

AFFIDAVIT.

State of Washington)
) ss.
County of Spokane)

F. W. KIESLING, being first duly sworn, on his oath deposes and says:

That he is one of the incorporators of SUNNY PEAK MINING COMPANY,
a corporation to be organized under the laws of the State of Idaho;
that when said corporation is organized it will acquire mining properties
that are non-productive.

F. W. Kiesling

Subscribed and sworn to before me this 20 day of December, 1948.

Mervyn Jovla

Notary Public in and for the State of
Washington, residing at Spokane, Wash.

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, J. D. (CY) PRICE, 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

SUNNY PEAK MINING COMPANY

was filed in the office of the Secretary of State on the **twenty-third** day of **December** A.D. One Thousand Nine Hundred **forty-eight** and duly recorded on Film No. **15** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 29-103, Idaho Code, Annotated.

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

Wallace

in the County of

Shoshone

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 **twenty-third** day

of **December**, in the year of our Lord

one thousand nine hundred **forty-eight**,

and of the Independence of the United States of

America the One Hundred **Seventy-third**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

SUNNY PEAK MINING COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify in writing:

ARTICLE I.

That the name of said corporation shall be SUNNY PEAK MINING COMPANY.

ARTICLE II.

The purposes for which said corporation is formed are as follows:

(a) To locate, buy, acquire, own, enter, lease, exchange, sell, convey, and deal in mines, mining claims, mineral rights and mineral lands of every kind, nature, and description; also to purchase, locate, or otherwise acquire, own, enter, lease, sell, exchange and deal in millsites, water rights, timber, grazing and other lands, and terminal facilities, and to conduct all business appertaining thereto; to explore, work, operate, prospect or develop mines and mineral lands of every nature and description, either for itself or for other companies, corporations or individuals, upon such terms or for such remuneration as it shall deem fit and proper, and to accept, take and hold mineral lands of every nature or description, either as an entirety or any interest in the same;

(b) To carry on and conduct a general business of mining, milling, concentrating, converting, smelting, reducing, treating, preparing for market, marketing, manufacturing, buying, selling, exchanging, and otherwise producing and dealing in all kinds of ores, bullion, metals, minerals and concentrates, and the products and by-products thereof, and in doing the same to construct, build, buy, sell, own and operate all necessary mills smelters, machinery, equipment, roads, railroads, tramways, ditches, flumes and such other property as shall be fit and necessary in carrying

out the objects herein stated; to erect buildings, operate sawmills, and engage in trade of every kind, both in stores and provisions, steam, electric and other transportation, road building and engineering, freighting and carrying;

(c) To purchase, secure, use, own and enjoy any and all franchises useful and beneficial for the prosecution of the business of this corporation;

(d) To exercise the right of eminent domain according to law, and condemn and acquire rights of way for tunnels, shafts, hoisting works, dumps, cuts, ditches, canals, reservoirs, storage basins, dams, roads, railroads, tramways and terminal facilities, incident, necessary, or convenient for the uses and purposes and objects of this corporation;

(e) To receive, acquire, hold, purchase, dispose of, convey, mortgage or lease real and personal property; to dispose of, sell, lease, assign, transfer, mortgage or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation; and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign, and while the holder of any shares of stock, to exercise all the rights and privileges of ownership, including the right to vote thereon to the same extent as a natural person might or could do;

(f) Subject to the provisions of law, to purchase, acquire, hold and reissue the shares of its capital stock;

(g) To enter into contracts or obligations of any type or kind essential, necessary, or proper to the transaction of its ordinary affairs, or for the purposes of the corporation;

(h) To borrow money on its notes, bonds and other obligations for the general purposes of the corporation, and to mortgage, pledge, and give in trust any and all of its property, real and personal, to secure the payment thereof;

(i) To do all things incident to the general business of this corporation in the State of Idaho, in the other states, territories and colonial

possessions of the United States and in foreign countries, and to have one or more offices and places of business out of the State of Idaho and to acquire, receive, hold, purchase, lease, mortgage, dispose of or convey real and personal property situate out of the State of Idaho; and there to hold such meeting of stockholders or directors as may seem necessary to the operation of their business.

(j) And finally to do and perform all other things that may be found necessary or convenient or expedient to accomplish the stated purposes of this corporation.

ARTICLE III.

The duration of this corporation shall be perpetual.

ARTICLE IV.

The registered office of this corporation in the State of Idaho is the City of Wallace, Shoshone County, State of Idaho, but branch offices may be established elsewhere, either within or without the State of Idaho.

ARTICLE V.

That the amount of the capital stock of said corporation shall be \$600,000, which is divided into 3,000,000 shares of the par value of 20¢ per share.

That the said shares of stock shall be divided into two classes of the same par value with equal voting rights, of which 1,250,000 shares of its said capital stock shall be nonassessable and shall be called "Class A Stock-Nonassessable", and 1,750,000 shares shall be assessable and shall be called "Class B Stock-Assessable". That all assessments levied and collected on said Class B Stock-Assessable shall be considered a contribution to the capital of this corporation and shall be repaid to the record owners of said stock out of operating profits from the properties of this corporation before any dividends are declared and paid on the outstanding Class A and Class B stocks of this corporation.

ARTICLE VI.

The business of said corporation shall be managed by a board of not less than three directors nor more than seven directors.

ARTICLE VII.

The power to repeal and amend the by-laws of this corporation and adopt new by-laws is hereby conferred upon the directors, provided that any proposed change in the by-laws of said corporation by the directors shall be read at two consecutive meetings of the board of directors prior to any vote thereon by said directors.

ARTICLE VIII.

A voluntary sale, lease or exchange of all the assets of this corporation may be authorized by the vote of the holders of a majority of the voting power of all shareholders.

ARTICLE IX.

The amount of capital stock of said corporation which has been actually subscribed is three shares of Class A Stock-Nonassessable of this corporation, and the name and post office address of each incorporator and a statement of the number of shares and par value of the shares actually subscribed by each incorporator is as follows:

| <u>Name</u> | <u>P.O. Address</u> | <u>No. of Shares</u> <u>Class A Stock-Nonassessable</u> | <u>Par</u> <u>Value</u> |
|-----------------|---------------------|--|----------------------------|
| Chas. J. Weller | Coulee City, Wash. | One | 20¢ |
| F. W. Kiesling | Spokane, Wash. | One | 20¢ |
| H. E. Majer | Spokane, Wash. | One | 20¢ |

IN WITNESS WHEREOF we have hereunto set our hands this 20 day of December, 1948.

Chas. J. Weller Pres
F. W. Kiesling Secy
H. E. Majer Treas

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