

94058



Department of State.

**CERTIFICATE OF AUTHORITY
OF**

FREEPORT-MCMORAN INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of FREEPORT-MCMORAN INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to FREEPORT-MCMORAN INC. to transact business in this State under the name FREEPORT-MCMORAN INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated **December 27, 1990**



Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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: REC-17 Date: JAN '90

SECRETARY OF STATE

1. The name of the corporation is Freeport-McMoran Inc.

2. The name which it shall use in Idaho is N/A

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is December 29, 1980 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 c/o The Corporation Trust Company, 1209 Orange St., Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5. 1615 Poydras Street, New Orleans, Louisiana 70112

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed

registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: All lawful purposes

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

Name	Office	Address
SEE ATTACHED		

(continued on reverse)

Name

Office

Address

DE' MA 12 3 13 2000
STATE OF LOUISIANA

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

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: December 31, 1990

Freeport-McMoRan Inc.

(Corporation Name)

By

EC

Ernest E. Howard, III ^{Its President / Vice President (please specify)} Sr. Vice President

and

Michael C. Kilanowski, Jr.

^{Its Secretary / Assistant Secretary (please specify)}

Michael C. Kilanowski, Jr., Secretary

STATE OF LOUISIANA

PARISH ~~BOONVILLE~~ OF ORLEANS

) ss:

I, D. Elaine Williams, a notary public, do hereby certify that on

this 31st day of December, 19 90, personally appeared before

me Michael C. Kilanowski, Jr., who being by me first duly sworn, declared that (s)he

is the Secretary of Freeport-McMoRan Inc.

that (s)he signed the foregoing document as Secretary of the corporation and that the statements therein contained are true.

D. Elaine Williams

Notary Public

FREEPORT-McMORAN INC.

Officers

Address: 1615 Poydras Street
New Orleans, LA 70112

Terms Expire May 1991:

Chairman of the Board	James R. Moffett
President	Milton H. Ward
Senior Vice President	Louis A. Clinton
Senior Vice President	Ronald Grossman
Senior Vice President	Ernest E. Howard, III
Senior Vice President	Rene' L. Latiolais
Senior Vice President	Richard B. Stephens
General Counsel	John G. Amato
Vice President	R. C. Adkerson
Vice President	Ronald C. Cambre
Vice President	Daniel D. Dreiling, Jr.
Vice President	Thomas J. Egan
Vice President	Charles W. Goodyear
Vice President	W. Russell King
Vice President	D. James Miller
Vice President	Garland Robinette
Vice President	Craig E. Saporito
Treasurer	Robert M. Wohleber
Controller	Walter P. Matkowski
Secretary	Michael C. Kilanowski, Jr.
Assistant Vice President	Thomas E. Kingsley, Jr.
Assistant Vice President	Henry A. Miller
Assistant Controller	John T. Eads
Assistant Controller	Lawrence Graber
Assistant Secretary	Mark G. Otts

FREEMPORT-McMORAN INC.

Directors

Terms Expire April 1991:

Thomas B. Coleman, International Matex Tank Terminals, 321 St. Charles, 2nd Floor,
New Orleans, LA 70130

James A. Elkins, Jr., First City Bancorporation of Texas, Inc., P. O. Box 2387,
Houston, TX 77252

Henry A. Kissinger, 1615 Poydras St., New Orleans, LA 70112

Milton H. Ward, 1615 Poydras St., New Orleans, LA 70112

Ward W. Woods, Jr., Lazard Freres & Co., One Rockefeller Plaza, New York, NY 10020

Terms Expire April 1992:

James C. Dudley, Dudley & Company, 444 Madison Ave., 34th Floor, New York, NY 10022

W. K. McWilliams, Jr., 1615 Poydras Street, New Orleans, LA 70112

James R. Moffett, 1615 Poydras Street, New Orleans, LA 70112

George Putnam, The Putnam Management Company, Inc., One Post Office Square,
Boston, MA 02109

B. M. Rankin, Jr., 300 Crescent Court, Suite 1380, Dallas, TX 75201

Terms Expire April 1993:

Norborne Berkeley, Jr., 50 Rockefeller Plaza, Suite 5800, New York, NY 10112

Robert W. Bruce III, 666 Steamboat Road, Greenwich, CT 06830

William H. Cunningham, University of Texas at Austin, Office of the President,
Main Building 400, 200 West 24th Street, Austin, TX 78712

Robert A. Day, Trust Company of the West, 400 South Hope St., Los Angeles, CA 90071

Bobby Lee Lackey, J. S. McManus Produce Co., Inc., P. O. Box 568, Weslaco, TX 78596

Benno C. Schmidt, J. H. Whitney & Co., 630 Fifth Ave., 32nd Floor,
New York, NY 10111

DEC 27 8 47 AM '90
SECRETARY OF STATE

CONSENT TO USE OF NAME

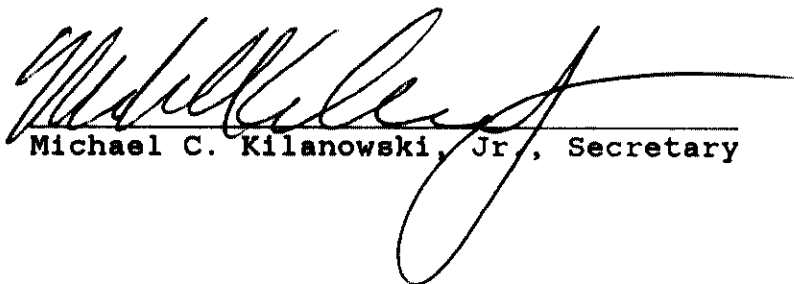
Freeport-McMoRan Oil & Gas Company, a corporation organized under the laws of the State of Delaware, hereby consents to the qualification of Freeport-McMoRan Inc., in all fifty States of the United States and the District of Columbia.

IN WITNESS WHEREOF, the said Freeport-McMoRan Oil & Gas Company has caused this consent to be executed by its vice president and attested under its corporate seal by its secretary this 21st day of December, 1990.

Freeport-McMoRan Oil & Gas Company

By 
Charles E. Holmes, Vice President

Attest:


Michael C. Kilanowski, Jr., Secretary

SEAL

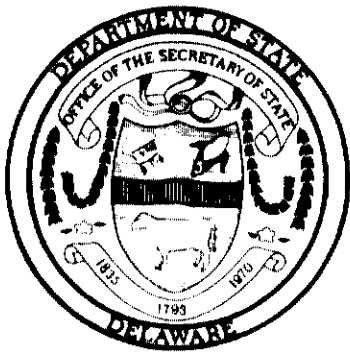


DEC 21 8 47 AM '90
SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY FREEPORT-MCMORAN INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 12896866

DATE: 12/20/1990