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ARTICLES OF MERGER
OF
FLUOR SOUTHEAST, INC.
(a California corporation)
WITH AND INTO
FLUOR CAROLINA, INC.
(a South Carolina corporation)

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Fluor Southeast, Inc., duly organized and existing under the laws of the State of California with its registered office at 3333 Michelson Drive, City of Irvine, County of Orange, State of California 92730 and Fluor Carolina, Inc., duly organized and existing under the laws of the State of South Carolina with its registered office located at the Daniel Building - 5th Floor, City and County of Greenville, South Carolina 29602, each hereby caused these Articles of Merger to be executed in its corporate name in accordance with the provisions of Chapter 17 of the South Carolina Business Corporation Act of 1962, as amended.

ARTICLE I

The following Plan of Merger was duly approved and adopted by the boards of directors of each corporation a party thereto, in the manner prescribed by law:

PLAN OF MERGER
OF
FLUOR SOUTHEAST, INC.
(a California corporation)
WITH AND INTO
FLUOR CAROLINA, INC.
(a South Carolina corporation)

Pursuant to the applicable provisions of the South Carolina Business Corporation Act of 1962, as amended, the

Balch Bingham Baker et al
600 N. - 18th St
B'ham, Ala - 35203



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undersigned corporations do hereby create and adopt this Plan of Merger (the "Plan") for the purpose of merging Fluor Southeast, Inc. (a California corporation hereinafter referred to as the "Merging Company"), with and into Fluor Carolina, Inc., (a South Carolina corporation hereinafter referred to as the "Surviving Company"), the Merging Company and the Surviving Company each being the wholly-owned subsidiary of Fluor Corporation, a California corporation:

(1) The time at which the merger under this Plan is to become effective is 12:02 A.M., February 1, 1978, and such date is hereinafter referred to as the "Effective Date".

(2) The purpose of the merger under this Plan is to reincorporate Fluor Southeast, Inc. in South Carolina to realize the consequences of the reorganization provisions of section 368(a)(1)(F) of the Internal Revenue Code of 1954, as amended.

(3) On the Effective Date, the capital stock of the Merging Company shall be completely cancelled and the capital stock of the Surviving Company shall be unaffected by the merger, and all rights of Fluor Corporation as the sole shareholder of the Merging Company shall cease without consideration.

(4) On the Effective Date, the existence of the Merging Company shall cease and all rights, privileges, immunities and franchises and all property and all debt, choses in action, and every other interest of or belonging to or due to the Merging Company and all liabilities and obligations and any claim existing or action or proceeding pending by or against the Merging Company shall be taken by and deemed to be transferred to and vested in the Surviving Company.

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ARTICLE II

The outstanding capital stock of Fluor Southeast, Inc. consisted of 1,000 shares of common stock on December 31, 1977 (the "Merging Company"), and on that date Fluor Carolina, Inc. (the "Surviving Company") consisted of 1,000 shares of common stock, all of which are owned by Fluor Corporation. The Certificate of Incorporation and Bylaws of the surviving corporation as in effect at the effective time of the merger shall continue in full force and effect as the Certificate of Incorporation and Bylaws of the surviving corporation.

ARTICLE III

All the outstanding shares of capital stock of the Merging Company and the Surviving Company were voted for the Plan of Merger.

ARTICLE IV

Fluor Corporation as the owner of all the outstanding capital stock of the Merging Company and the Surviving Company, has waived all notices required to be given under South Carolina law to the shareholders of merging companies.

IN WITNESS WHEREOF, these Articles of Merger are signed by the President and Secretary of Fluor Southeast, Inc. this 27th day of January, 1978.

FLUOR SOUTHEAST, INC.

