

ARTICLES OF INCORPORATION

OF

RED BIRD SMELTING COMPANY,

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned C. A. Trimble, W. K. Trimble, of Princeton, Illinois, and L. A. Munson, of Pierre, South Dakota, for ourselves, our associates and successors, have associated ourselves together for the purpose of forming a corporation under and by virtue of the statutes and laws of the State of South Dakota, and we do hereby certify and declare as follows, viz:

FIRST

The name of this corporation shall be RED BIRD SMELTING COMPANY.

SECOND

The Purpose for which this organization is formed -----

The purpose for which this organization is formed are, to purchase, locate, take, or lease, or otherwise acquire and to sell and deal in any mines, mining rights, and metalliferous land, and any interest therein, and to explore, work, exercise, develop, and turn to account the same. To crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate, and prepare for market, and market, ore, metal and mineral substances of all kinds, and to carry on any other metallurgical operations which may seem conducive to any of the Company's objects.

To buy, sell, manufacture, and deal in minerals, plant, machinery, implements, conveniences, provisions, and things capable of being used in connection with metallurgical operations, or required by workmen and others employed by the company.

To construct, carry out, maintain, improve, manage, work, control, and superintend any roads, ways, tramways, railways, bridges, reservoirs, watercourses, aqueducts, wharves, furnaces, sawmills, crushing works, hydraulic works, electrical works, factories, warehouses, ships, and other works and conveniences which may be necessary, directly or indirectly, in connection with any of the objects of the company, and to contribute to, subsidize, or otherwise aid or take part in any such operation.

To purchase or otherwise acquire and to hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock and bonds, debentures or other evidences of indebtedness created by any other corporation or corporations, domestic or foreign, and while the

holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon.

To make contracts, of all kinds in relation to the business of this company. To manufacture, acquire, sell, transfer and deal in goods, merchandise and property of every class and description, except Bills of Exchange, including real property or any interest therein; to undertake any part of the assets and liabilities of any person, firm, association or corporation engaged in business of the same general nature, and to pay for the same in cash, stock of this corporation, bonds, or otherwise; to issue its bonds for any of the purposes of this company, and to secure same in any manner permissible by the laws of South Dakota.

To purchase, lease, or otherwise acquire trade in or with any and all rights or permits convenient for the purposes of its business; to erect and alter houses and buildings of all kinds; to apply for, purchase, lease, or otherwise acquire and to hold, sell or otherwise dispose of any and all trade-marks, trade-names, invention or processes secured under letters patent of the United States or elsewhere or otherwise.

To perform any act necessary for, appertaining or incidental to the business of this company. To purchase and sell real estate and all kinds of general merchandise and chattel properties. To build and equip railroads and to operate the same by steam, electric or otherpower.

### THIRD

The place where the principal business of this Corporation shall be transacted is Pierre, in the County of Hughes, State of South Dakota, but a business office may be located at Buffalo, New York, and at Clayton Idaho, and Mackay, Idaho.

### FOURTH

The term for which this corporation shall exist shall be ~~twenty-five~~ (25) years.

### FIFTH

The number of directors of this Corporation shall be ----- and the names and residences of such who are to serve until the election of their successors are as follows:

NAMES.	RESIDENCES
Bronson Rumsey	Buffalo, New York,
John N. Scatcherd	" " "
Charles Sumner Jones	" " "
John B. Jones	" " "
L. A. Munson	Pierre, South Dakota.

SIXTH

The amount of Capital Stock of this Corporation shall be and is -----  
(\$300,000.00) Three Hundred Thousand-----Dollars  
Divided into -----Three Thousand (3,000)-----Shares  
of the par value of ----- One Hundred (100)----- Dollars  
each.

SEVENTH.

The resident agent of this Corporation upon whom service of process  
may be made, shall be -- L. A. Munson-----of-----Piere, South Dakota,  
and service upon him shall be taken and held as due and personal service  
upon this Corporation.

NOTE:(The above article applies only to Corporations of this state not  
doing or carrying on business within this state)

IN TESTIMONEY WHEREOF, We have hereunto set our hands this 26th, day of  
August, 1913.

C. A. Trimble,

W. K. Trimble,

L. A. Munson

State of Illinois,

County of Bureau. ss.

BE IT REMEMBERED, That on this 26th, day of August, A. D., 1913,  
before the undersigned personally appeared the above named -----  
C. A. Trimble and W. K. Trimble, well and personally known to me to be  
the same persons described in and who executed the foregoing instrument  
and severally duly acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my offic-  
ial seal at said County the day and year last above written.

