

# 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

#### REF-CHEM COMPANY

a corporation duly organized and existing under the laws of **Texas** 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 **1st** day of **October** **1965**, a properly authenticated copy of its articles of incorporation, and on the **1st** day of **October** **1965**, a designation of **W. C. Roden or T. H. Eberle** 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 **1st** day of **October**, A.D. 19**65**.

Secretary of State.



The State of Texas  
Secretary of State

I, CRAWFORD C. MARTIN, Secretary of State of the  
State of Texas DO HEREBY CERTIFY that the attached is a true and  
correct copy of the following described instruments on file in  
this office:

REF-CHEM COMPANY

Articles of Incorporation	September 3, 1957
Statement of Change of Registered Office	October 28, 1963
Statement of Change of Registered Office	June 10, 1964
Amendment	March 22, 1965



IN TESTIMONY WHEREOF, I have hereunto  
signed my name officially and caused to be im-  
pressed hereon the Seal of State at my office in  
the City of Austin, this

16th day of September, A. D. 196<sup>5</sup>

*Crawford C. Martin*  
Secretary of State

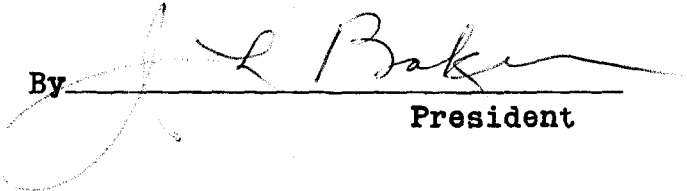
CONSENT TO USE OF NAME

REF-CHEM ENGINEERING AND CONSTRUCTION COMPANY  
a corporation organized under the laws of the State of  
Texas , hereby consents to the ~~organization-~~  
qualification of REF-CHEM COMPANY  
in the State of Idaho .

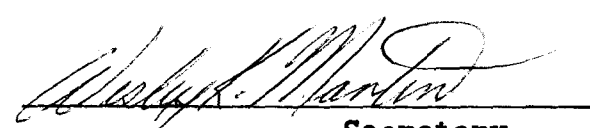
IN WITNESS WHEREOF, the said REF-CHEM ENGINEERING  
AND CONSTRUCTION COMPANY  
has caused this consent to be executed by its  
president and attested under its corporate seal by its  
secretary, this 27<sup>th</sup> day of September  
19 65

REF-CHEM ENGINEERING AND CONSTRUCTION COMPANY

By

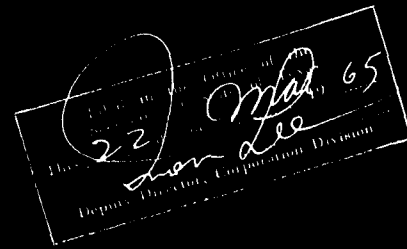
  
President

Attest:

  
Secretary

(SEAL)

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF REF-CHEM COMPANY



Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the corporation is REF-CHEM COMPANY.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on March 9, 1965:

Changing and increasing the stated capital of the corporation from One Hundred Thousand and No/100 Dollars (\$100,000.00), divided into Twenty Thousand (20,000) shares having par value of Five and No/100 (\$5.00) Dollars each, to Five Hundred Thousand and No/100 (\$500,000.00) Dollars divided into One Hundred Thousand (100,000) shares having par value of Five and No/100 (\$5.00) Dollars each and to be of the same class as presently outstanding shares. The amendment alters or changes Article Four of the original or amended Articles of Incorporation and Article Four is hereby amended to read as follows:

"ARTICLE FOUR

The total number of shares of capital stock which the corporation shall have authority to issue is One Hundred Thousand (100,000), each of which shares of capital stock shall have a par value of Five and No/100 (\$5.00) Dollars. The total amount of authorized capital

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stock is hereby increased from One Hundred Thousand and No/100 (\$100,000.00) Dollars to Five Hundred Thousand and No/100 (\$500,000.00) Dollars."

#### ARTICLE THREE

The number of shares of the corporation outstanding at the time of adoption of the foregoing amendment was Twenty Thousand (20,000), and the number of shares entitled to vote thereon was Twenty Thousand (20,000), none of which was entitled to vote as a class.

