

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

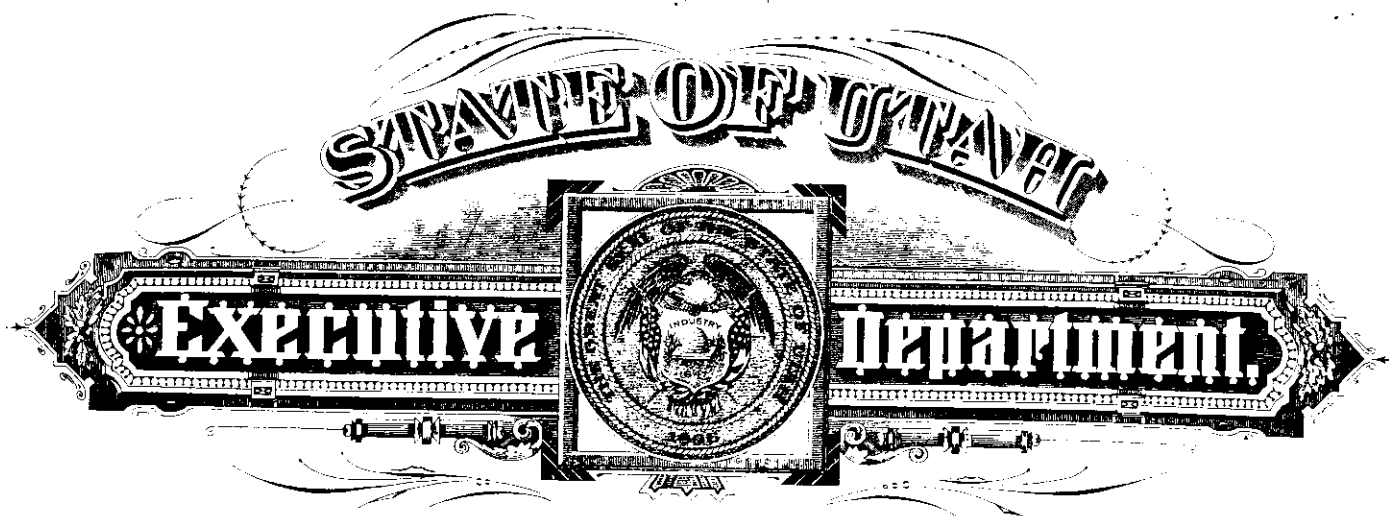
#### AMERICAN MINING CORPORATION

a corporation duly organized and existing under the laws of **Utah**, has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **twenty-eighth** day of **September**, 19 **59**, a properly authenticated copy of its articles of incorporation, and on the **twenty-eighth** day of **September**, 19 **59**, a designation of **Robert H. Romaklus**, in the County of **Valley**, as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **28th** day of **September**, A.D. 19 **59**.

Secretary of State.

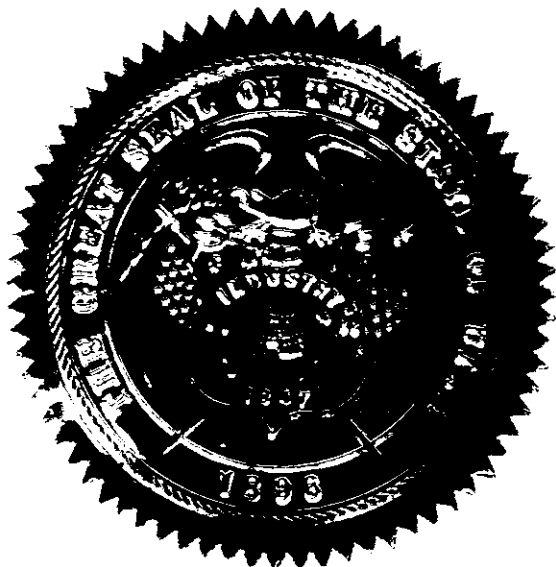


Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,  
DO HEREBY CERTIFY THAT the attached is a full, true, and correct copy of the  
Articles of Incorporation of the

