

# State of Idaho



Department of State

## CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

**KIDMAC NUCLEAR FUELS, INC.**

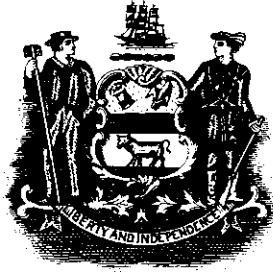
a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **11th** day of **January**, 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **11th** day of **January**, 19**63**, a designation of **T.H. Eberle or W.C. Roden** 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 **11th** day of **January**, A.D. 19 **63**.

Secretary of State.

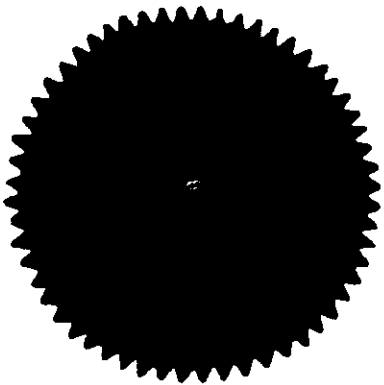
# State of Delaware



## Office of Secretary of State

I, Elisha C. Dukes, 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 "KERMAC NUCLEAR FUELS, INC.", as received and filed in this office the thirty-first day of December, A.D. 1964, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this thirty-first day of December in the year of our Lord one thousand nine hundred and sixty-four.



*Elisha C. Dukes*

Secretary of State

*G. F. Downs*

Ass't Secretary of State

CERTIFICATE OF INCORPORATION

OF

KERMAC NUCLEAR FUELS, INC.

\* \* \* \* \*

FIRST. The name of the corporation is  
KERMAC NUCLEAR FUELS, 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 mine, produce, purchase, acquire, own, prepare for market, sell and otherwise dispose of minerals, metals, ores and any other useful or valuable substances, deposits or products.

To search, prospect and explore for minerals, metals, ores, uranium, vanadium, thorium and other fissionable materials, coal, stone, petroleum, gas, timber and any other useful or valuable elements, substances or products; to acquire, own, develop and exploit rights, claims and interests in lands and the products thereof; to acquire, own, maintain, develop, improve, manage, work and operate mines, pits, quarries, collieries, timberlands and properties of all kinds, and any articles, materials, machinery, equipment and property used therefor or in connection therewith.

To manufacture, separate, reduce, smelt, refine, concentrate, treat, convert, melt and produce metals of all kinds; to manufacture, produce, acquire, own, prepare for market, sell, dispose of and deal in metals, alloys, metal products, ores, uranium, vanadium, thorium and other fissionable materials, minerals, stone, coal, wood, petroleum, gases and the products or by-products thereof; and to establish, build, acquire, own, equip, maintain, improve, repair and operate mills, factories, furnaces, converters, smelters, shops, laboratories, offices, buildings, structures and works of all kinds suitable, necessary or convenient to any of the purposes of the corporation.

To purchase, take, lease as lessee or otherwise acquire, to own, use, improve and maintain, and to sell, convey, mortgage, pledge, lease as lessor and otherwise dispose of uranium, vanadium, oil, gas and mineral lands, lands and real estate of all kinds, and the uranium, vanadium, oil, gas and mineral rights and interests in lands; to produce therefrom oil, gas, minerals, elements, deposits and substances of all kinds including solids, liquids and gases and to develop and exploit said lands, rights and interests; to develop such lands, rights and interests by, and to enter into and execute contracts for the drilling of wells and the installation of plants, machinery and equipment, and to dispose of the products therefrom either as a raw product or otherwise; to refine and reduce said products, to prepare said products for market and to manufacture from said products any and all marketable commodities.

To construct, maintain and operate canals, ditches, flumes, feeders, laterals, dams, reservoirs, lakes and wells, and for conserving, storing, conducting and transferring water to all persons entitled to the use of the same for

irrigation, mining, milling, manufacturing, the development of power to cities and towns for waterworks, and for stockraising.

