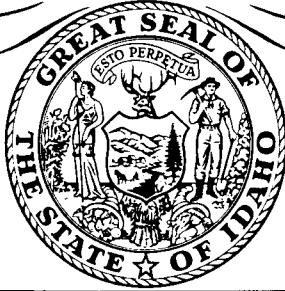


State of Idaho



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

MID-MOUNTAIN CONTRACTORS, INC.

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

ARNOLD WILLIAMS
Secretary of State

By Deputy Secretary of State.

State of Delaware



Office of Secretary of State

I, Elisha C. Dukes, Secretary of State of the State of Delaware,

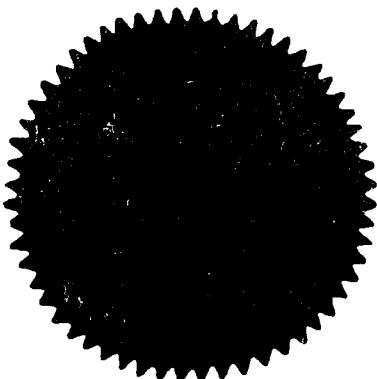
do hereby certify that the above and foregoing pages numbered from 1 to 12, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of the "MID-MOUNTAIN CONTRACTORS, INC.", as received and filed in this office the third day of January, A.D. 1956, at 11 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 9, both numbers inclusive, is a true and correct copy of Certificate of Agreement of Merger between the "MID-MOUNTAIN CONTRACTORS, INC.", a corporation organized and existing under the laws of the State of Delaware and "TEXAS PIPELINE CONSTRUCTORS, INC.", a corporation organized and existing under the laws of the State of Washington, under the name of "MID-MOUNTAIN CONTRACTORS, INC.", as received and filed in this office the eighteenth day of January, A.D. 1960, at 10 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.

In Testimony Whereof, I have hereunto set my hand

and official seal at Dover this fifteenth day of
July in the year of our Lord one thousand nine
hundred and sixty-five.



Elisha C. Dukes

Secretary of State

Ass't Secretary of State

CERTIFICATE OF INCORPORATION
OF
MID-MOUNTAIN CONTRACTORS, INC.

-o-o-o-

ARTICLE. The name of the corporation is
MID-MOUNTAIN CONTRACTORS, INC.

SECTION. Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington 99, County of New Castle. The name and address of its resident agent in this Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

SECTION. The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To carry on and conduct a general engineering and construction business including, but not limited to, the design, erection, installation, operation, alteration, repair, maintenance, replacement, and removal of pipe lines, telephone lines, power lines, sewer and water lines, railroads, trucks, pump stations, delivery facilities, engineering, transporting and receiving systems, electrical plants, and all other types of structures, equipment and facilities suitable or necessary in connection with the location, mining, extraction, production, processing, transportation, refining, and marketing of crude oil, distillates, natural gas, and all other mineral substances, or the products derived therefrom.

To engage in and carry on a general oil and/or gas mining business, and for that purpose to acquire, own, hold, develop, produce, exchange, sell, and otherwise deal in oil and gas leases and production therefrom, royalties, mineral rights, and estates of every nature pertaining to mineral substances; and in connection therewith to acquire, own, build, construct, replace, sell, and exchange any tools, machinery, buildings, equipment, and supplies deemed useful or necessary in carrying on such business.

To engage in a general merchandising business, both wholesale and retail, including but not limited to the acquisition, sale, and exchange of all types of supplies, machinery and equipment, necessary or suitable for use in the oil and gas business, mining industry, or in connection with any type of engineering or construction projects; and for such purpose to acquire, establish, maintain, lease, build and exchange buildings, plants, agencies, and other improvements.

To conduct any or all of the aforesaid activities and any other acts connected therewith or incidental thereto, in any state or territory of the United States, or in any foreign country.

To enter into, make, perform, carry out and discharge contracts of any and all kinds for any lawful purpose and not inconsistent with any general laws, regulations, ordinances, or corporation, state or private.

