

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

COPPER KING, INCORPORATED

was filed in the office of the Secretary of State on the **25th** day
of **November** A.D. One Thousand Nine Hundred **Fifty-seven** and
duly recorded on Film No. **100** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at

Preston in the County of **Franklin**

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **25th** day of **November**,
A.D., 19**57**.

Secretary of State.

ARTICLES OF INCORPORATION OF COPPER KING, INCORPORATED.

We, whose names are hereto subscribed, hereby associate ourselves into a body corporate under the laws of the state of Idaho, and do hereby adopt the following articles of incorporation.

ARTICLE I.

Name.

The name of this corporation shall be COPPER KING, INCORPORATED.

ARTICLE II.

Place of Business.

The principal place of business of this corporation shall be in the city of PRESTON, county of FRANKLIN, state of IDAHO.

ARTICLE III.

The nature of the business and the objects and purposes for which this corporation is formed, are:

To carry on the business of mining, dredging, milling, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying, selling, exchanging and otherwise producing and dealing in gold, silver, platinum, copper, lead, zinc, brass, and all kinds of ores, metals, and minerals, and the products thereof of every kind and description and by whatsoever process the same can be or may hereafter be produced, and generally and without limit as to amount; to buy, sell, exchange, lease, acquire and deal in lands, mines, and mineral rights, and claims, and to conduct all business appertaining thereto.

To purchase, lease or otherwise acquire and deal in mining rights, timber rights, water and water rights, oil and gas rights, mines, buildings, dwellings, plants, machinery, tools and other properties whatsoever which this corporation may from time to time find to be for its advantage and purposes.

To mine and market any mineral or other product that may be found in or on such lands, and to explore, work, exercise, develop or turn to account the same.

To buy, own, hold, use, sell convey, grant, lease, let, mortgage, till, improve, develop and generally deal in real estate and lands.

To lease, let, erect, build and own offices, warehouses, stores and other buildings.

To buy, sell, mortgage, hypothecate, pledge and generally deal in all kinds of personal property.

To borrow money for the use of the corporation and give security for the payment thereof. To issue bonds and secure their payment by mortgage, deed of trust, or otherwise.

To apply for, obtain, purchase, acquire, use, hold, give license under, and dispose of patents, processes, inventions, trade marks and trade names.

To buy out persons, partnerships, firms or corporations carrying on, engaged in, conducting or having a business similar to that of this corporation, or included in, or covered by any of its branches.

To lend money, borrow money, or incur any other legal obligations, and as security for the payment thereof, or as security for the performance of any obligation of this corporation, or to further its objects or ends, to issue evidence of indebtedness and to mortgage, pledge or hypothecate, or convey in trust any or all of its real or personal property; to accept as security for or in satisfaction of the obligations of others, any kind of property or lien thereon or interest therein; and in this connection to do any act or thing in the name of, or for, or on behalf of the company aforesaid not prohibited by law; and generally to do all other acts and things and engage in all or any other business, and accordingly acquire, deal in and with and dispose of any and all kinds of property, or appurtenances to any of the main or principal purposes of this corporation, or to be deemed advisable by its board of directors.

ARTICLE IV.

Capital Stock.

The authorized capital stock of this corporation is Twenty-Five Thousand Dollars (\$25,000.00), divided into five hundred thousand (500,000) shares of the par value of five cents (\$0.05) each.

No stock shall be issued until the corporation has recieved payment in full therefor at par in cash or property; provided, however, that when stock is to be issued for anything other than money, it must be subject to the approval of the Board of Directors, as by law provided.

The capital stock authorized may be increased by a majority vote of its stockholders at any regular stockholders' meeting or at any special stockholders' meeting called for that purpose, by the adoption of an amendment to these articles.

ARTICLE V.

Duration.

The corporation period of this corporation shall begin on the date the Secretary of State issues a certificate of incorporation and shall have perpetual existence, unless sooner dissolved by a majority vote of the stockholders at any annual meeting, or at a special meeting called for that purpose, or as provided by law.

