

Department of State.

**CERTIFICATE OF AUTHORITY
OF**

ABE W. MATHEWS ENGINEERING CO.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ABE W. MATHEWS ENGINEERING CO.

_____ 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 ABE W. MATHEWS ENGINEERING CO.

to transact business in this State under the name ABE W. MATHEWS ENGINEERING CO.
_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated February 22, 1982



Robt. C. Canara

SECRETARY OF STATE

Penny Gursaa
Corporation

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:

1. The name of the corporation is Abe W. Mathews Engineering Co.
2. *The name which it shall use in Idaho is Abe W. Mathews Engineering Co.
3. It is incorporated under the laws of Minnesota
4. The date of its incorporation is September 20, 1955 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 555 West 27th Street; Hibbing, Minnesota 55746
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:
general business purposes, industrial construction

8. The names and respective addresses of its directors and officers are:

| Name | Office | Address |
|----------------------------|------------------|---|
| <u>Jack H. DeLuca</u> | <u>President</u> | <u>2015 E. 10th Avenue; Hibbing, MN</u> |
| <u>George Penoncello</u> | <u>Secretary</u> | <u>St. Rt. 2, Box 274; Hibbing, MN</u> |
| <u>Joseph A. Ostervich</u> | <u>Treasurer</u> | <u>417 Opal Lane; Hibbing, MN</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>2500</u> | <u>Common</u> | <u>\$100</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 |
|------------------|--------|--|
| 479 | Common | \$100 |

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 January 29, 19 82

Abe W. Mathews Engineering Co.

By

J. H. DeLuca

Its

President

and

George Russell

Its

Corporate

Secretary

STATE OF Minnesota

COUNTY OF St Louis

ss:

I, Val J. Flicek, a notary public, do hereby certify that on this 29th day of January, 1982, personally appeared before me J. H. DeLuca, who being by me first duly sworn, declared that he is the President of Abe W. Mathews Eng'g. Co.

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

Val J. Flicek
Notary Public
MINNESOTA
ST. LOUIS COUNTY

*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.

ARTICLES OF INCORPORATION

OF

ABE W. MATHEWS ENGINEERING CO.

BE IT KNOWN, that we, the undersigned, all citizens of the State of Minnesota, for the purpose of forming a corporation under and pursuant to the provisions of the Minnesota Business Corporation Act, being Chapter 330 of the Laws of Minnesota, 1943, and any amendments thereof, do hereby associate ourselves as a body corporate and adopt the following Articles of Incorporation.

ARTICLE I.

The name of this corporation is "Abe W. Mathews Engineering Co."

ARTICLE II.

The purposes of this corporation are as follows:

To engage in a general engineering business including the designing, manufacturing, buying, selling, leasing, and distribution of plants, machinery, devices, products, materials, and accessories, used in mining and construction work of all kinds including the beneficiation of ores and minerals, buildings, bridges, viaducts, sewers, sewage treatment, water purification, dams and roads.

To engage in a general manufacturing business and in that connection to buy, sell, and otherwise deal in all kinds of material and finished products.

To engage in a general contracting business and to lease, purchase, hold and use any such equipment and other property both real and personal as it may be necessary, convenient, useful, expedient or lawful in carrying out any and all of the purposes hereinabove set forth.

To acquire, own, hold, pledge, sell, assign, transfer, or dispose of the shares of capital stock and securities issued by other corporations;

To loan and borrow money or securities or otherwise, and to make, endorse and guarantee notes, mortgages and commercial paper;

To do any and all things herein set forth to the same extent and as fully as natural persons might or could do and in any part of the State of Minnesota, and as principal, agent, contractor, or otherwise and either alone or in conjunction with any other individuals, firms, agents, corporations or syndicates and to make and perform contracts of every kind and description.

ARTICLE III.

The duration of the corporation shall be perpetual.

ARTICLE IV.

The location and post office address of the registered office of the corporation shall be 2121 First Avenue in the Village of Hibbing, County of St. Louis, and State of Minnesota.

ARTICLE V.