Bertha Stein,

(Seal)

Notary Public.

State of South Dakota,

County of Hughes, ss.

BE IT REMEMBERED, That on this 29th, day of August, A. D. , 1913,  
before the undersigned personally appeared the above named-----  
-----L. A. Munson-----  
well and personally known to me to be the same person described in and  
who executed the foregoing instrument and he duly acknowledged to me  
that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official

seal at said County the day and year last above written.

L. E. Ericson,

(Seal)

Notary Public.

State of Illinois,

County of Bureau, ss.

C. A. Trimble, and W. K. Trimble,

being duly sworn each for himself deposes and says: That he is one of the persons described in and who signed the foregoing Articles of Incorporation as an incorporator therein; that he has read said articles and knows the contents thereof; that the incorporators intend in good faith to form a corporation for the purpose of the promotion of a lawful business as set forth in said articles, and not for the purpose of enabling any corporation or corporations to avoid the provisions of chapter 224, Session Laws of 1909, of the State of South Dakota, relating to unlawful trusts and combinations, and laws amendatory thereto.

C. A. Trimble.

W. K. Trimble.

Subscribed and sworn to before me this 26th, day of August A. D. 1913.

Bertha Stein,

(Seal)

Notary Public.

ENDORSED.

ARTICLES OF INCORPORATION

OF THE

RED BIRT SMELTING COMPANY.

State of South Dakota,

Office of Secretary of State ss.

I hereby certify that the within instrument was filed for record on the 29 day of Aug. A. D., 1914, at 10 o'clock A. M. and recorded in Vol. 84 Page 158, Record Domestic Corporations of this office

Frank Glasner,

Secretary of State.

J. T. Nelson,

Assistant Secretary of State.

CERTIFICATE OF INCREASE OF CAPITAL STOCK,  
OF  
RED BIRD SMELTING COMPANY, A SOUTH DAKOTA CORPORATION,  
FROM \$300,000 TO \$500,000.

\*\*\*\*\*

The undersigned, BRONSON RUMSEY, President, and J. B. JONES, Secretary, together with a majority of the members of the Board of Directors of the Red Bird Smelting Company, a South Dakota Corporation, hereby certify that a special meeting of the stockholders of said Red Bird Smelting Company was held at the office of said Company in Buffalo, New York, on November 18th, 1913, said meeting having been called by the President for the purpose of increasing the capital stock of said Company from \$300,000 to \$500,000. That there were present at said meeting Bronson Rumsey, J. N. Scatterd, C. S. Jones, M. W. Ditto, and J. B. Jones in person, and L. A. Munson by J. B. Jones. his duly appointed proxy and attorney in fact; said six persons above named being all of the stockholders of said Company. Further that each and all of said stockholders above named signed a written waiver of notice of said meeting, which same was attached to and made a part of the record of said Company, and which same now appears in the record of said Company in the words and figures as follows, to-wit:

"We, the undersigned, being all the shareholders of this Corporation, in person, or by their duly authorized proxies, do hereby waive notice of the time, place and purposes of this meeting.

And we do waive all requirements of the Statutes and the By-laws of this Company, as to notice of this meeting and the publication thereof, and we do consent to the transaction of such business as may come before the meeting.

(Signed)	M.W.Ditto,
(Signed)	John N. Scatterd,
(Signed)	C.S.Jones,
(Signed)	Bronson Rumsey,
(Signed)	J.B. Jones,
(Signed)	L.A. Munson,
	by J.B. Jones, Proxy.

Said names above mentioned being the genuine signatures of all of said stockholders above named.

Further, the undersigned certify that at said special meeting there was introduced and by a UNANIMOUS vote of all of said stockholders and all of the stock of said Company being represented by said vote, passed and adopted a Resolution which now appears on the minutes and records of said Company, and which was and is in the words and figures as follows,

to-wit: "It is hereby RESOLVED that the capital stock of this Company be and the same is hereby increased from 3,000 shares of the par value of \$100 each, to 5,000 shares of the par value of \$100 each, to-wit: from \$300,000 to \$500,000; said \$200,000 of increase to be placed in the treasury of this Company and to be issued from time to time in such amounts and upon such terms and for such prices as the Board of Directors may determine. And that the President and Secretary are hereby authorized and directed to take the necessary legal steps to accomplish said increase of capital stock.