AMERICAN MINING CORPORATION

AS APPEARS of record IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND  
AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH  
AT SALT LAKE CITY, THIS TWENTY-SIXTH DAY OF  
AUGUST 19 59

*Lamont F. Toronto*  
SECRETARY OF STATE

BY \_\_\_\_\_ DEPUTY

1965

35695

**ARTICLES OF INCORPORATION**  
**of**  
**AMERICAN MINING CORPORATION**

**KNOW ALL MEN BY THESE PRESENTS:**

That we, the undersigned, being desirous of associating ourselves together for the purpose of forming a corporation under the laws of the State of Utah, and in pursuance of the laws thereof, have agreed and do hereby certify as follows:

**ARTICLE I**

The name of the corporation is:

**AMERICAN MINING CORPORATION**

**ARTICLE II**

The principal place of business shall be at Salt Lake City, Utah, in which city it is organized, and the term for which the corporation is to exist is one hundred years from the date of filing these Articles of Incorporation in the Office of the Secretary of State of the State of Utah. The place of its general business shall be at Salt Lake City, Utah, but the corporation may conduct its business in other states, territories and possessions of the United States, and in foreign countries, and may have one office or more than one office therein as conditions may require, except as may be otherwise provided by law.

**ARTICLE III**

The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on by this corporation are:

- a. To carry on the business of any type of mining, milling, concentrating, smelting, treating by any process now known or which

may hereafter be developed, preparing for market, manufacturing, buying, selling, exchanging and otherwise producing and dealing in gold, silver, copper, lead, zinc, brass, iron, steel, uranium, vanadium and all kinds of ores, metals and minerals and products and by-products thereof of every kind and description including placer gold, and, generally and without limitation as to amount, to buy, sell, locate, exchange, lease, acquire and deal in lands, mines, mineral rights and claims, and improvements upon real estate of every kind, and to conduct all business appertaining thereto; to purchase, lease or otherwise acquire and to dispose of mining rights, placer claims, timber rights, oil and gas rights, mills, 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 own, construct, or purchase all water, water rights and water works, including power sites, mill sites, dam sites, reservoirs and reservoir sites, ditch, canals, pipe lines and all other property that may be necessary or convenient to carry on its placer or other mining operations or other mining activities or purposes of the corporation; to pledge, mortgage, deliver, trade and hypothecate all kinds of real and personal property and to do all things necessary and usual by and with mining as provided by law and by the custom of mining.

b. To mine, dig for or otherwise obtain from the earth, petroleum, rock or carbon oils, natural gas, other volatile mineral substances or hydrocarbons, and to manufacture, refine, prepare for market, buy, sell and transport the same in the crude or refined condition, and to acquire for these purposes gas and oil lands, lease-holds and other interests in real estate.

c. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this state or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership including the right to vote thereon.

d. To construct, own and operate all conveniences, rigs and appliances that may be either useful or necessary in carrying on its said business.

e. To subscribe for, buy, sell, pledge, mortgage, hold and otherwise deal in stock, bonds, obligations or securities of any private or public corporation, including its own capital stock, or of any government or municipality, trust, syndicate, partnership or individual, and to do any other act or acts permitted by law for the preservation, protection, improvement or enhancement of the value of such shares of stock, bonds, securities or obligations, including the right to vote thereon.

f. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, payable at specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired for any other lawful objects.

g. To purchase, hold, sell and transfer shares of its own capital stock.

h. To buy, sell, barter, exchange and deal generally in all classes of goods, wares, merchandise, products and articles of trade.

i. To do every and all things necessary and proper for the welfare or protection or benefit of the corporation and to engage in any and every other type of business believed to be beneficial to the corporation whether or not such business is similar in nature to the objects set forth in the Articles of Incorporation or in any amendment thereof.

j. And in general to do and perform such acts and things and to transact such business, not inconsistent with law, in any part of the world, as the Board of Directors may deem for the advantage and benefit of the corporation, and to establish agencies or branch offices therein as may be essential to the conduct of said business.