To search, prospect and explore for petroleum and other oils, gas, minerals, metals, uranium, vanadium, thorium and other fissionable materials, and any other useful or valuable substances or products; to drill for, remove, produce, acquire by purchase or otherwise, own, use, store, transport, refine, distill, manufacture, process, prepare for market, sell and otherwise dispose of petroleum and other oils, bitumens, bituminous substances of all kinds, vegetable substances, minerals and gases and all products, by-products and residual products thereof or therefrom; to drill, purchase, take, lease as lessee and otherwise acquire, to own, use, maintain, develop, improve and operate, and to sell, convey, mortgage, pledge, lease as lessor and otherwise dispose of oil, gas and other wells and any articles, materials, machinery, equipment, structures or property used therefor or in connection therewith; and to engage in any trades, businesses and occupations necessary or convenient in connection with any business of the corporation or incidental, related or contributory thereto.

To build, purchase, take, lease as lessee or otherwise acquire, to own, use, maintain, improve and operate, and to sell, convey, mortgage, pledge, lease as lessor and otherwise dispose of or encumber, wells, refineries, stations, tanks, tank cars, pipe lines, gas mains, conduits, equipment, facilities and properties of all kinds for 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, gas and other volatile substances, vegetable substances, minerals, asphalt, bitumen and

bituminous substances and other similar products of every kind and character for any and all purposes whatsoever.

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

To purchase, take, receive, lease or otherwise acquire, own, hold, use, improve and otherwise deal in and with, and sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of lands, real estate, real property, chattels real and estates, interests, rights and equities of all kinds in lands.

To transact any manufacturing or mining business, and to purchase and sell goods, wares and merchandise used for such business.

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 prospect, explore, drill and bore for, and to extract, produce, mine, mill, separate, convert, smelt, concentrate, evaporate, purify, sink, refine, reduce, extract, smelt, or treat in any manner or by any process whatsoever, blend, compound, manufacture, gather, store, transport, handle, distribute, market, buy, sell and deal in and with

petroleum, mineral, animal, vegetable, and other oils, asphaltum, natural gas, gasoline, naphthene, oil, shales, sulphur, salt, brine, sand, clay, coal, minerals, mineral substances, metals, ores of every kind, or other mineral or volatile substances and solutions, and products, by-products and derivatives thereof.

To do engineering and contracting, and to design, construct, drill, bore, sink, develop, improve, extend, maintain, operate and repair, wells, mines, plants, works, machinery, equipment, appliances, storage and transportation lines and systems, for this corporation and for others.

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 or 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, shares 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, debentures 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 officers, 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 articles shall be regarded as independent objects and purposes.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000) and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to One thousand Dollars (\$1,000.00).

No stockholder of this corporation shall by reason of his holding shares of any class have any pre-emptive or preferential right to purchase or subscribe to any shares of any class of this corporation, now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such stockholder, other than such rights, if any, as the board of directors, in its discretion from time to time may grant, and at such price as the board of directors in its discretion may fix; and the board of directors may issue shares of any class of this corporation, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering any such shares of any class, either in whole or in part, to the existing stockholders of any class.

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

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

NAME	RESIDENCE
A. D. Atwell	Wilmington, Delaware
F. J. Obara, Jr.	Wilmington, Delaware
A. D. Crier	Wilmington, Delaware

EIGHTH. 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 good will 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 deem expedient and for the best interests of the corporation.

TENTH. 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.

ELEVENTH. 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  
December  
28th day of ~~January~~ A.D. 1975.

A. D. HEWITT (SEAL)

F. J. CHIRA, JR. (SEAL)

A.D. CHIRER (SEAL)

STATE OF DELAWARE )  
COUNTY OF NEW CASTLE )

SB:

BE IT REMEMBERED that on this 28th day of  
December 1967, personally came before me, a Notary  
Public for the State of Delaware, A. D. Atwell, F. J.

Osana, Jr. and A. D. Grier, all of the parties to  
the foregoing certificate of incorporation, known to me per-  
sonally to be such, and severally acknowledged the said cer-  
tificate 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 this day  
and year aforesaid.

HOWARD K. WEBB

NOTARY PUBLIC

My commission expires:

June 26, 1968

(SEAL)

HOWARD K. WEBB  
NOTARY PUBLIC  
APPOINTED JUNE 27, 1967  
STATE OF DELAWARE  
TERM 2 YEARS