To have drawn of the capital stock of this corporation an authorized, together with, loans, contributions, advances, loans, bonds, or any other evidence of indebtedness or obligations of said corporation for cash, labor

performed, property, real or personal, or leases thereof or for any continuation of the foregoing or in exchange for the stocks, debentures, debenture stocks, bonds, securities, notes or obligations of any person, firm, association, partnership, corporation or other organization.

To subscribe for or cause to be subscribed for, buy, own, hold, purchase, receive, acquire and to sell, negotiate, guarantee, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, scrip, bonds, coupons, mortgages, debentures, debenture stocks, securities, notes, acceptances, drafts and evidences of indebtedness issued or created by other corporations, joint stock companies, partnerships or associations, whether public, private or municipal, or by any corporate body and while the owner thereof to possess and exercise in respect thereto all the rights, powers and privileges of ownership including the right to vote; to guarantee the payment of dividends on any share of capital stock of any corporation, joint stock company or association in which this corporation has or may at any time have any interest, and to become surety in respect of, endorse or otherwise guarantee the payment of the principal or interest on any scrip, bonds, coupons, mortgages, debentures, debenture stocks, securities, notes, drafts, acceptances, bills of exchange or any evidences of indebtedness issued or created by any such corporation, joint stock company or association; to become surety for or guarantee the carrying out and performance of any and all contracts, leases and obligations of every kind of corporation, joint stock company or association, any of whose shares, scrip, bonds, coupons, mortgages, debentures,

debenture stocks, securities, notes, drafts, acceptances, bills of exchange or other evidences of indebtedness are at any time held by or for this corporation, and to do any and all acts or things designed to protect, preserve, improve, or enhance the value of any such shares, scrip, bonds, coupons, mortgages, debentures, debenture stock, securities, notes, drafts, acceptances, bills of exchange or other evidences of indebtedness.

To organize, incorporate, reorganize, finance, and to aid and assist financially or otherwise, companies, corporations, joint stock or firms, syndicates, partnerships, and associations of all kinds engaged in the business of manufacturing, merchandising, trucking, transportation, construction, general engineering, petroleum production, processing and refining; and to subscribe for, endorse, own, and hold the bonds, stock, securities, debentures, notes or other evidences of any such company, corporation, joint stock company, syndicate, partnership, or association and to make any guaranty in connection therewith, or otherwise for the payment of money or for the performance of any obligation or contract, and to do any and all things necessary or convenient to carry any of such purposes into effect.

To acquire, purchase, apply for or obtain any and all letters patent, licenses, patent rights, trade-marks, patented processes and similar rights granted by the United States or any other sovereign or government or any inferior therein or any inventions which may be capable of being used now or in connection with any of the objects or purposes of this corporation, and to use, exercise, develop, sell,

dispose of, lease, grant, rights in respect thereto or other interests in the same and otherwise turn the same to account and to carry on any business, manufacturing or otherwise, which may be deemed to aid, effectuate, or develop directly or indirectly the object of any of them.

To purchase, lease or otherwise acquire property, real, personal or mixed, deemed useful, necessary or convenient in connection with the purposes of this corporation and to sell for cash, property, and/or securities of any kind, any part or all of the property or assets of this corporation at any time acquired, owned, or held by it, including the right to mortgage, pledge or otherwise encumber any part or all of the assets of this corporation to secure the payment of any of its obligations, but subject always to the laws of the State of Delaware.

To borrow money for any of the purposes of this corporation and to issue bonds, debentures, debenture stocks, notes and other obligations therefor, and to secure the same by pledge or mortgage of the whole or any part of the property of this corporation, either real or personal, whether at the time owned or thereafter acquired, and/or to issue bonds, debentures, debenture stocks, notes or other obligations without any such security.

To have one or more offices to carry on any authorized operations and businesses without restriction or limits as to number in any of the states or territories of the United States, or in any and all foreign countries.

