

FILED/EFFECTIVE AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

00 DEC -8 AM 8:57 WASHINGTON GROUP FOUNDATION, INC.

SECRETARY OF STATE
STATE OF IDAHO

IDAHO SECRETARY OF STATE

12/08/2008 09:00
EX: 2993 CI: 139389 MI: 365392

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ARTICLE I. NAME

The name of the corporation is "Washington Group Foundation, Inc."

ARTICLE II. NONPROFIT STATUS

This corporation shall be a not-for-profit corporation. It shall not have or issue shares of stock and shall pay no dividends, and no part of any net earnings shall inure to the benefit of any member, director, or officer.

ARTICLE III. DURATION

The period of existence and duration of this corporation shall be perpetual.

ARTICLE IV. REGISTERED OFFICE

The location of this corporation and the address of the registered office is 720 Park Boulevard, Boise, ID 83729.

ARTICLE V. PURPOSES

The purposes for which the corporation is organized and will be operated are as follows:

- A. To distribute this corporation's assets, income and property to the following persons:
- (1) needy employees of Washington Group International, Inc. and its subsidiaries and affiliates ("WGI"); (2) needy dependents and families of WGI employees; (3) needy former employees of WGI, retired because of disabilities and/or old age; (4) needy

dependents and families of deceased employees and former employees of WGI; and
(5) other needy individuals and families. Such distribution shall be at one time or from time to time and at such times and in such manner and amounts as the directors of this corporation, in their absolute discretion shall deem prudent.

- B. To operate for charitable, benevolent, religious, educational, patriotic, civic, or social or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, including for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3).
- C. To do any and all things as may, from time to time, seem expedient and proper to relieve and alleviate the need, distress, poverty and suffering of persons mentioned in subdivision (A) of Article V.
- D. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at that time lawfully carry on or do.

ARTICLE VI. LIMITATIONS

No part of the net earnings or the assets of the corporation shall inure to the benefit of, or be distributable to, its members, directors or officers except that the corporation shall be authorized and

empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1986 as amended from time to time.

ARTICLE VII. MEMBERS

The corporation shall have members who shall have such rights as are provided in the Act and are consistent with the management authority which these Articles grant to the Board of Directors of the corporation. Any employee or spouse of any employee of Washington Group International, Inc. and its subsidiaries and affiliates may become a member of this corporation by submitting in writing to the Secretary of the corporation a request for acceptance as a member and obtaining the affirmative vote of a majority of the members represented at any members' meeting of the corporation. No member shall incur any liability for the debts of the corporation, if any, by virtue of his or her membership.

ARTICLE VII. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall consist of three (3) individuals, each of whom shall be a member of the corporation at all times. Other than the directors constituting the initial Board of Directors, the directors shall be

elected or appointed by the existing directors in the manner and for the term provided in the Bylaws of the corporation.

ARTICLE IX. DISTRIBUTION ON DISSOLUTION

Upon termination or dissolution of the corporation, if there shall be any balance of assets and funds of the corporation after payment of provision for all debts of the corporation and the necessary expenses of liquidation, the Board of Directors shall distribute such funds or assets in accordance with the applicable provisions of the Idaho Nonprofit Corporation Act and in accordance with the requirements of the current Section 501(c)(3) of the Internal Revenue Code of 1986 as it now reads, or as it may be amended to read in the future. In the event the purposes set forth herein become impracticable or incapable of fulfillment, the assets, earnings and property of this corporation shall be distributed by the directors exclusively in aid of such a corporation, fund, or foundation organized and operated exclusively for charitable purposes which is in the judgment of the directors in furtherance of the public welfare. Any such assets not so distributed by the directors shall be distributed by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of this corporation.

ARTICLE X. BYLAWS

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the Bylaws.