

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

BECHTEL CIVIL & MINERALS, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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:

FIRST: The name of the corporation is **BECHTEL CIVIL & MINERALS, INC.**

SECOND: The name which it elects to use in Rhode Island is

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island:)

THIRD: It is incorporated under the laws of **Nevada**

FOURTH: The date of its incorporation is **August 18, 1980** and the period of its duration is

FIFTH: 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 of Nevada, One East First Street, Reno, Nevada 89501**

SIXTH: The address of its proposed registered office in Rhode Island is **111 Westminster Street, Providence, R. I. 02903** and the name of its proposed registered agent in Rhode Island at that address is **C T CORPORATION SYSTEM**

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

Engineering and general construction contracting.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
See Attached List	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: 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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
10,000	Common	----	Without par value

TENTH: 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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
10,000	Common	-----	Without par value

ELEVENTH: The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is \$ 10,000 *See Attached Statement

TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 200,000

THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ None

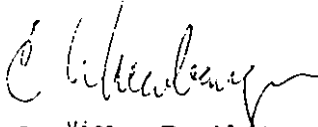
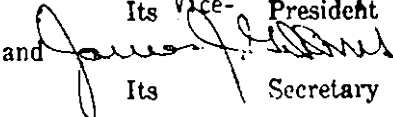
FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 124,000,000

FIFTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ None

SIXTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated October 27, 19 80

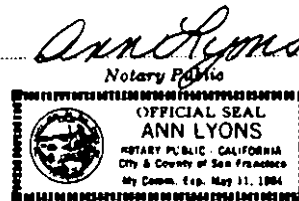
BECHTEL CIVIL & MINERALS, INC.
[Exact Corporate Name of Corporation Making Application]

By 
Its Vice-President C. W. Weinberger
and 
Its Secretary
James J. Gibbons

STATE OF California }
CITY & } Sc.
COUNTY OF San Francisco }

At San Francisco in said County on the 27th day
of October 19 80, before me personally appeared
C. W. Weinberger, who being by me first duly sworn, declared that
he is the Vice-President of BECHTEL CIVIL & MINERALS, INC.,
that he signed the foregoing document as such Vice-President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)



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DEC 15 1980

Bechtel Civil & Minerals, Inc.

Engineers—Constructors

Fifty Beale Street
San Francisco, California

Mail Address P.O. Box 3965 San Francisco CA 94119



February 2, 1984

Secretary of State
State of Rhode Island
Corporation Division
270 Westminister Mall
Providence, Rhode Island 02903

Re: Qualification of
Bechtel Construction, Inc.

Gentlemen:

In response to your inquiry, Bechtel Civil & Minerals, Inc., a Nevada corporation qualified to do business in Rhode Island, is affiliated with Bechtel Construction, Inc. and has no objection to the qualification of Bechtel Construction, Inc. in Rhode Island.

Very truly yours,

BECHTEL CIVIL & MINERALS, INC.

A handwritten signature in dark ink, appearing to read "J. Weiser". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

John W. Weiser
Vice President

JWW:pp

DIRECTORS AND OFFICERS

S. D. Bechtel, Jr.	Chairman and Director
G. P. Shultz	Vice Chairman and Director
P. E. Thompson	Vice Chairman and Director
R. P. Godwin	President and Director
J. G. Dillon	Vice President and Director
C. W. Weinberger	Vice President, Director and General Counsel
S. D. Bechtel	Senior Director
R. D. Allen	Director
J. H. Barnard, Jr.	Director
H. F. Brush	Director
I. R. Caraco	Director
A. B. Ferguson	Director
J. Neernhout, Jr.	Director
R. H. Paul	Director
H. O. Reinsch	Director
C. D. Statton	Director
S. V. White	Director
A. P. Yates	Director
G. W. Saul	Advisory Director
W. S. Slusser	Advisory Director
J. R. Asmus	Vice President
S. B. Ford	Vice President
D. Furlong	Vice President
S. P. Giambra	Vice President
R. W. Harmer	Vice President
I. Leibson	Vice President
A. J. O'Donnell	Vice President
R. L. Polvi	Vice President
J. H. Utegaard	Vice President
J. J. Gibbons	Secretary
G. V. Hedigan	Controller

All above are addressed at 50 Beale Street, San Francisco, California, 94105, except for J. Neernhout, Jr. and Allen Yates who are at Bechtel House, 245 Hammersmith Road, London W6, 8 DP, England; and R. H. Paul at 250 Bloor Street East, Toronto, Ontario M4-W, 3 K5, Canada; I. R. Caraco at 12400 East Imperial Highway, Los Angeles; and R. L. Polvi, P. O. Box 4103, Riyadh, Saudi Arabia.

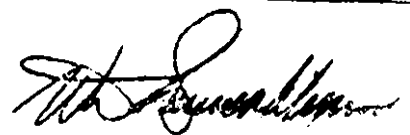
BECHTEL CIVIL AND MINERALS, INC.

Bechtel Civil and Minerals, Inc. (BC & MI) is a newly formed corporation organized to assume existing and/or future engineering and construction work of an affiliated company. Upon receipt of the anticipated approval of this organizational change by the Internal Revenue Service, this corporation's net worth will be significantly increased.

STATE OF NEVADA
DEPARTMENT OF
STATE

I hereby certify that this is a true
and complete copy of the document
as filed in this office.

DATED: OCT 20 1980



WM. D. SWACKHAMER
Secretary of State

BY

