

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 Harbert International, Inc.
2. *The name which it shall use in Idaho is Harbert International, Inc.
3. It is incorporated under the laws of Alabama
4. The date of its incorporation is July 15, 1981 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 No. One Riverchase Parkway, Birmingham, AL 35244
6. The street address of its proposed registered office in Idaho is 300 N. 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation Systems
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
See Schedule No. 1 attached hereto

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

Name	Office	Address
<u>See Schedule No. 2 attached hereto</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>400,000</u>	<u>Common</u>	<u>\$1.00</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
226,500	Common	\$1.00

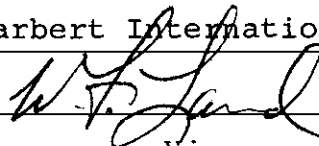
11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

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 November 27, 19 81.

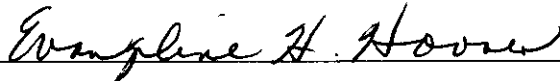
Harbert International, Inc.

By



Its Vice President

and



Its Assistant Secretary

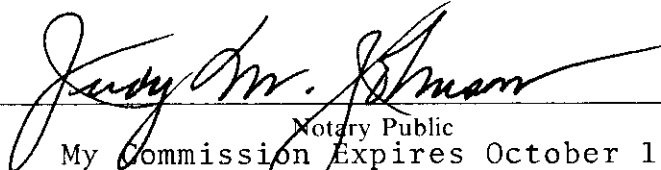
STATE OF ALABAMA)

)ss:

COUNTY OF JEFFERSON)

I, Judy M. Johnson, a notary public, do hereby certify that on this 27th day of November, 19 81, personally appeared before me W. F. Land, who being by me first duly sworn, declared that he is the Vice President of HARBERT INTERNATIONAL, INC.

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


Notary Public

My Commission Expires October 1, 1984.

*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.

Schedule No. 1

The purpose or purposes for which the Corporation is organized are:

- a. To purchase, lease, or otherwise acquire lands, buildings, machinery, building materials and other personal property in this state and elsewhere, and to purchase, erect or establish a manufactory or manufactories, with suitable plants, engines, machinery and other and different appurtenances, and to use or operate any part of or all such properties.
- b. To engage in the business of constructing buildings, dams, highways, bridges, sanitary systems, water systems, pools and any and all other objects of construction work, upon contract, subcontract, bid and acceptance, or otherwise, and to do any and all things necessary to, or convenient in connection with, the general constructing and contracting business, for private or public projects, in or out of the State of Alabama.
- c. To develop, subdivide and cultivate lands and to sell, option, encumber, mortgage, lease, or otherwise dispose of, real and personal property of the Corporation in this state or elsewhere, for, and in, or incident to, the furtherance of any of its purposes or objects.
- d. To borrow money, and to make and issue notes, bonds, debentures and other negotiable or non-negotiable obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise.
- e. To do any and all things herein set forth as principal, agent, contractor, subcontractor, joint adventurer, partner, trustee, or otherwise, alone or in company with others, and to do all things necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the Corporation, and in general to carry on lawful business, necessary or incidental to the attainment of the purposes of the Corporation, whether such business is similar in nature to the objects and powers herein above set forth or otherwise.

- f. To construct refineries, pump stations, terminals, off-shore loading and unloading facilities and pipelines, plants, oil field site preparation and related works, storage tanks, loading and unloading dock facilities, gas pipelines, oil pipelines, products pipelines, coal pipelines and any pipelines related to the gas and oil industry.
- g. To conduct business in the State of Alabama, in all other states, districts, territories and possessions of the United States and in all other countries and to have one or more offices out of the State of Alabama, as well as within such state.
- h. The foregoing clauses shall be construed as powers as well as objects and purposes, and the matters expressed in each clause shall, except as otherwise expressly provided, be in nowise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers. The Corporation shall have and may exercise all those general powers and other powers of corporations set forth in the Alabama Business Corporation Act and the enumeration of specific objects, purposes and powers therein and herein shall not be construed to limit or restrict in any manner the meaning of the general terms or the powers of the Corporation now or hereafter conferred by law, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature; however, nothing herein contained shall be construed as authorizing the Corporation to engage in or carry on the business of banking or insurance.