The total authorized number of shares of this corporation shall consist of Two Thousand Five Hundred (2,500) shares of common stock of the par value of One and no/100ths Dollars (\$1.00) per share. Each share shall be entitled to one vote and for the election of directors, voting by shareholder shall be cumulative. Shares of stock may be issued and paid for in a manner prescribed by an affirmative vote of Sixty-six and Two-thirds (66 2/3ths %) per cent of the then issued and outstanding shares.

ARTICLE VI.

The annual meeting of the board of directors shall be held immediately following the annual meeting of the shareholders and at the same place. Executive officers of the corporation shall be a president, secretary and treasurer, any two of which offices may be held by one person, and the By-Laws of the corporation may provide for or may be amended to provide for one or more Vice Presidents and other officers. Such executive officers shall be elected by the board of directors at each annual meeting.

ARTICLE VII.

The amount of stated capital with which the corporation will begin business shall be \$1,000.00.

ARTICLE VIII.

The management of the corporation shall be vested in a board of Three (3) directors or such larger number as may hereafter be fixed by the By-Laws. The term of office of each director shall be One (1) year, or until his successor has been elected and qualified. The board of directors shall have power to fill any vacancy in the board of directors or in any other office. The directors shall be elected at the annual meeting of the shareholders. The annual meeting of the shareholders shall be held at such time and at such place within or without the state as may be designated in the By-Laws, or by resolution of the board of directors made pursuant to authority in the By-Laws or by written consent of all the shareholders entitled to vote thereat.

The names and post office addresses of those comprising the first

board of directors who shall serve until the first annual meeting of shareholders are as follows:

Abe W. Mathews, Power Road, Hibbing, Minnesota
 Carl A. Holley, 3912 First Avenue, Hibbing, Minnesota
 E. T. Binger, 1840 Ninth Avenue East, Hibbing, Minnesota

ARTICLE IX.

The names and post office addresses of each of the incorporators are as follows:

Abe W. Mathews, Power Road, Hibbing, Minnesota
 Carl A. Holley, 3912 First Avenue, Hibbing, Minnesota
 E. T. Binger, 1840 Ninth Avenue East, Hibbing, Minnesota

ARTICLE X.

In the event any person to whom shares of capital stock in this corporation are issued desires to sell such shares, or in the event of the death of any such person holding shares of capital stock in this corporation, written notice thereof shall be given to the board of directors of this corporation by such person desiring to sell such stock or by the executor, heirs, or assigns of such deceased shareholder. No shares of capital stock in this corporation shall be transferred to a person other than the person to whom such shares were issued by the corporation, unless and until the corporation shall have been given an option for a Thirty (30) day period to purchase any or all of such shares of this corporation which such shareholder desires to transfer. The option price shall be computed with reference to the book value of such shares as of the latest practicable date prior to the execution of any such option.

IN TESTIMONY WHEREOF, we have hereunto set our hands and seals

this 20th day of September, 1933, in triplicate.

In Presence Of

Berkley E. Carpenter

Abe W. Mathews

Berkley E. Carpenter

Carl A. Holley

Berkley E. Carpenter

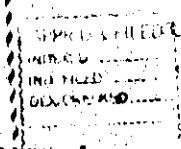
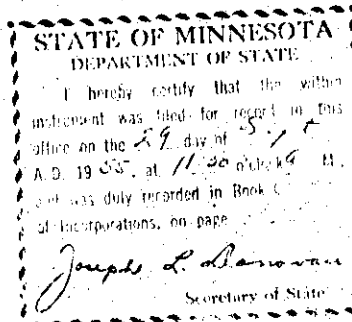
E. T. Binger

STATE OF MINNESOTA)
) SS
COUNTY OF ST. LOUIS)

On this 20th day of September, 1933, before me, a Notary Public in and for said county, personally appeared Abe W. Mathews, Carl A. Holley and E. T. Binger, all to me personally known and known to be the same persons described in and who executed the foregoing instrument and they severally acknowledged that they executed the same freely and voluntarily for the uses and purposes therein mentioned.

