marine ways, and docks, ditches, conduits, reservoirs, railways and other systems of transportation; systems of water works; electric, hydraulic, power and gas plants, telephone, telegraph and lighting systems, factories and all structures built in whole or in part of wood, stone, brick, cement, iron, steel or combinations thereof.

From time to time to apply for, purchase or acquire by assignment, transfer or otherwise, and to exercise, carry

out and enjoy any contracts, concessions, easements, leases, powers, authorities, franchises, ordinances, orders, licenses or monopolies or other rights which may be granted by any individual, association, corporation, state, municipality for or in relation to the construction, erection, equipment, improvement, administration or control of works and control of works and concessions of internal or public or private use or utility, and to undertake, execute, carry out, sell or dispose of or otherwise turn to account the same. To execute performance and indemnity bonds for and on joint venture contracts.

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, and prepare for use any materials for said purpose.

To exercise the power of eminent domain in this or any other state in which it may do business to the extent and in the manner permitted by law.

To procure, distribute, buy, sell, hire, rent, lease, operate, assemble, produce, repair, move, transport, haul, erect, install, improve, alter, equip, operate, trade, and deal in and with any and all kinds of materials, road machinery, road building machinery and equipment, heavy construction machinery and equipment, contractor's equipment, automobiles, automobile trucks and other motor vehicles, trailers, tractors, electrical and steam appliances and devices, and any and all other merchandise, machines and mechanical devices, tools, implements, contrivances and appurtenances of every kind and description which can be conveniently or advantageously used or sold in connection with any business of this corporation.

To store, transport, buy and sell oil, gas, salt, brine, other mineral solutions and liquefied minerals; also sand and clay for the manufacture and sale of clay products.

To establish and maintain an oil business with authority to contract for the lease and purchase of the right to prospect for, develop and use coal and other minerals, petroleum and gas; also the right to erect, build and own all necessary oil tanks, cars and pipes necessary for the operation of the business of the same.

To establish and maintain a drilling business, with authority to own and operate drilling rigs, machinery, tools and apparatus necessary in the boring, or otherwise sinking of wells in the production of oil, gas, or water, or either, and the purchase and sale of such goods, wares and merchandise used for such business.

To acquire by purchase or otherwise, manufacture, produce, refine, process, prepare for market, warehouse, sell, exchange, dispose of in any other manner, deal in and with, at wholesale, retail or otherwise, as principal, agent, broker or otherwise, uranium, vanadium, ores, iron, steel, copper, manganese, coal, coke, oil, gas, sulphur, salt, other minerals, metals, ores, alloys, precious stones and all products, by-products, accessories and other things existing in connection therewith.

To engage in, conduct and carry on the business of locating, exploring for, excavating, stripping, cutting, quarrying, mining, digging, boring or drilling for, raising, producing, milling, crushing, washing, smelting, amalgamating, assaying, analyzing, refining, reducing, converting, concentrating, treating, preparing for market, manufacturing, buying, selling, storing, marketing, distributing, and generally dealing in and with uranium, vanadium, ores, and metals of all

kinds; lumber, timber, wood, wood products and forest products of all kinds, oil, petroleum gas, and minerals, deposits, and other similar products and substances of every kind and character; any and all products and by-products of the foregoing or any of them, and to engage in, conduct and carry on any branch of the business of excavating, quarrying, mining, smelting, milling, refining and lumbering, and all trades, occupations and businesses necessary or convenient in connection therewith or incidental, related or contributory thereto.

To design, purchase and sell steel and iron and other metal products and the manufacture of any or all of such products, and to design, sell, construct and erect engineering and architectural structures, and to contract for the construction and erection of such structures.

To erect or repair any buildings or improvement, and to accumulate and lend money for said purposes, and to purchase, sell and subdivide real property in towns, cities and villages and their suburbs not extending more than two miles beyond their limits and to accumulate and lend money for that purpose.

To acquire, bring together, hold, dispose of and deal in royalty and other interests in minerals, and to manage, control and exploit said mineral interests and to collect the revenue arising therefrom.

To explore, prospect, drill and mine for, to produce, prepare, gather, manufacture, process, treat, refine, distill and adapt, to purchase or in any manner acquire, and to sell, transport, distribute, handle, store and generally deal in and with, petroleum and other oils, chemicals, vegetable substances, natural gases, mineral and volatile substances, asphalt, bitumen and bituminous substances of every kind and character for any and all purposes whatsoever, and

any and all products, by-products and residual products thereof or therefrom; to purchase or otherwise acquire, sink, drill, develop, maintain, own, use, operate, sell, lease, mortgage, otherwise dispose of, and generally deal with oil and gas wells or interest therein, structures and equipment of all kinds, and to utilize, buy, sell, deal with and prepare for market any and all of the products thereof and therefrom.

To construct, erect, build and lay, to purchase, lease or otherwise acquire, to own, manage, maintain, operate, and use, to sell, lease, mortgage, or in any manner dispose of or encumber, plants, works, refineries, stations, systems, tank cars, tank structures, pipe lines, mains, conduits, cars, boats, vessels, appliances, apparatus, devices, machinery, structures, equipment and facilities of all kinds for the recovery and extraction and for the manufacturing, treating, processing, preparing, concentrating, distilling, purifying, generating, producing, using, storing, handling, transporting, distributing, and in any manner dealing in and with petroleum and other oils, chemicals, vegetable substances, natural gases, mineral and volatile substances, asphalt, bitumen and bituminous substances and other similar products of every kind and character for any and all purposes whatsoever.

