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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FOREIGN PROFIT/NONPROFIT CORPORATION**

**Willbros United States Holdings, Inc.**

Certificate of Status	0
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Corporate Filing Menu

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

**1. Willbros United States Holdings, Inc.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

**2. Delaware**

(State or country under the law of which it is incorporated)

**3. 73-1312408**

(FEI number, if applicable)

**4. 12/08/1987**

(Date of incorporation)

**5. perpetual**

(Duration: Year corp. will cease to exist or "perpetual")

**6.**

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

**7. 4400 Post Oak Parkway, STE 1000, Houston, TX 77027**

(Principal office address)

same

(Current mailing address)

**8. Any lawful purpose**

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

**9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)**

Name: NRAI Services, Inc.

Office Address: 2731 Executive Park Drive, STE 4

Weston

(City)

, Florida 33331

(Zip code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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## 12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**Chairman: Please see attached

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Lori Pinder, Deputy Corporate Secretary

(Typed or printed name and capacity of person signing application)

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As of 5/21/2009

**Willbros United States Holdings, Inc.****Directors**

Robert R. Harl	Director	4400 Post Oak Parkway, STE 1000, Houston, TX 77027
Van A. Welch	Director	4400 Post Oak Parkway, STE 1000, Houston, TX 77027

**Officers**

Robert R. Harl	President and Chief Executive & Operating Officer	4400 Post Oak Parkway, STE 1000, Houston, TX 77027
Van A. Welch	Senior Vice President and Chief Financial Officer	4400 Post Oak Parkway, STE 1000, Houston, TX 77027
James R. Beasley	Senior Vice President	2087 East 71st St., Tulsa, OK 74136
Dennis G. Berryhill	Vice President and Secretary	4400 Post Oak Parkway, STE 1000, Houston, TX 77027
Jeffery J. Borchers	Vice President - Tax and Assistant Treasurer	4400 Post Oak Parkway, STE 1000, Houston, TX 77027
Gordon Hagendorf	Vice President - Human Resources	4400 Post Oak Parkway, STE 1000, Houston, TX 77027
Gay S. Mayeux	Vice President - Finance and Treasurer	4400 Post Oak Parkway, STE 1000, Houston, TX 77027
Richard W. Russler	Vice President - Internal Audit and Compliance	4400 Post Oak Parkway, STE 1000, Houston, TX 77027
Neil J. White	Vice President - Contracts	4400 Post Oak Parkway, STE 1000, Houston, TX 77027
Lori Pinder	Deputy Corporate Secretary	4400 Post Oak Parkway, STE 1000, Houston, TX 77027

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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WILLBROS UNITED STATES HOLDINGS, 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 TWENTY-SECOND DAY OF MAY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WILLBROS UNITED STATES HOLDINGS, INC." WAS INCORPORATED ON THE EIGHTH DAY OF DECEMBER, A.D. 1987.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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*Jeffrey W. Bullock*  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7319900

DATE: 05-22-09