SCHEDULE NO. 2

OFFICERS:

<u>Name</u>	<u>Address</u>
John M. Harbert, III Chairman of the Board Chief Executive Officer	No. One Riverchase Parkway Birmingham, Alabama 35244
Bill L. Harbert President Chief Operating Officer	No. One Riverchase Parkway Birmingham, Alabama 35244
Edwin M. Dixon Executive Vice President	No. One Riverchase Parkway Birmingham, Alabama 35244
Donald L. Cook Senior Vice President	No. One Riverchase Parkway Birmingham, Alabama 35244
William H. Rossman Vice President - Finance Treasurer Assistant Secretary	No. One Riverchase Parkway Birmingham, Alabama 35244
William F. Land Vice President - Construction	No. One Riverchase Parkway Birmingham, Alabama 35244
Theodore F. Randolph Vice President Chief Engineer	No. One Riverchase Parkway Birmingham, Alabama 35244
Richard S. McFarland Vice President Chief Mining Engineer	No. One Riverchase Parkway Birmingham, Alabama 35244
Joseph E. Nelson Vice President-Equipment	No. One Riverchase Parkway Birmingham, Alabama 35244
P. Solomon Lepp Vice President - International Operations	No. One Riverchase Parkway Birmingham, Alabama 35244
C. W. Bolton, Jr. Vice President	No. One Riverchase Parkway Birmingham, Alabama 35244
James C. Kelley, Jr. Vice President	No. One Riverchase Parkway Birmingham, Alabama 35244
J. William Powers, III Secretary	No. One Riverchase Parkway Birmingham, Alabama 35244

Jerry M. Johnston
Controller
Assistant Secretary

No. One Riverchase Parkway
Birmingham, Alabama 35244

Evangeline Hoover
Assistant Secretary

No. One Riverchase Parkway
Birmingham, Alabama 35244

John Bingham
Assistant Secretary

600 North 18th Street
Birmingham, Alabama 35203

DIRECTORS:

<u>Name</u>	<u>Address</u>
John M. Harbert, III	No. One Riverchase Parkway Birmingham, Alabama 35244
Bill L. Harbert	No. One Riverchase Parkway Birmingham, Alabama 35244
Edwin M. Dixon	No. One Riverchase Parkway Birmingham, Alabama 35244
William H. Rossman	No. One Riverchase Parkway Birmingham, Alabama 35244
Theodore F. Randolph	No. One Riverchase Parkway Birmingham, Alabama 35244
Donald L. Cook	No. One Riverchase Parkway Birmingham, Alabama 35244
John Bingham	600 North 18th Street Birmingham, Alabama 35203
William F. Land	No. One Riverchase Parkway Birmingham, Alabama 35244

RESTATED
ARTICLES OF INCORPORATION
OF
HARBERT INTERNATIONAL INC.

Pursuant to the provisions of Section 10-2A-116 of the Alabama Business Corporation Act, Code of Alabama 1975, Section 10-2A-1, et seq., the undersigned corporation, Harbert International, Inc., pursuant to resolutions duly adopted by its Board of Directors and Shareholder, hereby adopts the following Restated Articles of Incorporation:

1. The name of the Corporation is:
HARBERT INTERNATIONAL, INC.
2. The period of its duration is perpetual.
3. The purpose or purposes for which the Corporation is organized are:
 - a. To purchase, lease, or otherwise acquire lands, buildings, machinery, building materials and other personal property in this state and elsewhere, and to purchase, erect or establish a manufactory or manufactories, with suitable plants, engines, machinery and other and different appurtenances, and to use or operate any part of or all such properties.
 - b. To engage in the business of constructing buildings, dams, highways, bridges, sanitary systems, water systems, pools and any and all other objects of construction work, upon contract, subcontract, bid and acceptance, or otherwise, and to do any and all things necessary to, or convenient in connection with, the general constructing and contracting business, for private or public projects, in or out of the State of Alabama.
 - c. To develop, subdivide and cultivate lands and to sell, option, encumber, mortgage, lease, or otherwise dispose of, real and personal property of the Corporation in this state or elsewhere, for, and in, or incident to, the furtherance of any of its purposes or objects.
 - d. To borrow money, and to make and issue notes, bonds, debentures and other negotiable or non-negotiable obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise.
 - e. To do any and all things herein set forth as principal, agent, contractor, subcontractor,

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joint adventurer, partner, trustee, or otherwise, alone or in company with others, and to do all things necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the Corporation, and in general to carry on lawful business, necessary or incidental to the attainment of the purposes of the Corporation, whether such business is similar in nature to the objects and powers herein above set forth or otherwise.

- f. To construct refineries, pump stations, terminals, off-shore loading and unloading facilities and pipelines, plants, oil field site preparation and related works, storage tanks, loading and unloading dock facilities, gas pipelines, oil pipelines, products pipelines, coal pipelines and any pipelines related to the gas and oil industry.
 - g. To conduct business in the State of Alabama, in all other states, districts, territories and possessions of the United States and in all other countries and to have one or more offices out of the State of Alabama, as well as within such state.
 - h. The foregoing clauses shall be construed as powers as well as objects and purposes, and the matters expressed in each clause shall, except as otherwise expressly provided, be in nowise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers. The Corporation shall have and may exercise all those general powers and other powers of corporations set forth in the Alabama Business Corporation Act and the enumeration of specific objects, purposes and powers therein and herein shall not be construed to limit or restrict in any manner the meaning of the general terms or the powers of the Corporation now or hereafter conferred by law, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature; however, nothing herein contained shall be construed as authorizing the Corporation to engage in or carry on the business of banking or insurance.
- 4. The total authorized capital stock of the Corporation is Four Hundred Thousand Dollars (\$400,000.00) divided into four hundred thousand (400,000) shares of the nominal or par value of one dollar (\$1.00) each, consisting solely of capital stock and being nonassessable.
 - 5. The address of the initial registered office of the Corporation is No. One Riverchase Parkway South, Birmingham, Alabama, and the name of its initial registered agent at such address is J. William Powers, III.
 - 6. The number of directors constituting the initial Board of Directors of the Corporation is eight and the names and addresses of the persons who are to serve as directors until the first annual meeting