#### ARTICLE IV

The authorized capital of this corporation shall be fifty thousand dollars (\$50,000.00) divided into five million (5,000,000) shares of common stock with a par value of one cent (1¢) per share. All stock shall be of one class with equal voting rights and shall be non-assessable.

#### ARTICLE V

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

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES SUBSCRIBED</u>
Raymond E. Sherwood	Panorama City, Calif.	600,000
William Lee Sherwood	Panorama City, Calif.	600,000
Clarence W. St. Jeor	Bountiful, Utah	600,000
Earl J. Knudsen	Salt Lake City, Utah	600,000
Earl J. Knudsen Jr.	Salt Lake City, Utah	600,000

## ARTICLE VI

The general management of this corporation shall rest with the Board of Directors. The Board shall consist of not less than three nor more than five directors. The term of office of a Director shall be one year and until his successor has been elected and qualified. The directors shall be elected by the stockholders at annual meetings held for that purpose. Each director must hold at least one thousand shares of stock in his name as shown on the books of the corporation to be eligible as a director.

The directors shall choose and appoint a president, a vice-president, a secretary and a treasurer for the corporation who need not be directors of the corporation, and shall appoint such other officers and agents as they deem necessary to manage and conduct the corporation's business. Any one person may hold two or more such offices at the same time except the offices of president and vice-president. A majority of the Board of Directors shall constitute a quorum, and a vote of the majority of such quorum shall be necessary for the transaction of business and for the conduct of corporate affairs.

The board of directors may sell, mortgage or otherwise dispose of all or any part of the assets of the corporation upon such terms and conditions and for such consideration as it may deem proper and advisable.

Regular and special meetings of the board of directors may be held in the manner and at the place and time as may be provided by resolution or by-laws and may be called by any director by giving ten (10) days written notice to all other directors. Such meetings for the conduct of corporate affairs may be held any place in the State of Utah or elsewhere.

The following named persons shall constitute the board of directors and other officers of this corporation to serve from the date hereof until the first annual stockholders' meeting, and thereafter until their respective successors shall be elected and qualified:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Raymond E. Sherwood	Panorama City, Calif.	Director and President
Clarence W. St. Jeor	Bountiful, Utah	Director and Vice President
Earl J. Knudson	Salt Lake City, Utah	Director and Secretary-Treasurer
William Lee Sherwood	Panorama City, Calif.	Director
Earl J. Knudson Jr.	Salt Lake City, Utah	Director

Any officer of this corporation may be removed at any Directors' meeting called for that purpose. A majority vote of a quorum present shall be required to effect such removal. Any director may be removed at any stockholders' meeting called for that purpose, by a vote of a majority of the issued and outstanding stock, and any officer or director may resign by filing a written resignation with the Board of Directors, to become effective as therein provided. Any vacancy in any of the offices of this corporation caused by death, resignation, removal or incapacity may be filled in the manner provided by law.

#### ARTICLE VII

Regular annual meetings of the stockholders shall be held on the first Saturday of August of each year at the hour of 2:00 P.M. at the principal office of the corporation or at any other place as the Board of Directors may designate. The shares of stock of the corporation represented at the meetings, either in person or by proxy and whatever the amount, shall constitute a quorum, and every question of election thereat shall be decided by a majority of the votes cast. Special stockholders' meetings may be called by the president, the secretary, by two or more members of the Board of Directors, or by stockholders owning fifty percent (50%) or more of the issued and outstanding stock as it appears on the books of the corporation by mailing ten



either depositing notice thereof, addressed to each stockholder as shown by the books of the corporation at his last known place of residence, postage prepaid, in the post office at Salt Lake City, Utah, at least ten (10) days prior to the date of the meeting, or by giving sufficient notice either orally or in writing to the stockholders to enable them to attend the meeting, or by giving notice in the manner prescribed by law. If any meeting day shall fall on a legal holiday, such meeting shall be held on the next succeeding day which is not a legal holiday.