#### ARTICLE FOUR

The number of shares voting for the foregoing amendment was Twenty Thousand (20,000) and there were no shares voting against said amendment.

DATED this 9th day of March, 1965.

REF-CHEM COMPANY

By: *James L. Baker*  
President

And: *Robert K. Martin*  
Secretary

THE STATE OF TEXAS   X  
                              X  
COUNTY OF ECTOR     X

I, *Claude S. Brown*, A Notary Public, do hereby certify that on this 9th day of March, 1965, personally appeared before me JAMES L. BAKER, who declared he is President of the corporation executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

*Claude S. Brown*  
NOTARY PUBLIC in and for ECTOR COUNTY,  
TEXAS.

STATEMENT OF CHANGE OF REGISTERED OFFICE  
OF REF-CHEM COMPANY

Filed in the Office of the  
Secretary of State of Texas  
This 10 day of June 1964  
Robert L. Lowery  
Director, Change Division  
By: Bonnibel Pettibon  
Administrative Assistant

TO THE SECRETARY OF STATE OF THE STATE OF TEXAS:

Pursuant to the provisions of the Texas Business Corporation Act, the undersigned corporation, organized under the laws of the State of Texas, submits the following statement for the purpose of changing its registered office in the State of Texas:

1. The name of the corporation is REF-CHEM COMPANY.
2. The post office address of its present registered office is 1009 El Paso National Bank Building, El Paso, Texas.
3. The post office address to which its registered office is to be changed is P. O. Box 2588, Grandview and Laredo Streets, Odessa, Texas.
4. The name of its present registered agent is James L. Baker.
5. The name of its successor registered agent is James L. Baker.
6. The post office address of its registered office and the post office address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors.

DATED this 10th day of June, 1964.

REF-CHEM COMPANY

ATTEST:

Secretary

By

Its President

THE STATE OF TEXAS

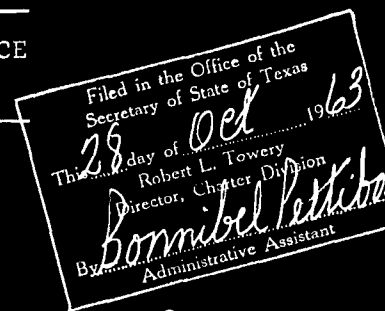
COUNTY OF EL PASO

I, the undersigned, a Notary Public, do hereby certify that on this 3rd day of June, 1964, personally appeared before me J. L. BAKER, who being by me first duly sworn, declared that he is the President of REF-CHEM COMPANY, that he signed the foregoing document as the President of the corporation and that the statements therein contained are true.

Notary Public in and for  
El Paso County, Texas

STATEMENT OF CHANGE OF REGISTERED OFFICE  
OF REF-CHEM COMPANY

TO THE SECRETARY OF STATE OF THE STATE OF TEXAS:



Pursuant to the provisions of the Texas Business Corporation Act, the undersigned corporation, organized under the laws of the State of Texas, submits the following statement for the purpose of changing its registered office in the State of Texas:

1. The name of the corporation is REF-CHEM COMPANY.
2. The post office address of its present registered office is 810 Mills Building, El Paso, Texas.
3. The post office address to which its registered office is to be changed is 1009 El Paso National Bank Building, El Paso, Texas.
4. The name of its present registered agent is James L. Baker.
5. The name of its successor registered agent is James L. Baker.
6. The post office address of its registered office and the post office address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors.

DATED this 28th day of October, 1963.

REF-CHEM COMPANY

BY: *James L. Baker*  
Its \_\_\_\_\_ President

ATTEST:

*Michelle L. Baker*  
Secretary

THE STATE OF TEXAS    ||  
                              ||  
COUNTY OF EL PASO    ||

I, the undersigned, a Notary Public, do hereby certify that on this 25<sup>th</sup> day of October, 1963, personally appeared before me James H. Baker, who being by me first duly sworn, declared that he is the President of REF-CHEM COMPANY, that he signed the foregoing document as the President of the corporation and that the statements therein contained are true.



