

Articles of Incorporation
of

Alabama, Idaho Mining and Development Company.

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, the undersigned, have this 28th day of March, A.D., 1906, voluntarily associated ourselves together, for the purpose of forming a corporation, under and by virtue of the general incorporation laws of the State of Idaho, and do therefore make, sign and acknowledge this CERTIFICATE, in writing, which, when filed with the proper authorities, shall constitute the "ARTICLES OF INCORPORATION of Alabama, Idaho Mining and Development Company and pursuant to said purposes, do declare hereby as follows, to-wit:

FIRST.

That the name of the said corporation is, and shall be when so formed, Alabama, Idaho Mining and Development Company.

SECOND.

That the purposes for which said corporation is formed are, to acquire, hold, work, bond, lease, own, sell and operate quartz and placer mines, bearing gold, silver, lead, copper and associate precious and valuable minerals, coal, iron, oil and other mineral deposits and and precious stones, clay banks, slate and marble quarries, in the state of Idaho, and in any other State or States, Territory or Territories, in or of the United States of America, and to acquire, sell, work, mill, bond, lease, own, reduce, and treat the product of such mine and other mines, and if necessary or desirable, to construct, acquire, hold, own, sell, lease, bond, and operate reduction works of any kind or kinds that shall be required or desirable for proper and economical and successful treatment, reduction and handling of such ores, minerals and other deposits and precious stones, together with electric and other kinds of trams and roadways, water power, water rights, electric light and power plants, and other mechanical and electrical machinery or of any kind or kinds, for the furtherance of any and all purposes herein set forth and

referred to, and for the use of others for hire, when desired by this corporation, and to do all those things which may be incident to the general business of mining, smelting and reduction of ores and other products above mentioned and referred to, and the general purposes hereinbefore and hereinafter set out; also to acquire, handle, own, lease, sell and operate saw mills, and all other auxiliary machinery necessary or desirable for the cutting, dressing and handling of lumber and lumber products, and to do all things incident to such purposes and the transaction of a general lumbering and manufacturing business; also to acquire hold, own, lease, bond and operate and sell and use water rights, ditches canals, pipe lines and other conduits for water, and electric light and power plants incident to the carrying out of any of the purposes in this paragraph referred to, and for hire by others, if desired at any time; also to acquire, hold, own, sell and dispose of all kinds of real estate and stocks, bonds, mortgages, notes, debentures and other obligations of other corporations, firms and individuals, when deemed advantageous by the board of directors of this corporation, for the protection or benefit of its stockholders or the advancement of the best interests of the corporation, with full power to mortgage any property that shall be acquired, and issue, sell, hypothecate and otherwise legally dispose of notes, mortgages, bonds and debentures and other obligations of this corporation for the facilitating of the business of this corporation, and to redeem the same at the pleasure and on the terms to be fixed by the Board of Directors of this corporation in the exercise of a sound business discretion; and it is further specially provided as one of the purposes of this corporation, that its board of directors shall have full power to exercise all of the rights and privileges coming within, appertaining or belonging to the powers and purposes herein set forth and referred to, and authorized by the Statutes of the State of Idaho, without special or other authorization by the stockholders of this corporation, subject to limitation by such statutes, these articles, and the by-laws of this corporation, that shall hereafter be adopted, altered or amended from time to time, except as to the sales of real property, which shall only be made by authority conferred on the board of directors by resolutions duly passed at a legal meeting of the stockholders of this corporation.

of the corporation, called for such purpose, in accordance with the requirements of law and the by-laws of this corporation, by a majority vote of all stock entitled to vote, either prior to the making of such conveyance of such realty or subsequent thereto ratifying the same, the only further special limitation placed on the authority and power of such board of directors being as to the election thereof, which must be by stockholders of this corporation, as required by law, or such other limitations as are or shall hereafter be established by the law of the State of Idaho or the by-laws of the corporation, it being the intention that the said board of directors shall have all the powers and authority for the transaction of business, that are usually possessed and enjoyed by a natural person and not in violation of the Statutes of the State of Idaho, in such cases made and provided, and the by-laws of the corporation and these articles; AND IT IS FURTHER SPECIALLT PROVIDED, as one of the purposes of this corporation, that all the stock that shall be issued thereby, shall be deemed to be fully paid and non-assessable, and to that end, the corporation hereby waives all benefits and rights conferred upon corporations by virtue of section numbered 2614 of the Revised Statutes of the State of Idaho of the year A.D., 1887, and all subsequent sections of said Statutes relating to the subject matter of "Assessments of the Capital Stock of Corporations" and by statutes amendatory thereof also, also as to any such statutes that shall hereinafter be enacted by said State of Idaho; it is also further especially provided, that these articles of incorporation may be amended at any time, either as to name or any other provision thereof, in the same manner as provided by the Statutes of the State of Idaho, in increasing or decreasing capital stock of the corporation, unless otherwise required by such statutes, as to special features of amendment contemplated thereby, and that stockholders shall not be individually liable for the debts of the corporation.

THIRD.