To do any and all things heretofore set forth, and in addition such other acts and things as are necessary or

convenient to the attainment of the purposes of this corporation, to the same extent as natural persons lawfully might do or could do in any part of the world insofar as such acts or things are permitted to be done by corporations organized under the general laws of the State of Delaware.

To carry out all, or any part, of the foregoing objects as principal, factor, agent, contractor or otherwise either alone or through or in conjunction with any person, firm, association or corporation in any part of the world.

It is the intention that the objects and purposes specified in the foregoing clauses of this paragraph THIRD shall not, unless otherwise specified herein, be in any way limited or restricted by reference to or inference from the terms of any other clause of this or any other numbered paragraph hereof, but that the objects and purposes specified in each of the clauses of this paragraph THIRD shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers; and generally that the corporation shall be authorized to exercise and enjoy all other powers, rights, and privileges granted to or conferred upon corporations of this kind by the laws of the State of Delaware, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights, or privileges granted or conferred by the laws of the said State now or hereafter in force.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is two thousand (2,000) of which stock one thousand (1,000) shares of the

par value of One Hundred Dollars (\$100.00) each, amounting in the aggregate to One Hundred Thousand Dollars (\$100,000.00) shall be preferred stock and of which one thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) each, amounting in the aggregate to One Hundred Thousand Dollars (\$100,000.00) shall be common stock.

The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof are as follows:

The holders of the preferred stock shall be entitled to receive in each year, when and as declared by the board of directors of the corporation, out of any assets of the corporation available for dividends pursuant to the laws of the State of Delaware, preferential dividends at the rate of six per cent (6%) per share per annum, and no more, payable annually, semi-annually or quarterly on such days as may be determined by the board of directors, before any dividends shall be declared or paid upon or set apart for the common stock for such year. Such dividends upon the preferred stock shall be non-cumulative, so that the holders of such stock shall be entitled to receive only such dividends not exceeding dividends at the rate of six per cent (6%) per annum, during any year, as may, in the unlimited discretion of the board of directors, be declared and made payable.

Whenever the full dividend upon the preferred stock at the rate of six per cent (6%) per share per annum shall have been paid or declared and a sum sufficient for the payment thereof set apart in any year, then and until such sum shall have been paid or declared by the board of directors, one or the remainder of the assets available therefor.

The corporation may at the option of the board of directors, redeem the whole or any part of the outstanding preferred stock on any dividend payment date after the date of issuance by paying One Hundred Dollars (\$100.00) for each share thereof, together with a sum of money equivalent to dividends at the rate of six per cent (6%) per annum on the par value thereof from the date on which the dividends thereon became cumulative to the date fixed for such redemption, less the amount of dividends theretofore paid thereon. Notice of such election to redeem shall, not less than sixty (60) days prior to the dividend date upon which the stock is to be redeemed, be mailed to each holder of stock so to be redeemed at his address as it appears on the books of the corporation. In case less than all of the outstanding preferred stock is to be redeemed, the amount to be redeemed and the method of effecting such redemption, whether by lot or pro rata or other equitable method, may be determined by the board of directors. If, on or before the redemption date named in such notice, the funds necessary for such redemption shall have been set aside by the corporation so as to be available for payment on demand to the holders of the preferred stock so called for redemption, then, notwithstanding that any certificates of the preferred stock so called for redemption shall not have been surrendered for cancellation, the dividends thereon shall cease to accrue from and after the date of redemption as designated, and all rights with respect to such preferred stock so called for redemption, including any right to vote or otherwise participate in the determination of any proposed corporate action, shall terminate after such redemption date except the amount, except only the right of the holder to receive the redemption price therefor, but without interest.