Barbara M. Baker  
Notary Public in and for El Paso  
County, Texas



ARTICLES OF INCORPORATION

OF

REF-CHEM COMPANY

Approved & filed in the office  
of the Secretary of State  
this 3 day SEP 1957  
J. Lee Jones  
Secretary, State Charter Division

We, the undersigned natural persons of the age of twenty-one years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is REF-CHEM COMPANY.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

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

(1) To manufacture, process, repair, buy, sell, exchange and lease goods, wares and merchandise.

(2) To explore and drill for, mine, produce, process, refine and market minerals of every kind, either solid, liquid or gaseous, or any combination thereof; and for said purposes only, to buy, sell, lease and exchange lands and interests therein; but in no event to engage directly in the oil pipeline business in the State of Texas as prohibited by "Texas Business Corporation Act".

(3) To store, transport, buy and sell oil, gas, salt, brine and other mineral solutions and liquified minerals; also sand and clay for the manufacture and sale of clay products.

(4) 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.

(5) To establish and maintain a drilling business, with authority to own and operate drilling rigs, machinery, tools and apparatus necessary in the boring, or otherwise sinking of wells in the production of oil, gas, or water, or either, and the purchase and sale of such goods, wares, and merchandise used for such business; and, incidental to said primary purpose, 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.

(6) To design, purchase and sell steel and iron and other metal products and the manufacture of any or all of such products, and to design, sell, construct and erect engineering and architecture structures, and to contract for the construction and erection of such structures.

(7) To contract for the erection, construction, or repair of any building, structure or improvement, public or private, and erect, construct or repair same or any part thereof, and to acquire, own, prepare for use any materials for said purposes.

(8) To service and maintain, and to contract for the service and maintenance of pipelines, refining, chemical and industrial plants, and improvements of all kinds, provided, however, that the corporation shall never engage directly in the oil pipeline business

in this State, as prohibited by Article 2.01, Subdivision (3)(b) of the Texas Business Corporation Act.

(9) To contract for the construction and engineering of structures, improvements and facilities of all kinds permitted by law.

(10) To establish and maintain garages with authority to purchase, sell, store, house, rent, operate, repair and otherwise deal in automobiles and other motor vehicles and their accessories, gasoline, and oils necessary to the operation of motor vehicles; provided, however, the right to operate shall not conflict with any ordinance of any incorporated city or town in which the corporation shall operate.

(11) To transport goods, wares and merchandise, or any valuable thing.

(12) 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.

(13) To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

#### ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is twenty thousand (20,000) of the par value of Five Dollars (\$5.00) each.

#### ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of Ten Thousand Dollars (\$10,000.00), consisting of money, labor done or property actually received, which sum is at least equal to ten per cent (10%) of the total capitalization of said corporation and not less than \$1,000.00.

#### ARTICLE SIX

The post office address of its initial registered office is 810 Mills Building, El Paso, Texas, and the name of its initial registered agent at such address is James L. Baker.

#### ARTICLE SEVEN

The number of Directors shall be as fixed by the By-Laws of the corporation, but never less than three, and unless and until changed by the By-Laws, the number of the Directors shall be three, and the names and addresses of the persons who are to serve as Directors until the next annual meeting of the shareholders, or until their successors are elected and qualified, are:




<u>Name</u>	<u>Post Office Address</u>
James L. Baker	810 Mills Building - El Paso, Texa
Elmer B. Smith	810 Mills Building - El Paso, Texa
Leo R. Schuster	1439 Rim Road - El Paso, Texa

### ARTICLE EIGHT

The names and addresses of the incorporators are:

<u>Name</u>	<u>Post Office Address</u>
James L. Baker	810 Mills Building - El Paso, Texa
Jack S. Elliott	814 Mills Building - El Paso, Texa
Leo R. Schuster	1439 Rim Road -El Paso, Texa

IN WITNESS WHEREOF, we have hereunto set our hands this  
30th day of August, A. D. 1957.

  
 JAMES L. BAKER  
  
 JACK S. ELLIOTT  
  
 LEO R. SCHUSTER

STATE OF TEXAS        )  
COUNTY OF EL PASO    )

I, HAROLD L. SIMS, a notary public, do hereby certify that on this 30th day of August, 1957, personally appeared before me, James L. Baker, Jack S. Elliott and Leo R. Schuster, who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.



  
 Notary Public, El Paso County, Texas