That the place or places where the principal business of the corporation shall be anacted, are the the counties of Custer, and Blaine, in the State of Idaho, but the same may be transacted in any other county or counties and in any other State or States, Territory or

or Territories of the United States of America, and the principal place of business or office shall be at the City of Boise, in Ada County, State of Idaho, with such branch office or offices at any other place or places within the said States of Territories, as the Board of Directors shall from time to time designate, at which offices, principal or branch, or either of them, the board of directors may meet and transact business as fully and with like effect as at said principal place of business, but the annual election of directors and all stockholders' meetings shall be held in said City of Boise, State of Idaho.

FOURTH.

That this corporation shall exist for the full term of fifty years from and after the date of its incorporation.

FIFTH.

That the number of the directors of this corporation shall be seven (7), and the names and residence of those who are appointed to serve for the first year of the life of this corporation, and until their successors shall have been elected and qualified, are as follows:

NAMES.	RESIDENCE.
John H. Andreas,	Boise, Idaho.
Orriville M. Cawthon,	Selma, Ala.
William C. Agee,	Selma, Ala.
John T. Chapman,	Selma, Ala.
Charles A. McKinnon,	Selma, Ala.
Adgate L. Bibb,	Selma, Ala.
Houston C. Amrstrong,	Selma, Ala.

AND THAT a majority of the subscribers hereto, both as to person and the amount subscribed, were present and voted for said named persons as directors for the first year.

SIXTH.

That the amount of the capital stock of this corporation shall be One Million Dollars, divided into one million shares of the par value of one (\$1.00) dollar per share.

SEVENTH.

That the amount of capital stock which has been actually subscribed is Fifteen Dollars, and the following are the names of the persons who subscribed for the same, and the amount subscribed for by

Each of them respectively:

<u>NAMES OF SUBSCRIBERS.</u>	<u>NUMBER OF SHARES.</u>	<u>PAR VALUE.</u>
W.C.Agee	One	\$ 1.00
Isaac Blanner,	One -	1.00
R. H. Overton,	One	1.00
B. P. Watters,	One	1.00
M. W. Walker,	One	1.00
J.T.Chapman,	One	1.00
M. M. Cawthon,	One	1.00
J. P. Doherty,	One	1.00
C. A. McKinnon,	One	1.00
J. Felix Walker,	One	1.00
J. H. Andreas,	One	1.00
A. L. Bibb,	One	1.00
R. H. Agee,	One	1.00
H. C. Armstrong,	One	1.00
Adolph Eliasberg,	One	1.00

IN WITNESS OF ALL WHICH, we have hereunto set our hands and seals
on this the 28th day of March, A.D. 1906.

W. C. Agee	(Seal)
Isaac Blanner	(Seal)
R. H. Overton-	(Seal)
B. P. Watters	(Seal)
M.W. Walker	(Seal)
J. H. T. Chapman	(Seal)
O.M.Cawthon	(Seal)
J. P. Doherty	(Seal)
Chas. A. McKinnon	(Seal)
J. Felix Walker	(Seal)
J.H.Andreas	(Seal)
A. L. Bibb	(Seal)
R.H.Agee	(Seal)
H. C. Armstrong	(Seal)
A. Eliasberg	(Seal)

THE STATE OF ALABAMA)
 THE COUNTY OF DALLAS)

On this 29th day of March, 1906, before me,
 Paul W. Stewart, a notary public in and for said Dallas County, Alabama,
 residing therein, duly commissioned, personally appeared within said
 County, W. C. Agee, Isaac Blanner, R.H. Overton, B.P. Watters, M.W. Walker,
 J.T. Chapman, O.M. Cawthon, J.P. Doherty, C.A. McKinnon, J. Felix Walker,
 A. L. Bibb, R.H. Agee, H. C. Armstrong, Adolph Eliasberg, each person-
 ally known to me to be the person whose name is subscribed to the fore-
 going instrument of writing, and each of them acknowledged to me that he
 voluntarily executed the same, for the purposes and uses therein express-
 ed, and upon an examination by me, the said Isaac Blanner, R.H. Overton,
 B.P. Watters, M.W. Walker, J.T. Chapman, O.M. Cawthon, J.P. Doherty, C.A.
 McKinnon, J. Felix Walker, A.L. Bibb, R.H. Agee, H.C. Armstrong, Adolph
 Eliasberg and W.C. Agee acknowledged to me that he is at this time, a
 bona fide actual ~~resident~~ resident free holder of the State of Alabama.

In witness whereof I have hereunto set my hand and fixed my
 official seal on this the 29th day of March, 1906.

Paul W. Stewart

Notary Public, Dallas County, Alabama.

(Seal)

STATE OF ALABAMA)
 COUNTY OF DALLAS)

On this 29th day of March, 1906, before me, Paul W.
 Stewart, a notary public in and for said Dallas County, Alabama, residing
 therein, duly commissioned, personally appeared within said said County,
 J. H. Andreas, who is personally known to me to be the person whose name
 is subscribed to the foregoing instrumnet or writing, and acknowledged
 to me that he voluntarily executed the same for the purposes and uses
 therein expressed; and upon an examination by me, the said J. H. Andreas
 acknowledged to me that he is at this time a bona fide actual resident
 free holder of the State of Idaho.

In witness whereof I have hereto set my hand and official seal
 on this 29th day of March, 1906.

Paul W. Stewart,

Notary Public, Dallas County, Alabama.

(Seal)