By David S. Tappan, Jr.
 David S. Tappan, Jr., President

ATTEST:

Richard B. Humbert
 Richard B. Humbert, Secretary

STATE OF CALIFORNIA)
) ss.
 COUNTY OF ORANGE)

The undersigned David S. Tappan, Jr. and Richard B. Humbert do hereby certify that they are the president and secretary, respectively, of Fluor Southeast, Inc. and are

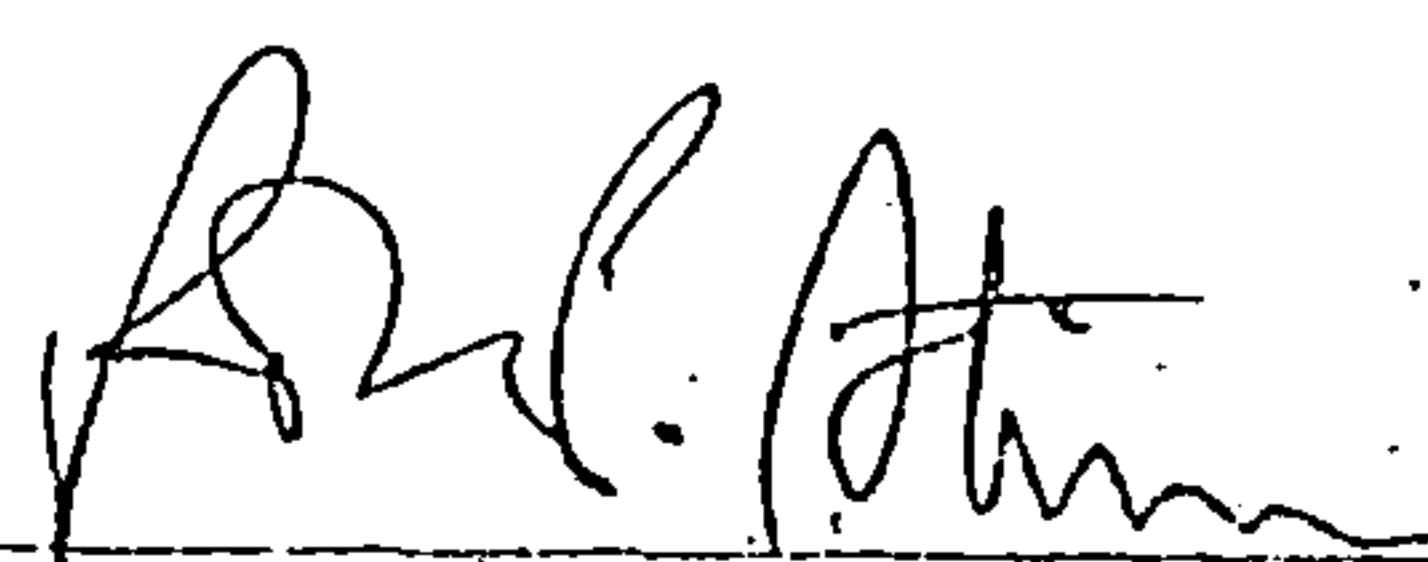
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to execute this document; that each of the undersigned for himself does hereby further certify that he has read the foregoing document, understands the meaning and purport of the statements therein contained and the same are true to the best of his information and belief.

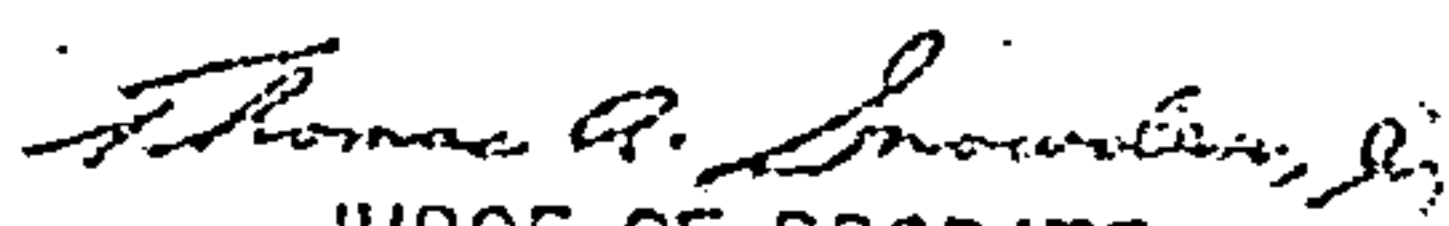

Buck Mickel


Robert P. Stirm

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STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1978 FEB 16 AM 10:35


JUDGE OF PROBATE

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