In the event of any liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the holders of the preferred stock shall be entitled, before any assets of the corporation shall be distributed among or paid over to the holders of the common stock, to be paid One Hundred Dollars (\$100.00) per share, together with a sum of money equivalent to dividends at the rate of six per cent (6%) per annum on the par value thereof, from the date or dates upon which dividends on such preferred stock became cumulative to the date of payment thereof, less the amount of dividends theretofore paid thereon. After the making of such payments to the holders of the preferred stock, the remaining assets of the corporation shall be distributed among the holders of the common stock alike, according to the number of shares held by each. If, upon such liquidation, dissolution or winding up, the assets of the corporation distributable as aforesaid among the holders of the preferred stock shall be insufficient to permit of the payment to them of said amount, the entire assets shall be distributed ratably among the holders of the preferred stock.

Except as expressly required by law or as herein otherwise provided, the holders of the preferred stock shall have no voting power nor shall they be entitled to notice of meetings of stockholders, all rights to vote and all voting power being vested exclusively in the holders of the common stock.

The amount of the authorized stock of any class or classes may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote.

THIRD. The minimum amount of capital with which the corporation will commence business is One thousand Dollars (\$1,000.00).

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

<u>NAME</u>	<u>RESIDENCE</u>
H. H. Webb	Wilmington, Delaware
H. G. Brandt	Wilmington, Delaware
A. D. Atwell	Wilmington, Delaware

FIFTH. The corporation is to have perpetual existence.

SIXTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

SEVENTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To mortgage and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the whole or in part.

By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in

the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

XXXXX. Meetings of stockholders may be held outside the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide.

HEREBY. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 3rd day of January A. D. 1956 .

W. H. Webb (SEAL)

H. G. Broadt (SEAL)

A. D. Atwell (SEAL)

STATE OF DELAWARE)

) ss:

CORPORATION OF NEW CASTLE)

DO HEREBY CERTIFY that on this 3rd day of January A. D. 1956 , personally came before me, a Notary Public for the State of Delaware, W. H. Webb, H. G. Broadt and A. D. Atwell , all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and date aforesaid.

W. H. Webb
H. G. Broadt
A. D. Atwell
Notary Public
JAN. 12, 1956
State of Delaware
Term 1955-1956

W. H. Webb
Notary Public.

AGREEMENT OF MERGER

MERGING

TEXAS PIPELINE CONSTRUCTORS, INC.

INTO

MID-MOUNTAIN CONTRACTORS, INC.

AGREEMENT OF MERGER, dated this first day of November, 1959, by and between F. E. EVERETT, JR., A. T. TOLBERT, T. F. HANSEN, J. J. HEGARTY, A. T. EVERHAM and B. L. WELLER, being all of the directors of MID-MOUNTAIN CONTRACTORS, INC., a corporation organized and existing under the laws of the State of Delaware, and F. E. EVERETT, JR., A. T. TOLBERT and F. E. TROMPLER, being all of the directors of TEXAS PIPELINE CONSTRUCTORS, INC., a corporation organized and existing under the laws of the State of Washington.

W I T N E S S E T H:

WHEREAS, said MID-MOUNTAIN CONTRACTORS, INC., a corporation by its Certificate of Incorporation which was filed in the Office of the Secretary of State of the State of Delaware, on January 3, 1956 and recorded in the Office of the Recorder of Deeds for the County of New Castle on January 3, 1956, has an authorized capital stock consisting of 1,000 shares of common stock of the par value of \$100.00 per share of which 735 shares are issued and outstanding, and 1,000 shares of preferred stock of the par value of \$100.00 per share, none of which have been issued; and

WHEREAS, said TEXAS PIPELINE CONSTRUCTORS, INC., a corporation, was incorporated by filing its Articles of Incorporation in the office of the Secretary of State of the State of Washington on September 20, 1956, and recorded in the office of the Auditor for

the County of King on September 20, 1956, and has been authorized by its Articles of Incorporation to have 100,000 shares of stock of the par value of \$1.00 per share, all of which shares are common stock, and of which 21,000 shares are now issued and outstanding, and all of which shares are owned and in the name of MID-MOUNTAIN CONTRACTORS, INC., a corporation.