Berkley E. Carpenter

BERKLEY E. CARPENTER
Notary Public
St. Louis, Mo.



ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION

OF

ABE W. MATHEWS ENGINEERING CO.

We, the undersigned, respectively the President and Secretary of Abe W. Mathews Engineering Co., a corporation existing under the provisions of Chapter 301, Minnesota Statutes 1957, known as the Minnesota Business Corporation Act, and laws amendatory thereof and supplementary thereto, do hereby certify that at a regular meeting of the shareholders of the corporation held at 555 West 27th Street in the Village of Hibbing, County of St. Louis, State of Minnesota, on the 22nd day of August, 1960, at 2:00 o'clock P.M., pursuant to notice in writing mailed to each shareholder more than ten (10) days prior to such meeting, at which meeting a majority of the shares of the corporation then issued and outstanding were present in person, the following resolution was adopted by the unanimous vote of said majority of shares there present, to-wit:

RESOLVED, That Article V of the Articles of Incorporation of Abe W. Mathews Engineering Co. be and the same is hereby amended to read as follows:

The total authorized number of shares of this corporation shall consist of Two Thousand Five Hundred (2,500) shares of common stock of the par value of One Hundred dollars (\$100.00) per share. Each share shall be entitled to one vote and for the election of directors, voting by shareholders shall be cumulative. Shares of stock may be issued and paid for in a manner prescribed by an affirmative vote of Sixty-six and Two-thirds per cent ($66\frac{2}{3}\%$) of the then issued and outstanding shares.

FURTHER RESOLVED, That Articles of Amendment setting forth this amendment and the manner of adoption thereof be signed and acknowledged by the President and by the Secretary and filed for record with the Secretary

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of State in the manner required by law.

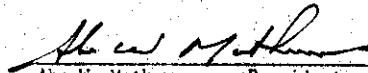

We do hereby further certify that at a special meeting of the shareholders of the corporation held at 555 West 27th Street in the Village of Hibbing, County of St. Louis, State of Minnesota, on the 11th day of June, 1962, at 3:30 o'clock P.M., pursuant to notice in writing mailed to each shareholder more than ten (10) days prior to such meeting, at which meeting a majority of the shares of the corporation then issued and outstanding were present in person, the following resolution was adopted by the unanimous vote of said majority of shares there present, to-wit:

RESOLVED, That Article IV of the Articles of Incorporation of Abe W. Mathews Engineering Co. be and the same is hereby amended to read as follows:

The location and post office address of the registered office of the corporation shall be 555 West 27th Street in the Village of Hibbing, County of St. Louis and State of Minnesota.

FURTHER RESOLVED, That Articles of Amendment setting forth this amendment and the manner of adoption thereof be signed and acknowledged by the President and by the Secretary and filed for record with the Secretary of State in the manner required by law.

IN WITNESS WHEREOF, We have hereto set our hands and caused the corporate seal of said corporation to be affixed this 11th day of June, 1962.


Abe W. Mathews, President

Robert Q. Gribble, Secretary

STATE OF MINNESOTA

ss.

COUNTY OF ST. LOUIS

On this 11th day of June, 1962, before me, a Notary Public within and for said County, personally appeared Abe W. Mathews and Robert Q. Gribble, to me personally known, who, being each by me duly sworn, did say that they

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are respectively the President and Secretary of Abe W. Mathews Engineering Co., the corporation named in the foregoing Articles of Amendment, and that the seal affixed to said instrument is the corporate seal of said corporation, and each acknowledged that they signed said instrument as their free act and deed and by authority of the shareholders of the said corporation for the purposes and uses therein expressed.

John N. Dahle

JOHN N. DAHLE, Notary Public
St. Louis County, Minnesota
My Commission Expires March 5, 1963

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within instrument was filed for record in this office on the 20 day of July A.D. 1962 at 8 o'clock P. M., and was duly recorded in Book 67-20 of Incorporations, on page 323

Joseph L. Donovan
Secretary of State

APPR'D & FILED
INDEXED
IND. FILED
DEX. CHECKED