And be it further RESOLVED that the sixth paragraph of section of the Articles of Incorporation of this Company be amended so as to read as follows, to-wit:

SIXTH.

"The amount of the capital stock of this corporation shall be and is (\$500,000) Five Hundred Thousand Dollars, divided into three (3,000) shares of the par value of one hundred Dollars (\$100) each."

And the undersigned further certify that Bronson Rumsey is the President and J. B. Jones, is the Secretary of said Red Bird Smelting Company, and that they were the Chairman and Secretary, respectively, of said stockholders meeting above mentioned.

And further, the undersigned certify that the Board of Directors of said Company consists of the following named persons, to-wit:

1. Bronson Rumsey,
2. John N. Scatoherd,
3. John B. Jones,
4. Charles Sumner Jones,
5. L. A. Munson,

And that this certificate is signed by the President and Secretary of said Red Bird Smelting Company and by the Chairman and Secretary of said Stockholders meeting above mentioned, and by a majority of the Directors of said Company.

And further the undersigned certify that the entire capital stock of 3,000 shares was duly and legally represented at said meeting; and that the entire capital stock of said Company was cast for and in favor of the passage and adoption of said resolution above mentioned for the purpose of increasing the capital stock of said Company.

The undersigned further certify that a true copy of this certificate has been recorded in the journal of the proceedings or in the book

of corporations of said Company; and that this the original of said certificate is made for the purpose of filing the same in the office of the Secretary of the State of South Dakota.

Dated this 9th, day of Feb. A. D. 1914.

Bronson Rumsey,

President of Red Bird Smelting  
Company, and Director,

J. B. Jones,

Secretary of Red Bird Smelting  
Company, and Director,

C. S. Jones, Director,

John N. Scatcherd, Director.

State of New York,

County of Erie. ss.

Bronson Rumsey and J. B. Jones, each being first duly sworn on his oath, say that they have read the above and foregoing certificate, and that the matters and things therein set forth are true.

Bronson Rumsey,

J. B. Jones.

SUBSCRIBED AND SWORN TO BEFORE ME by Bronson Rumsey,  
this 9th, day of February, A. D. 1914.

Geo. D. Sears,

Notary Public,

Notary Public in and for Erie Co. (SEAL)

SUBSCRIBED AND SWORN TO BEFORE ME by J. B. Jones,  
this 13th, day of February, A. D. 1914.

Cairo A. Trimble,

Notary Public. (SEAL)

State of South Dakota,

Office of Secretary of State. SS.

I hereby certify that the within instrument was filed for record on the 20 day of Feb. A. D. , 1914, at 10 o'clock A. M. and recorded in Vol. 78, on Page 302, Record Domestic Corporations of this office.

Frank Glasner,

Secretary of State,

J. T. Nelson,

Assistant Secretary of State.

STATE OF SOUTH DAKOTA

DEPARTMENT OF STATE

UNITED STATES OF AMERICA,

STATE OF SOUTH DAKOTA, SECRETARY'S OFFICE

This is to certify that the attached instrument of writing is a true, correct and examined copy of Articles of Incorporation of the Red Bird Smelting Company and amendment thereto ----- and the whole thereof, and has been carefully compared with the original now on file in this office and found correct.

The within document, book, instrument, paper or law shall not be received in evidence in any court of this state unless this certificate is countersigned by the state treasurer with a statement of the fees received.

(((((SEAL))))))

IN TESTIMONY WHEREOF: I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at the City of Pierre, the Capitol, on this 21st, day of March, 1914.

Fees \$ 4.00  
Countersigned by  
A. W. Evert  
State Treasurer.  
By W. S. O'Brien,  
Deputy.

\_\_\_\_\_  
Secretary of State.

J. T. Nelson,  
Assistant Secretary of  
State.

ENDORSED.

File No. 129.

State of Idaho,

County of Custer, ss.

This instrument was filed at the request of Cairo A. Trimble at 9-30 o'clock A. M. April 3<sup>rd</sup>, 1914.

E. J. Michael  
\_\_\_\_\_  
Ex -officio Recorder.

B. D. Fox  
\_\_\_\_\_  
Deputy.



State of Idaho       )  
County of Custer    ): ss.

I, E. J. Michael, Ex-officio Recorder in and for said county and state, hereby certify that I have compared the foregoing copy with the original on file in my office, and that the same is a full, true and complete copy of such original.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 4th day of April, 1914.

E. J. Michael  
Ex-officio Recorder.