NOW, THEREFORE, the corporations, parties to this agreement, do hereby agree that MID-MOUNTAIN CONTRACTORS, INC. merge into itself TEXAS PIPELINE CONSTRUCTORS, INC., and that TEXAS PIPELINE CONSTRUCTORS, INC. be merged into MID-MOUNTAIN CONTRACTORS, INC., pursuant to the GENERAL CORPORATION LAW of the State of Delaware and the GENERAL CORPORATION LAW of the State of Washington, under the terms and conditions prescribed as follows:

I

That said corporations shall be merged, and MID-MOUNTAIN CONTRACTORS, INC. shall survive the merger, and shall be governed by the General Corporation Law of the State of Delaware.

II

That TEXAS PIPELINE CONSTRUCTORS, INC., a corporation, is a wholly owned subsidiary of MID-MOUNTAIN CONTRACTORS, INC.

III

That the manner of converting the capital stock of the corporations into the capital stock of the surviving corporation shall be as follows:

(a) All present holders of stock of MID-MOUNTAIN CONTRACTORS, INC., shall continue to hold the same certificates of stock which they now hold and such certificates shall represent a like number of shares of the common stock of the surviving corporation.

(b) Each and every of the outstanding shares of stock of Texas Pipeline Constructors, Inc. shall be forthwith surrendered by the stockholders and retired and cancelled, Mid-Mountain Contractors, Inc. being the only stockholder of Texas Pipeline Constructors, Inc.

IV.

Texas Pipeline Constructors, Inc. shall transfer to Mid-Mountain Contractors, Inc. all of its assets of whatsoever kind and nature, and Mid-Mountain Contractors Inc. shall assume and hereby agrees to pay all debts and liabilities of Texas Pipeline Constructors, Inc. and such debts and liabilities shall attach to the surviving corporation and may be enforced against it to the same extent as if they had been incurred or contracted by it.

V.

The identity, existence, purposes, powers and objects of Mid-Mountain Contractors, Inc. shall continue unaffected and unchanged and the Charter and By-Laws of Mid-Mountain Contractors Inc. shall remain unchanged and unaffected by this merger.

VI.

The names and addresses of the present directors of Mid-Mountain Contractors, Inc. who shall act as the directors of the surviving corporation until their successors are duly chosen and qualified are:

<u>NAME:</u>	<u>ADDRESS</u>
P. E. Everett, Jr.	1403 Evergreen Point Road Bellevue, Wash.
A. T. Tolbert	624 - 131st St. N. E. Bellevue, Wash.
T. F. Hanson	2230 South Gary Tulsa, Oklahoma

J. J. Hegarty

1026 E. Willow
Wheaton, Illinois

A. T. Everham

130 W. Liberty Drive
Wheaton, Illinois

B. L. Weller

3312 South Fulton
Tulsa, Oklahoma

VII.

The present business office of the surviving corporation is located at 1310 Airport Way, Seattle, Washington. The name and post office address of its resident agent in the State of Delaware is:

The Corporation Trust Company
100 West 10th St.
Wilmington 99, Delaware

The name and post office address of its resident agent for the State of Washington is:

C O Corporation System
1220 Third Avenue
Seattle 1, Washington

IN WITNESS WHEREOF, this agreement has been signed by all the directors of Mid-Mountain Contractors, Inc. and Texas Pipeline Contractors, Inc. under their respective corporate seals, as of the day and year first above written.

MID-MOUNTAIN CONTRACTORS,
INC.
CORPORATE SEAL 1956
DELAWARE

Attest:

J. J. Hegarty
Res. Secy

F. E. Everett, Jr.
F. E. EVERETT, JR.

A. T. Tolbert
A. T. TOLBERT

T. F. Hancin
T. F. HANCIN

J. J. Hegarty
J. J. HEGARTY

A. T. Everham
A. T. EVERHAM

B. L. Weller
B. L. WELLER

TEXAS PIPELINE CONSTRUCTORS,
INC.

CORPORATE SEAL 1956
DELAWARE

Attest:

Secretary

F. E. EVERETT, JR.

A. T. TOIBERT

F. E. TROMPLER

Directors of Texas Pipeline Constructors,
Inc.

