

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

INDUSTRIAL PIPELINES INTERMOUNTAIN, INC.

a corporation duly organized and existing under the laws of **Nebraska** 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 **Sixth** day of **December**, 19 **61**, a properly authenticated copy of its articles of incorporation, and on the **Sixth** day of **December**, 19 **61**, a designation of **Wesley F. Merrill** in the County of **Bannock** 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 **6th** day of **December**, A.D. 19 **61**.

Secretary of State.

STATE OF



NEBRASKA

Department of State

Frank Marsh, Secretary of State of the State of Nebraska does hereby certify that the attached is a true and correct photo copy of INDUSTRIAL PIPELINES INTERMOUNTAIN, INC., Holdrege, Nebraska, as filed in this office on October 2, 1958, and recorded in Book 253, at Page 38, Miscellaneous Incorporations.

I further certify that no amendments have been filed to this date.

In Testimony Whereof,



I have hereunto set my hand and affixed the Great Seal of the State of Nebraska.

Done at Lincoln this
thirteenth

day of September
in the year of our Lord, one thousand nine hundred and sixty-one.

Frank Marsh
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
INDUSTRIAL PIPELINES INTERMOUNTAIN, INC.

The undersigned, Kenneth J. Sughroue, John B. Vaughan, and H. E. Stearns, hereby associate themselves together for the purpose of forming and becoming a corporation under the laws of the State of Nebraska and for that purpose hereby adopt these Articles of Incorporation.

ARTICLE I.

The name of this corporation shall be Industrial Pipelines Intermountain, Inc.

ARTICLE II.

The principal place of transacting the business of the corporation shall be Holdrege, Phelps County, Nebraska. In addition, the corporation shall have authority to transact business in any state in the United States of America and in any of its possessions and in any foreign country.

ARTICLE III.

The name of the resident agent of the corporation is Kenneth J. Sughroue of Holdrege, Nebraska.

ARTICLE IV.

The general nature of the business and the purposes for which this corporation is founded shall be:

(a) To engage, either directly or through ownership of stock in other corporations, in the building, buying, maintaining, leasing, owning and/or operating pipelines of all types, including industrial pipelines, pumps, pumping equipment, storage facilities and other equipment incidental thereto, for transporting water, petroleum, gas and other products, and equipment necessary to engage in and to engage in, sprinkling, irrigation, packing and saturation of soil with water on construction, commercial public or agricultural projects.

(b) Either directly, or through ownership of stock in other corporations, to manufacture, buy, sell, lease, export, import, act

as manufacturers' and others' agents, and to generally deal in industrial and construction machinery, equipment and supplies of every nature and description.

(c) To engage in a general contracting business, construction and engineering business, and in the general practice of engineering in all its branches, and in that capacity to make, conduct and supervise research, surveys, and investigations into all matters and things in the fields of science and technology.

(d) To engage, either directly or through ownership of stock in other corporations, in the leasing, buying, acquiring, holding and dealing in lands believed to contain petroleum, oils, gas or minerals; improving, mortgaging, leasing, selling or otherwise disposing of the same; prospecting, drilling, pumping, piping, refining and selling, both at wholesale and retail, of oil and gas products, and doing any and every act or thing, proper, necessary, and incidental thereto.

(e) To purchase, hold, sell, deal in, improve and lease real estate, or any interest therein, and mortgage and encumber the same, and construct improvements thereon or develop the same in any manner.

(f) To purchase, apply for, acquire, sell, grant, develop, and deal in patents, patent rights, copyrights and trademarks.

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

(h) To borrow or raise money for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse and execute promissory notes, drafts or other evidences of indebtedness and agreements and to secure the payment thereof and of the interest thereon and the performance thereof by mortgage or other pledge of securities or other assets of the corporation.

(i) To do everything necessary, proper and advisable or expedient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set

forth, either alone or associated with others, and incidental to or pertaining to, or growing out of, or connected with its business or powers, providing the same be not inconsistent with the laws of the State of Nebraska.

ARTICLE V.

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

Kenneth J. Sughroue, Holdrege, Nebraska, 1133 Sherman St.
John B. Vaughan, Holdrege, Nebraska, P.O. Box 299
H. E. Stearns, Grand Island, Nebraska, Kuester Lake

ARTICLE VI.

The corporation shall have perpetual existence and shall commence doing business at the time of the filing of the Articles of Incorporation with the Secretary of State and with the County Clerk of Phelps County, both of the State of Nebraska.

ARTICLE VII.

The affairs of the corporation shall be conducted by a Board of Directors (not less than three), ~~an Executive Committee~~, and by the customary officers, to-wit: President, Vice President, Secretary and Treasurer, and by such other officers as may be provided by the By-Laws. The Board of Directors shall have the power to make, alter and amend the By-Laws of the corporation. The Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors.

ARTICLE VIII.

The private property of the stockholders of this corporation shall not be subject to the payment of corporate debts.

ARTICLE IX.

The minimum amount of capital with which the corporation shall commence doing business shall be One Thousand Dollars (\$1,000.00).

ARTICLE X.

The authorized capital stock of the corporation shall consist of twenty thousand shares of the common stock and the par value of each

share shall be \$5.00 and shall be fully paid when issued.

Kenneth J. Sughroue
John B. Vaughan
Howard E. Stearns

In the Presence of:

Leland H. Gager

STATE OF NEBRASKA

COUNTY OF HALL

On this 30th day of September, 1958, before me, the undersigned,

Notary Public in and for Hall County, Nebraska, personally appeared Kenneth J. Sughroue, John B. Vaughan and H. E. Stearns, to me known to be the identical persons whose names are subscribed to the foregoing instrument and they, and each of them, acknowledged the execution thereof and the signature thereon to be their voluntary acts and deeds for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal the day and date last above written.

A. J. Lusk
Notary Public

Commission expires

July 4, 1963