ARTICLE VI.

Management.

The affairs of this corporation shall be managed by a board of Four (4) directors, who shall be elected by and from the stockholders. The directors shall annually, from their own number, elect a president, a vice-president, a secretary and a treasurer, and that all of the Incorporators are of legal age and are citizens of the United States of America.

ARTICLE VII.

Election of Directors and Officers.

The annual election of directors by the stockholders shall be held at the principal place of business on the 4th Monday in May of each year. The annual election of officers by the directors shall be held immediately following the adjournment of the stockholders' meeting.

Until the first election which shall be held on the 4th Monday of May of each year, the following persons shall be directors:

Name.	Postoffice Address.
<u>Theo J. Bell</u>	<u>Preston, Idaho</u>
<u>W. R. Oliverson</u>	<u>Preston, Idaho</u>
<u>Elmo A. Keller</u>	<u>Preston, Idaho</u>
<u>X J. N. Larsen</u>	<u>Preston, Idaho</u>

and the following persons shall be officers:

	<u>Name.</u>	<u>Postoffice Address.</u>
President	<u>Theo J. Bell</u>	<u>Preston, Idaho.</u>
Vice-President	<u>W. R. Oliverson</u>	<u>Preston, Idaho</u>
Secretary	<u>J. N. Larsen</u>	<u>Preston, Idaho</u>
Treasurer	<u>Elmo A. Keller</u>	<u>Preston, Idaho</u>

All officers of this corporation shall hold office for the term of one year or until their successors are elected and have qualified. Every director shall be a stockholder and if any director shall sell or transfer his stock in this corporation, he shall at once cease to be a director. The board of directors may fill all vacancies occurring in its membership between annual elections by the appointment of qualified persons to hold office for the remainder of the term, except that a majority of the stockholders shall have the power at any regular or special stockholders' meeting, legally called, to remove any director or officer for cause, and fill the vacancy thus created. Special meetings of the stockholders may be called at any time by the president giving ten (10) days' notice in person or in writing to the stockholders, and shall be called by him at any time upon request of a majority of stockholders and in case of his neglect or refusal to call a meeting the majority stockholders may join in a call of the stockholders, which meeting shall be the same as though called by the president. At all meetings of the stockholders each stockholder shall be entitled to one vote for each share of stock owned. Such votes shall be cast in person, provided, however, that votes may be cast by mail when a copy of the question, motion or resolution is attached to such votes.

ARTICLE VIII.

Limitation of Liability.

The private property of the stockholders shall be exempt from corporate liability.

ARTICLE IX.

By-laws.

The corporation may make and alter by-laws at pleasure, and may authorize the board of directors to do so, subject to such res-

trictions as may be deemed advisable.

The Name and Post Office Address of each incorporator signing the Articles of Incorporation is as follows:

	No. of shares subscribed to:	
<u><i>Theo J. Bell</i></u> Theo J. Bell	<u>1</u>	<u>Preston, Idaho</u>
<u><i>W. R. Oliverson</i></u> W. R. Oliverson	<u>1</u>	<u>Preston, Idaho</u>
<u><i>Elmo A. Keller</i></u> Elmo A. Keller	<u>1</u>	<u>Preston, Idaho</u>
<u><i>J. N. Larsen</i></u> J. N. Larsen	<u>1</u>	<u>Preston, Idaho</u>

STATE OF IDAHO)
)
County of Franklin) SS

Be it remembered, that on this 8th day of November, 1957, before me, a notary public in and for said county and state, personally appeared Theo J. Bell, W. R. Oliverson, Elmo A. Keller, and J. N. Larsen, said persons being to me personally known to be the identical persons whose names are subscribed to the foregoing articles of incorporation, and each for himself acknowledged the same to be his free and voluntary act and deed for the uses and purposes therein expressed.

Witness my hand and notarial seal at Preston, in the county of Franklin, state of Idaho, the day and year last above written.

Edward M. ...
Notary Public for the State of
Idaho; residing at
Preston, Idaho.