This is to certify that all of the stockholders of MID-MOUNTAIN
CONTRACTORS, INC. have approved in writing the foregoing Agreement
of Merger between Mid-Mountain Contractors, Inc. and Texas Pipeline
Constructors, Inc.

MID-MOUNTAIN CONTRACTORS,
INC.
CORPORATE SEAL 1956
DELAWARE

Secretary of Mid-Mountain Contractors, Inc.

Attest:

Secretary

This is to certify that Mid-Mountain Contractors, Inc. being
the sole stockholder of Texas Pipeline Constructors, Inc. has approved
the foregoing Agreement between Mid-Mountain Contractors, Inc. and
Texas Pipeline Constructors, Inc. and that the President of Mid-
Mountain Contractors, Inc. has approved said merger in writing
and is to be the Secretary of said corporation under seal.

TEXAS PIPELINE CONSTRUCTORS,
INC.

CORPORATE SEAL 1956
WASHINGTON

Secretary of Texas Pipeline Constructors, Inc.

Secretary

NOV 1 1956

said company Secretary.

President of Mid-Mountain Contractors, Inc.

MID-MOUNTAIN CONTRACTORS,
INC.
CORPORATE SEAL 1956
DELAWARE

Secretary of Mid-Mountain Contractors, Inc.

THE UNIVERSITY OF CHICAGO

SECRETARY

STATE OF WASHINGTON)
) SS.
COUNTY OF KING)

On this 1st day of December 1959 before me personally appeared P. E. EVERETT, JR. and A. T. TOLBERT to me known to be the President and Secretary, respectively of the corporation that executed the foregoing instrument and acknowledged said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they are authorized to execute said instrument and that the seal affixed is the corporate seal of said corporation.