To carry on all or any of the business of manufacturers, merchants, jobbers, wholesalers, retailers, importers and exporters generally, and without any limitation as to the class of the products and merchandise manufactured, sold, dealt in, imported and exported; to engage in any and all kinds of commercial business and enterprises, either as principal or agent, whether of the kind herein referred to or of entirely distinct and different character.

To carry on the trade or business, or any portion or portions or part or parts of the business of engineers, management engineers, sales engineers, business consultants,

founders, smiths, machinists, manufacturers, patentees, licenses, or licensors; with full power and authority to purchase or to lease, or to otherwise acquire any land, houses, offices, workshops, buildings, and premises, any fixed and/or movable machinery, tools, engines, boilers, plants, implements, patterns, stock in trade, patent and patent rights, conveniences to be used in or about any such trade or business, or portion or part thereof, and to enter into any contracts in relation to any said trade or business or any portion or portions thereof, and with power and authority to erect, construct, maintain, alter, repair, pull down and restore, alone or jointly with other persons, or business entities, works or buildings or improvements of any character or description; and the business of dealing generally with patents and patent rights, and products of any sort covered by patents or patent rights; with power and authority to purchase or otherwise acquire interest, patent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, whether exclusive, non-exclusive, or limited, or any part interest in any such letters patent, concessions, licenses, inventions, rights and privileges, whether in the United States or any part of the world; and with right and authority to sell, lease, grant any patent rights, concessions, licenses, inventions, rights or privileges which the corporation may acquire or any interest in the same; and with power and authority to register any patent or patents, or any invention or invention, to obtain exclusive or other privileges with respect to the same, in any part of the world, and to apply for, defend, use and otherwise deal with or turn to account any patent rights, concessions, monopolies, or other rights or privileges, either in the United States or any other part of the world; and generally to manufacture, produce and trade and deal in all machinery, plants, articles, appliances, and things capable of being manufactured, produced or traded in,



by virtue of or in connection with any letters patent, concessions, licenses, inventions or privileges as aforesaid, or otherwise.

To conduct and carry on in all of its various branches a general real estate, land, rental, mortgage, and loan business; to acquire to the same extent as natural persons, and without limit as to amount, to buy, build, purchase, acquire, hold, own, manage, develop, convey, improve, lease, exchange, hire, mortgage, sell or otherwise deal in and dispose of houses, buildings, lands, improved or unimproved, tenements, hereditaments, chattels, property of all kinds, real, personal or mixed, or any interests therein; to buy, sell, build, lease, exchange and generally deal in and with all kinds of property either for itself or for and in behalf of others as agent or broker on commission or otherwise; to plat lands and townsites, to subdivide, improve and develop lands for purposes of sale or otherwise, and to convert and appropriate any such lands into and for roads, streets and other conveniences, and to do and perform all things necessary, incident to, growing out of, or connected with the usual conduct of said business or businesses, or any part or parts thereof, and generally to deal with and improve the property of this Company and of other parties; to loan money on real estate security or otherwise, either for itself or in behalf of others as agent or broker on commission or otherwise, to own, hold and maintain any property acquired by the company, and to sell, convey, lease, release, let, exchange, mortgage, or otherwise encumber or dispose of the lands, houses, buildings, hereditaments, appurtenances, chattels and other property of the company.

To erect or repair any building or improvement, and to accumulate and lend money for said purposes and to purchase, sell and subdivide real property in towns, cities and villages and their suburbs not extending more than two miles beyond their limits and to accumulate and lend money.

for that purpose.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof

to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, certificates and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

ARTICLE IV. The total number of shares of stock which the corporation shall have authority to issue is Ten Thousand (10,000) and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to Ten Thousand Dollars (\$10,000.00).

ARTICLE V. The holder of any share of stock of this corporation shall be entitled to one (1) vote for each share thereof ranking par value in his name on the books of the corporation. As all directors or officers of the corporation, each shareholder shall be entitled to as many votes as shall equal the number of shares of stock multiplied by the number of shares owned by him, and he may cast all of such

votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

FIFTH. The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH. The names and places of residence of the incorporators are as follows:

| <u>NAMES</u> | <u>RESIDENCES</u>    |
|--------------|----------------------|
| H. K. Webb   | Wilmington, Delaware |
| H. C. Broadt | Wilmington, Delaware |
| A. D. Atwell | Townsend, Delaware   |

SEVENTH. The corporation is to have perpetual existence.

EIGHTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the

powers of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding, having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall see expedient and for the best interests of the corporation.

Provided, however, a compromise or arrangement is entered into between this corporation and its creditors or any class of them, and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way, of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of section 231 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any re-

ceiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ELEVENTH. Meetings of stockholders may be held outside the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide.

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

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 7th day of <sup>October</sup> A.D. 19<sup>54</sup>.

H. K. Webb (SEAL)

H. C. Broadt (SEAL)

A. D. Atwell (SEAL)

STATE OF DELAWARE )  
COUNTY OF NEW CASTLE ) ss:

BE IT REMEMBERED that on this 7th day of October, A.D. 19<sup>54</sup>, personally came before me, a Notary Public for the State of Delaware, H. K. Webb, H. C. Broadt and A. D. Atwell, all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

M. Ruth Mannering  
Notary Public  
Appointed Feb. 11, 1953  
State of Delaware  
Term Two Years

M. Ruth Mannering  
Notary Public