At all meetings of stockholders, each share of stock owned as it appears on the books of the corporation shall be entitled to one vote either in person or by proxy, and the voting shall be non-cumulative.

#### ARTICLE VIII

These Articles of Incorporation may be amended in any manner or respect at any stockholders' meeting called for that purpose. Notice of such meeting shall be given in the manner provided for in Article VII hereof. The stock represented at such meeting, whatever the amount, shall constitute a quorum, and the question of amendment shall be decided by a majority of the votes cast at said meeting.

#### ARTICLE IX

The stock of this corporation when issued and fully paid shall be non-assessable, and neither the private property of the stockholders, nor the stockholders, shall be in any way liable for the obligations or debts of the corporation.

#### ARTICLE X

The Board of Directors may adopt by-laws not inconsistent with these Articles of Incorporation or with the laws of the State of Utah, and may amend such by-laws from time to time.

ARTICLE XI

Any stock of this corporation which has been issued and fully paid and thereafter acquired by the corporation shall be deemed Treasury stock which may be sold or otherwise disposed of in such manner and at such times and to such persons and for such consideration as the board of directors may determine. The unissued capital stock of this corporation may be sold or exchanged at not less than its par value for cash, securities, rights or properties, or otherwise, as the board of directors may determine.

ARTICLE XII

All of the stock of this corporation subscribed for by the incorporators hereof, as listed in Article V of these Articles of Incorporation, has been fully paid by the assignment to the corporation of all of the rights, title and interest of said incorporators in and to certain mining leases, options, contracts, rights and privileges, together with equipment, mining machinery and facilities now on the properties covered therein, or under contract of purchase therefor, and the corporation hereby accepts said assignment of interests in full payment of the stock subscribed by the incorporators hereof.

The corporation hereby assumes liabilities and purchase contracts of its predecessors in interest in the amount of fifty six thousand and fifty dollars (\$56,050.00) for machinery, loans and equipment owing to and under contract from the following individuals in the amounts shown:

Raymond E. Sherwood	---	\$12,500.00
William Lee Sherwood	---	\$12,500.00
Clarence W. St. Jeor	---	\$20,000.00
Earl J. Knudson	---	\$11,050.00

and the corporation further assumes the liability of the balance of the payments called for under the Arbogast and Nethken lease and contracts of purchase in the amount of \$35,000.00 and \$15,000.00 respectively.

ARTICLE XIII

This corporation shall have a corporate seal, the design of which may be altered from time to time if found necessary or desirable.

IN WITNESS WHEREOF, the incorporators have set their hands and seals to these Articles of Incorporation this 7th day of August, 1959.

Raymond E. Sherwood  
Raymond E. Sherwood

William Lee Sherwood  
William Lee Sherwood

Clarence W. St. Jeor  
Clarence W. St. Jeor

Earl J. Knudson  
Earl J. Knudson

Earl J. Knudson Jr.  
Earl J. Knudson Jr.

STATE OF UTAH )  
                  ) ss  
COUNTY OF SALT LAKE )

Raymond E. Sherwood, Clarence W. St. Jeor and Earl J. Knudson, being each on oath, did say that they are three of the incorporators who entered into and signed the foregoing Article

of Incorporation of AMERICAN MINING CORPORATION; that it is their intention and the bona fide intention of the corporation in said Articles of Incorporation named to commence and carry on the business therein described, and affiants verily believe that each party to said agreement has paid or is able to pay and will pay for the amount of stock subscribed for by him and that at least ten percent of the authorized capital stock of said corporation and not less than ten percent of the stock subscribed by each of the stockholders has been paid.

Raymond E. Sherwood  
Raymond E. Sherwood

Clarence W. St. Jeor  
Clarence W. St. Jeor

Earl J. Knudson  
Earl J. Knudson

Subscribed and sworn to before me this 7th day of August, 1959.

J. T. Miller  
Notary Public, residing at Salt Lake City, Utah.

My commission expires October 30, 19 62