1. 2. 3. 4. 5. 6. 7. 8. 9. 10. 11. 12. 13. 14. 15. 16. 17. 18. 19. 20. 21. 22. 23. 24. 25. 26. 27. 28. 29. 30. 31. 32. 33. 34. 35. 36. 37. 38. 39. 40. 41. 42. 43. 44. 45. 46. 47. 48. 49. 50. 51. 52. 53. 54. 55. 56. 57. 58. 59. 60. 61. 62. 63. 64. 65. 66. 67. 68. 69. 70. 71. 72. 73. 74. 75. 76. 77. 78. 79. 80. 81. 82. 83. 84. 85. 86. 87. 88. 89. 90. 91. 92. 93. 94. 95. 96. 97. 98. 99. 100. 101. 102. 103. 104. 105. 106. 107. 108. 109. 110. 111. 112. 113. 114. 115. 116. 117. 118. 119. 120. 121. 122. 123. 124. 125. 126. 127. 128. 129. 130. 131. 132. 133. 134. 135. 136. 137. 138. 139. 140. 141. 142. 143. 144. 145. 146. 147. 148. 149. 150. 151. 152. 153. 154. 155. 156. 157. 158. 159. 160. 161. 162. 163. 164. 165. 166. 167. 168. 169. 170. 171. 172. 173. 174. 175. 176. 177. 178. 179. 180. 181. 182. 183. 184. 185. 186. 187. 188. 189. 190. 191. 192. 193. 194. 195. 196. 197. 198. 199. 200. 201. 202. 203. 204. 205. 206. 207. 208. 209. 210. 211. 212. 213. 214. 215. 216. 217. 218. 219. 220. 221. 222. 223. 224. 225. 226. 227. 228. 229. 230. 231. 232. 233. 234. 235. 236. 237. 238. 239. 240. 241. 242. 243. 244. 245. 246. 247. 248. 249. 250. 251. 252. 253. 254. 255. 256. 257. 258. 259. 260. 261. 262. 263. 264. 265. 266. 267. 268. 269. 270. 271. 272. 273. 274. 275. 276. 277. 278. 279. 280. 281. 282. 283. 284. 285. 286. 287. 288. 289. 290. 291. 292. 293. 294. 295. 296. 297. 298. 299. 300. 301. 302. 303. 304. 305. 306. 307. 308. 309. 310. 311. 312. 313. 314. 315. 316. 317. 318. 319. 320. 321. 322. 323. 324. 325. 326. 327. 328. 329. 330. 331. 332. 333. 334. 335. 336. 337. 338. 339. 340. 341. 342. 343. 344. 345. 346. 347. 348. 349. 350. 351. 352. 353. 354. 355. 356. 357. 358. 359. 360. 361. 362. 363. 364. 365. 366. 367. 368. 369. 370. 371. 372. 373. 374. 375. 376. 377. 378. 379. 380. 381. 382. 383. 384. 385. 386. 387. 388. 389. 390. 391. 392. 393. 394. 395. 396. 397. 398. 399. 400. 401. 402. 403. 404. 405. 406. 407. 408. 409. 410. 411. 412. 413. 414. 415. 416. 417. 418. 419. 420. 421. 422. 423. 424. 425. 426. 427. 428. 429. 430. 431. 432. 433. 434. 435. 436. 437. 438. 439. 440. 441. 442. 443. 444. 445. 446. 447. 448. 449. 450. 451. 452. 453. 454. 455. 456. 457. 458. 459. 460. 461. 462. 463. 464. 465. 466. 467. 468. 469. 470. 471. 472. 473. 474. 475. 476. 477. 478. 479. 480. 481. 482. 483. 484. 485. 486. 487. 488. 489. 490. 491. 492. 493. 494. 495. 496. 497. 498. 499. 500. 501. 502. 503. 504. 505. 506. 507. 508. 509. 510. 511. 512. 513. 514. 515. 516. 517. 518. 519. 520. 521. 522. 523. 524. 525. 526. 527. 528. 529. 530. 531. 532. 533. 534. 535. 536. 537. 538. 539. 540. 541. 542. 543. 544. 545. 546. 547. 548. 549. 550. 551. 552. 553. 554. 555. 556. 557. 558. 559. 560. 561. 562. 563. 564. 565. 566. 567. 568. 569. 570. 571. 572. 573. 574. 575. 576. 577. 578. 579. 580. 581. 582. 583. 584. 585. 586. 587. 588. 589. 590. 591. 592. 593. 594. 595. 596. 597. 598. 599. 600. 601. 602. 603. 604. 605. 606. 607. 608. 609. 610. 611. 612. 613. 614. 615. 616. 617. 618. 619. 620. 621. 622. 623. 624. 625. 626. 627. 628. 629. 630. 631. 632. 633. 634. 635. 636. 637. 638. 639. 640. 641. 642. 643. 644. 645. 646. 647. 648. 649. 650. 651. 652. 653. 654. 655. 656. 657. 658. 659. 660. 661. 662. 663. 664. 665. 666. 667. 668. 669. 670. 671. 672. 673. 674. 675. 676. 677. 678. 679. 680. 681. 682. 683. 684. 685. 686. 687. 688. 689. 690. 691. 692. 693. 694. 695. 696. 697. 698. 699. 700. 701. 702. 703. 704. 705. 706. 707. 708. 709. 710. 711. 712. 713. 714. 715. 716. 717. 718. 719. 720. 721. 722. 723. 724. 725. 726. 727. 728. 729. 730. 731. 732. 733. 734. 735. 736. 737. 738. 739. 740. 741. 742. 743. 744. 745. 746. 747. 748. 749. 750. 751. 752. 753. 754. 755. 756. 757. 758. 759. 760. 761. 762. 763. 764. 765. 766. 767. 768. 769. 770. 771. 772. 773. 774. 775. 776. 777. 778. 779. 780. 781. 782. 783. 784. 785. 786. 787. 788. 789. 790. 791. 792. 793. 794. 795. 796. 797. 798. 799. 800. 801. 802. 803. 804. 805. 806. 807. 808. 809. 810. 811. 812. 813. 814. 815. 816. 817. 818. 819. 820. 821. 822. 823. 824. 825. 826. 827. 828. 829. 830. 831. 832. 833. 834. 835. 836. 837. 838. 839. 840.