of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
John M. Harbert, III	No. One Riverchase Parkway Birmingham, Alabama 35244
Bill L. Harbert	No. One Riverchase Parkway Birmingham, Alabama 35244
Edwin M. Dixon	No. One Riverchase Parkway Birmingham, Alabama 35244
William H. Rossman	No. One Riverchase Parkway Birmingham, Alabama 35244
Theodore F. Randolph	No. One Riverchase Parkway Birmingham, Alabama 35244
Donald L. Cook	No. One Riverchase Parkway Birmingham, Alabama 35244
John Bingham	600 North 18th Street Birmingham, Alabama 35203
William F. Land	No. One Riverchase Parkway Birmingham, Alabama 35244

7. The names of the persons who are to serve as the initial officers of the Corporation until the first annual meeting of the Board of Directors or until their respective successors are elected and shall qualify are:

<u>NAME</u>	<u>OFFICE</u>
John M. Harbert, III	Chairman of the Board Chief Executive Officer
Bill L. Harbert	President Chief Operating Officer
Edwin M. Dixon	Executive Vice President
Donald L. Cook	Senior Vice President
William H. Rossman	Vice President-Finance Treasurer Assistant Secretary
William F. Land	Vice President-Construction
Theodore F. Randolph	Vice President Chief Engineer
Richard S. McFarland	Vice President Chief Mining Engineer
Joseph E. Nelson	Vice President-Equipment
P. Solomon Lepp	Vice President- International Operations
C. W. Bolton, Jr.	Vice President
James C. Kelley, Jr.	Vice President

J. William Powers, III	Secretary
Jerry M. Johnston	Controller Assistant Secretary
Evangeline Hoover	Assistant Secretary
John Bingham	Assistant Secretary

8. The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the directors and the shareholders are hereby established:
- a. All corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute, by these articles or as delegated to others by such Board; and, in furtherance and not in limitation of the powers conferred by statute and by these articles, the Board of Directors is expressly authorized to make and alter the By-Laws of the Corporation, but By-Laws so made by the directors may be altered or repealed by the directors or shareholders.
 - b. No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by reason of the fact that any director of the Corporation is interested therein, or is a director or officer or shareholder of such other corporation. Any director of the Corporation may be a party to, or may be interested in any contract or transaction in which the Corporation is a party or is interested; and no contract, act or transaction of the Corporation, with any person or persons, firm, association or corporation shall be affected or invalidated by reason of the fact that any director of the Corporation is a party to or interested in such contract, act or transaction or is in any way connected with such person or persons, firm, association or corporation. Each person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself, or any firm, association or corporation in which he may be interested.
 - c. Any and all rights, powers, privileges or restrictions in these articles of incorporation granted and contained, conferred or imposed, may be enlarged, amended, altered, changed in any manner and to any extent or repealed by a certificate of amendment authorized, made, executed and filed in the manner now or hereafter permitted or authorized by the laws of the State of Alabama.
 - d. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings

State of Alabama

SHELBY

County

CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION

OF

HARBERT INTERNATIONAL INC.

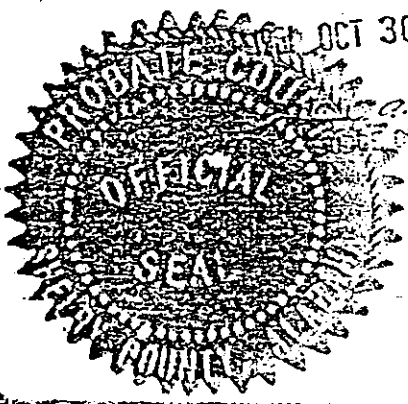
The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Restated Articles of Incorporation of HARBERT INTERNATIONAL INC., duly signed and verified pursuant to the provisions of Section 10-2A-116 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Restated Articles of Incorporation of HARBERT INTERNATIONAL INC., and attaches hereto a duplicate original of the Articles of Restated Articles of Incorporation

GIVEN Under My Hand and Official Seal on this the 30th day of October, 19 81.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
DOCUMENT WAS FILED

OCT 30 PM 3:34



THOMAS A. INSWORTH, JR.
JUDGE OF PROBATE

Rec. 2500
100
2600

Thomas A. Insworth, Jr.
Judge of Probate

I CERTIFY THIS TO BE A TRUE AND CORRECT COPY.

Thomas A. Insworth, Jr.
Probate Judge Shelby County 11-16-81

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