

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

**WILLIE RAY MINING COMPANY, INC.**

was filed in the office of the Secretary of State on the **Eighteenth** day of **January**, A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ duly recorded on ~~film~~ **microfilm** 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

**Arco,**

in the County of

**Butte.**

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 **18th** day of **January**

A.D. 1965

*Arnold Williams*  
**Fidelity Union S...**  
Secretary of State.

ARTICLES OF INCORPORATION  
of  
WILLIE-RAY MINING COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, all of whom are citizens of the United States of America, residents of the State of Idaho, and of legal age, have today voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify:

ARTICLE I

The name of said corporation shall be "WILLIE-RAY MINING COMPANY, INC."

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The location and post office address of the registered office of the corporation in the State of Idaho shall be P. O. Box 652, Arco, Butte County, Idaho.

ARTICLE IV

The amount of the authorized capital stock of the corporation shall be One Million Dollars, (\$1,000,000.00), divided into One Million, (1,000,000), shares of common stock of the par value of One Dollar, (\$1.00), per share.

Each share of common stock shall be entitled to one vote, for the purpose of electing directors and all other acts for which vote or approval of shareholders is required or is appropriate under the laws of the State of Idaho.

Cumulative voting for the purposes of electing directors shall be mandatory. All of the common voting stock shall participate equally per share in the payment of dividends, if any.

## ARTICLE V

The business of the corporation shall be managed by a Board of Directors consisting of no less than three directors, nor more than nine directors. The qualifications, the term of office, manner of electing directors, the number of directors to be elected, the time, place and manner of calling meetings, and the powers of the directors and the duties of the directors shall be prescribed by the By-Laws. The names and post office addresses of the directors until the first annual meeting of the shareholders are as follows:

Willard Hitchcock, Jr.  
Reynold P. Miller  
Fred Boyer

Arco, Idaho  
Arco, Idaho  
Arco, Idaho

## ARTICLE VI

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

A. To carry on as principals, agents, commission merchants, consignees, or in any capacity whatever, the business of milling, mining, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying, selling, exchanging, and otherwise producing and dealing in all kinds of ores, metals, and minerals, coal, oil, and salines, and in the products and by-products thereof of every kind, class, and description, and by whatsoever processes the same are or may be hereafter produced; and generally and without limit as to amount, to buy, sell, exchange, lease, acquire, and deal in and with lands, mines, and minerals, rights, and claims, and in the above specified products, and to carry on, in any capacity, any business appertaining thereto or any other business which, in the judgment of the company may, at any time, be conveniently conducted in conjunction with any of the matters aforesaid, or otherwise.

B. To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

C. To manufacture, purchase, sell and generally trade and deal in and with any article, product or commodity produced as the result of or through the use of any such inventions, devices, processes, discoveries, formulae and improvements and modifications thereof, or the like, or any articles, products, commodities, supplies and materials used or suitable to be used in connection therewith or in any manner applicable or incidental thereto; to grant licenses, sub-licenses, rights, interests and privileges in respect to any of the foregoing, and to supervise or otherwise exercise such control over its licensees or grantees and the business conducted by them, as may be agreed upon in its contracts or agreements with such licensees or grantees for the protection of its rights and interest therein, and to secure to it the payment of agreed royalties or other considerations.

D. To render advisory, investigatory, supervisory, managerial, or any other services excepting legal services, in connection with the promotion, organization, reorganization, recapitalization, liquidation, consolidation, or merger, of any business, firm, association, corporation, or other person or legal entity, public or private, domestic or foreign.

E. To conduct and carry on the business of general contractors and builders; to design, plan, erect, construct, equip, alter, rebuild, remodel, improve and repair all kinds of buildings and other structures or parts thereof and works and excavations therefor; to employ mechanics, laborers, artisans and workmen, and to make contracts and sub-contracts for work and materials; to manufacture, buy, sell and deal in the materials

necessary in connection with the business of the corporation; to own, manage, operate, lease, purchase and sell buildings and generally to transact all business of a similar nature necessary or incidental to the purposes aforesaid, and to do all things necessary or incidental thereto or connected with the business of contractors and builders.

F. To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

G. To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

H. To purchase, hold, own, vote, guarantee, sell, deal in, underwrite, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancements in value thereof.

I. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic, or government or colony or dependency thereof.

J. To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

K. To loan to any person, firm or corporation any of its surplus funds, either with or without security.

L. To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

M. To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

N. In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Idaho upon corporations formed under the General Corporation Law of the State of Idaho, and to do any or all of the things hereinbefore set forth to the same extent as a natural person might or could do.

O. The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes; and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

#### ARTICLE VII

The private property of the stockholders shall not be liable for its obligations. The common voting stock of this corporation shall be non-assessable, and these Articles shall not be amended so as to render assessable any of the common voting stock without the unanimous consent of all of the holders of all of the outstanding common stock proposed to be made assessable.

#### ARTICLE VIII

This corporation may amend its Articles in any respect so as to include any provision authorized by law. A meeting for consideration of a proposed increase of authorized stock may be held only after at least thirty (30) days' written notice has been given to all stockholders, either in person or by mail to their last known address. An amendment changing the name of this corporation may be adopted by a vote of the holders of two-thirds of the voting power of all stockholders.

Any amendment may be adopted without a meeting by a written consent of all stockholders entitled to vote thereon.

#### ARTICLE IX

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of the directors or of the allotted shares, as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-Laws.

#### ARTICLE X

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

#### ARTICLE XI

The names and post office addresses of each of the incorporators and the number of shares of stock subscribed by each are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares of Stock</u>
Willard Hitchcock, Jr.	Arco, Idaho	1
Reynold P. Miller	Arco, Idaho	1
Fred Boyer	Arco, Idaho	1



IN WITNESS WHEREOF, We have hereunto set our hands this  
15<sup>th</sup> day of January, 1965.

Willard Hitchcock, Jr.  
Willard Hitchcock, Jr.

Reynold P. Miller  
Reynold P. Miller

Fred Boyer  
Fred Boyer

STATE OF IDAHO )  
County of Butte ) ss

On this 15<sup>th</sup> day of January, 1965, before me, the below  
named Notary Public in and for said County and State, personally  
appeared WILLARD HITCHCOCK, JR., REYNOLD P. MILLER, and FRÉD  
BOYER, known to me to be the persons who executed the within instrument,  
and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
my official seal the day and year in this certificate first above written.

Charles C. Green  
Notary Public for Idaho  
Residing at: Butte, Idaho