WILLIAM P. KESSA
NATIONAL PUBLIC
COMMISSION EXPIRES OCT.
16, 1960
STATE OF WASHINGTON

Victory Public and for the State
of Washington, residing at Seattle.

W. E. Ramey, Jr.
President of Texas Pipeline Constructors, Inc.

A. A. Gacart
Secretary of Texas Pipeline Constructors, Inc.

A. A. Tauchen
Secretary

COUNTY OF K I N G

On this 1st day of December, 1959 before me personally appeared F. E. EVERETT, JR. and A. T. TOLBERT to me known to be the President and Secretary, respectively of the corporation that executed the foregoing instrument and acknowledged said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they are authorized to execute said instrument and that the seal affixed is the corporate seal of said corporation.

ARTHUR T. BRESSA
 NOTARY PUBLIC
 COMMISSION EXPIRES OCT.
 16, 1960
 STATE OF WASHINGTON

Arthur T. Brown
Notary Public in and for the State
of Washington, residing at Seattle.

WAIVER OF NOTICE AND APPROVAL OF
MERGER AGREEMENT

The undersigned corporation being the sole stockholder of Texas Pipeline Constructors, Inc. does hereby consent and approve the merger of Mid-Mountain Contractors, Inc. and Texas Pipeline Constructors, Inc. according to the Merger Agreement signed by all of the directors of both corporations.

IN WITNESS WHEREOF this approval of said Merger Agreement has been signed by the President of Mid-Mountain Contractors, Inc. under its respective seal on the 17th day of November, 1959.

MID-MOUNTAIN CONTRACTORS,
INC.
CORPORATE SEAL 1956
DELAWARE

MID-MOUNTAIN CONTRACTORS, INC.

WITNESSES:

BY Frank E. Everett, Jr.
FRANK E. EVERETT, JR. Pres.

W. J. J. J. J.
Secretary

WAIVER OF NOTICE AND APPROVAL OF
MERGER AGREEMENT

The undersigned stockholders of MID-MOUNTAIN CONTRACTORS INC., do hereby waive any and all notice of a special meeting to be called for the purpose of voting on the merger of Mid-Mountain Contractors, Inc. and Texas Pipeline Constructors, Inc.

We, the undersigned, do hereby consent to and approve the merger of Mid-Mountain Contractors, Inc. and Texas Pipeline Constructors, Inc. according to the Merger Agreement signed by all of the directors of both corporations.

| <u>Name</u> | <u>Dated</u> |
|---|-----------------------|
| <u>E. R. Ashcraft</u>
E. R. ASHCRAFT | <u>NOV 17 - 59</u> |
| <u>A. T. Everett</u>
A. T. EVERETT | <u>6 Nov 1959</u> |
| <u>F. C. Everett</u>
F. C. EVERETT | <u>6 - Nov 1959</u> |
| <u>F. E. Everett, Jr.</u>
F. E. EVERETT, JR. | <u>17 - Nov. 1959</u> |
| <u>Philip F. Hansen</u>
PHILIP F. HANSEN | <u>Nov. 13, 1959</u> |
| <u>P. F. Hansen</u>
P. F. HANSEN | <u>Nov 13, 1959</u> |
| <u>J. J. Hester</u>
J. J. HESTER | <u>6 - Nov - 1959</u> |
| <u>H. H. Johnson</u>
H. H. JOHNSON | <u>Nov 17 - 59</u> |
| <u>J. L. Johnson</u>
J. L. JOHNSON | <u>Nov 17 - 59</u> |
| <u>J. L. Johnson</u>
J. L. JOHNSON | <u>Nov 9 1959</u> |
| <u>B. L. Keller</u>
B. L. KELLER | <u>Nov. 13, 1959</u> |

NOV 10 1959