

Filing Fee: \$75.00

ID Number: 936485



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

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SECRETARY OF STATE  
CORPORATIONS DIV.  
2015 NOV 30 PM 2:24

**BUSINESS CORPORATION**

**APPLICATION FOR  
AMENDED CERTIFICATE OF AUTHORITY**

Pursuant to the provisions of Section 7-1.2-1411 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Foster Wheeler USA Corporation

2. It is incorporated under the laws of Delaware

3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on 05/15/2014, authorizing it to transact business in Rhode Island under the name of: Foster Wheeler USA Corporation

4. The corporate name of the corporation has been changed to \_\_\_\_\_  
Amec Foster Wheeler USA Corporation  
*(If no change, so indicate.)*

5. The name, if different, which it elects to use in Rhode Island is:  
*(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

*(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:*

6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

*(If no other or additional purposes are proposed, insert "No Change.")*

No Change

**FILED**

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7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

<u>Total Number of Authorized Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
No Change			

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 24075971.0000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.0000.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0.0000 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 1105603122.0000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.0000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.0000 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.
11. This Application for Amended Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

Under penalty of perjury, I declare and affirm that I have examined this Application for Amended Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 11/18/15

  
 \_\_\_\_\_  
 Signature of Authorized Officer of the Corporation  
 Dominick S. May, Vice President  
 \_\_\_\_\_  
 Type or Print Name of Authorized Officer

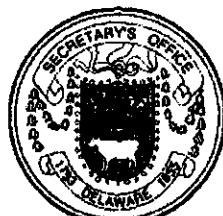
# Delaware

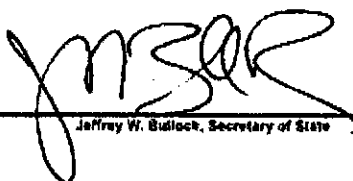
Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "FOSTER WHEELER USA CORPORATION", CHANGING ITS NAME FROM "FOSTER WHEELER USA CORPORATION" TO "AMEC FOSTER WHEELER USA CORPORATION", FILED IN THIS OFFICE ON THE SECOND DAY OF NOVEMBER, A.D. 2015, AT 10:55 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Jeffrey W. Bullock, Secretary of State

797215 8100  
SR# 20150730588

Authentication: 10343827  
Date: 11-02-15

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:55 AM 11/02/2015  
FILED 10:55 AM 11/02/2015  
SR 20150730588 - File Number 797215

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
of Foster Wheeler USA Corporation  
(a Delaware Corporation)  
\* \* \* \* \***

Foster Wheeler USA Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

**RESOLVED,**that the Certificate of Incorporation of Foster Wheeler USA Corporation be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

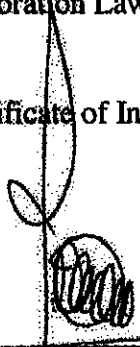
**"FIRST:** The name of the Corporation is  
Amec Foster Wheeler USA Corporation".

**SECOND:** That in lieu of a meeting and vote of stockholders, the stockholders have given **\*unanimous\*** written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.\*\*

**THIRD:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

**FOURTH:** That this Certificate of Amendment of the Certificate of Incorporation shall be effective on November 2, 2015.

Signed on October 27, 2015

  
\_\_\_\_\_

By: Javier Palencia Garcia. – President and Chief Executive Officer