

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 118470



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a 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 L.B. Foster Company
2. It is incorporated under the laws of Pennsylvania
3. 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:
N/A
 - (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:
N/A
4. The date of its incorporation is April 15, 1998 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 415 Holiday Drive, Pittsburgh, PA 15220
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)
Providence RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is C T CORPORATION SYSTEM
(Name of Agent)
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
The sale and/or manufacture of tubular, construction, rail and/or railroad related goods or services.
8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>See attached list</u>	
Director		
President		
Vice President		
Treasurer		
Secretary		

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By [Signature]
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DIVISION OF CORPORATIONS
AND CHARTERED ORGANIZATIONS

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
20,000,000	Common	- -	\$.01/share
5,000,000	Preferred	- -	Shares without par value

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
10,228,739	Common	- -	\$.01/share

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 40,000,000.

- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ -0-.

- (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 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 200,000,000.

- (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 \$ 86,000.

- (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 .043 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: May 10, 2001

L.R. Foster Company
Print Exact Name of Corporation Making Application

By [Signature]

☐ President or ☒ Vice President (check one)

By [Signature] AND [Signature]

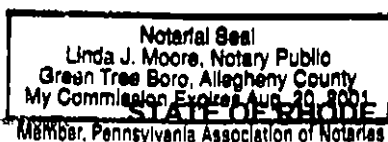
☐ Secretary or ☒ Assistant Secretary (check one)

STATE OF PENNSYLVANIA
COUNTY OF ALLEGHENY

In PITTSBURGH, PA, on this 10th day of MAY, 2001, personally appeared before me DAVID L. VOLTZ who, being by me first duly sworn, declared that he/she is the V.P. of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Notary Public

My Commission Expires: 8-20-01



L.B. FOSTER COMPANY OFFICERS

NAME	TITLE	ADDRESS
Alec C. Bloem	Sr. V.P. – Concrete Products	1660 Hotel Circle North Suite 304 San Diego, CA 92108
William S. Cook, Jr.	V.P. – Strategic Planning & Acquisitions	415 Holiday Drive Pittsburgh, PA 15220
Samuel K. Fisher	Sr. V.P. – Rail Product Mgmt.	1195 Salt Spring Rd. Niles, OH 44446
Lee B. Foster II	Chairman and CEO	415 Holiday Drive Pittsburgh, PA 15220
Steven L. Hart	V.P. – Operations	415 Holiday Drive Pittsburgh, PA 15220
Stan L. Hasselbusch	President & COO	415 Holiday Drive Pittsburgh, PA 15220
Monica L. Iurlano	V.P. – Human Resources	415 Holiday Drive Pittsburgh, PA 15220
Gregory W. Lippard	V.P. – Rail Products Sales	415 Holiday Drive Pittsburgh, PA 15220
David L. Minor	V.P. and Treasurer	415 Holiday Drive Pittsburgh, PA 15220
Roger F. Nejes	Sr. V.P. – Finance & Admin. & Chief Financial Officer	415 Holiday Drive Pittsburgh, PA 15220
Linda K. Patterson	Controller	415 Holiday Drive Pittsburgh, PA 15220
Gary E. Ryker	Exec. V.P. – Rail Products	415 Holiday Drive Pittsburgh, PA 15220
David L. Voltz	V.P., General Counsel & Secretary	415 Holiday Drive Pittsburgh, PA 15220
Donald F. Vukmanic	V.P. – Piling Products	415 Holiday Drive Pittsburgh, PA 15220
David J.A. Walsh	V.P. – Fabricated Products	1016 Greentree Road Pittsburgh, PA 15220

L.B. FOSTER COMPANY DIRECTORS

Lee B. Foster, II
Chairman & CEO

L.B. FOSTER COMPANY
415 Holiday Drive
Pittsburgh, PA 15220

Henry J. Massman IV
President and CEO

MASSMAN CONSTRUCTION CO.
8901 State Line Road, Suite 240
P.O. Box 8458
Kansas City MO 64114

John W. Puth

J.W. PUTH ASSOCIATES
5215 Old Orchard Rd.
Suite 440
Skokie, IL 60077

William H. Rackoff
President & CEO

ASKO, INC.
501 West 7th Ave.
Homestead, PA 15120

Richard L. Shaw
Chairman & CEO

MICHAEL BAKER CORPORATION
Airport Office Park Bldg. #3
420 Rouser Road
Coraopolis, PA 15108

9829- 975

CONSENT TO APPROPRIATION OF NAME

#656267

Pursuant to 19 Pa. Code § 17.2 (relating to appropriation of the name of a senior corporation) the undersigned association, desiring to consent to the appropriation of its name by another association, hereby certifies that:

1. The name of the association executing this Consent of Appropriation of Name is: L.B. Foster Company
2. The address of this association's current (a) registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):
(a) c/o CT Corporation System, 1635 Market Street, Philadelphia, PA 19103
Number and Street City State Zip County
(b) _____
Name of Commercial Registered Office Provider County
For an association represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the association is located for venue and official publication purposes.
3. The date of its incorporation or other organization is: 7/27/77 (PA qualification)
4. The statute under which it was incorporated or otherwise organized is: Delaware General Corporation Law
5. The association is (check one):
☐ About to change its name.
☒ About to cease to do business.
☐ Being wound up.
☐ About to withdraw from doing business in this Commonwealth.
6. The association(s) entitled to the benefit of this Consent to Appropriation of Name is (are):
L.B. Foster Company, a proposed Pennsylvania business corporation

IN TESTIMONY WHEREOF, the undersigned association has caused this consent to be signed by a duly authorized officer thereof this 14th day of April, 19 98.

L B. Foster Company

(Name of Association)

BY

David L. Voltz

(Signature)

David L. Voltz
Vice President

TITLE:

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

MAY 11, 2001

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING,

L. B. FOSTER COMPANY

I, Kim Pizzingrilli, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Incorporation and all Amendments

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written

Kim Pizzingrilli

Secretary of the Commonwealth

JSOW