

**Department of State.**

**CERTIFICATE OF QUALIFICATION OF  
FOREIGN CORPORATION**


**EDSON H. DEAL**  
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

**CYPRUS MINES CORPORATION**

a corporation duly organized and existing under the laws of **New York** 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 **First** day of **February**  
**1967**, a properly authenticated copy of its articles of incorporation, and on the **First**  
day of **February** **1967**, a designation of **T.H. Eberle or W.C. Roden** in  
the County of **Ada** 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 Chap-  
ter 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 **First** day of **February**,  
A.D. 19 **67**.

  
Secretary of State.

CERTIFICATE OF CHANGE  
OF  
CYPRUS MINES CORPORATION

Under section 805-A  
of the  
Business Corporation Law

517323

The undersigned, ROBERT M. ALLAN, JR., President,  
and LARRY S. HOKE, Assistant Secretary, hereby certify that:

1. The name of the corporation is CYPRUS MINES CORPORATION, which name has not been changed.
2. Its Certificate of Incorporation was filed by the Department of State of the State of New York on March 11, 1916.
3. The change hereby effected is to amend Article Tenth of the corporation's Certificate of Incorporation with reference to the address to which the Secretary of State shall mail a copy of any process against the corporation so that said Article will read in its entirety as follows:  
"TENTH: The address to which the Secretary of State shall mail a copy of any process against the corporation which may be served upon him pursuant to law is 277 Park Avenue, New York, New York 10017."
4. The change was authorized by a resolution duly adopted on September 8, 1965 by the corporation's board of directors at a duly held special meeting.

IN WITNESS WHEREOF, we have signed this certificate  
this 9<sup>th</sup> day of September, 1965.

Robert M. Allan Jr  
Robert M. Allan, Jr., President

Larry S. Hoke  
Larry S. Hoke, Assistant Secretary

STATE OF CALIFORNIA }  
COUNTY OF LOS ANGELES } ss.

ROBERT M. ALLAN, JR. and LARRY S. HOKE, being duly sworn, each for himself deposes and says: That he, ROBERT M. ALLAN, JR., is the President, and that he, LARRY S. HOKE, is an Assistant Secretary of Cyprus Mines Corporation and that all statements contained in the foregoing certificate are true and correct.

D.

co,

Robert M. Allan Jr  
(Robert M. Allan, Jr.)

Larry S. Hoke  
(Larry S. Hoke)

SUBSCRIBED AND SWORN to  
before me this 9th  
day of September, 1965.

Grace M. Bryan  
Notary Public in and for  
said County and State



GRACE M. BRYAN  
NOTARY PUBLIC, CALIFORNIA  
PRINCIPAL OFFICE IN  
LOS ANGELES COUNTY.

My Commission Expires August 15, 1968

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RESTATED CERTIFICATE OF INCORPORATION

OF

CYPRUS MINES CORPORATION

Under Section 807 of the  
Business Corporation Law

THE UNDERSIGNED, Henry T. Mudd, President, and David P.  
Evans, Secretary of CYPRUS MINES CORPORATION,

HEREBY CERTIFY THAT:

1. The name of the corporation is CYPRUS MINES  
CORPORATION.

2. The Certificate of Incorporation of the corporation  
was filed by the Department of State on the 11th day of March,  
1916.

3. The Certificate of Incorporation of the corporation  
is amended to (i) omit the statement re the qualifications of  
the incorporators and change the references to the laws of  
the State of New York, (ii) change the wording of Article FIRST,  
(iii) change the statement of the corporation's purposes contain-  
ed in Article SECOND, (iv) delete Article THIRD with reference to  
capital stock in its entirety and add a new Article THIRD with  
reference to the corporation's powers, (v) change the wording  
of Articles FOURTH and FIFTH referring to the number of shares  
authorized and the principal office, (vi) delete Article SEVENTH,

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EIGHTH and NINTH referring to the number of Directors, Directors and Subscribers, (vii) delete portions of Article TENTH referring to vacancies in the Board of Directors, meetings and removal of Directors, change the wording of other portions thereof, and change its number to SEVENTH, (viii) delete portions of Article ELEVENTH referring to the consideration to be paid for shares, change the wording of other portions thereof and change its number to EIGHTH, (ix) add a new Article NINTH renumbering the statement with reference to designation of Secretary of State as the corporation's agent upon whom process may be served in the State of New York, and (x) add a new Article TENTH renumbering the statement with reference to the corporation's designated address for the mailing by the Secretary of State of process served upon him as agent of the corporation. The text of said Certificate of Incorporation as heretofore amended is hereby restated as hereby further amended to read in full as follows:

CYPRUS MINES CORPORATION

Certificate of Incorporation

The undersigned natural persons, each of the age of twenty-one years or more, for the purpose of forming a corporation pursuant to the laws of the State of New York, United States of America, hereby state:

FIRST: The name of the corporation is

CYPRUS MINES CORPORATION

SECOND: The purposes for which this corporation is formed are to do any or all of the following to the same extent as natural persons might do:

(1) To acquire, operate or deal in or with real and personal property of any type in the United States of America or any foreign country, state or possession.

(2) To maintain and operate structures, equipment and transportation, transmission and other facilities.

(3) To acquire a foreign domicile and to be registered or recognized in the Republic of Cyprus or in any other foreign country, state or possession.

(4) To act as agent or factor for any person, firm or corporation.

(5) To engage in the mining business in any or all of its branches.

(6) To engage in any and all businesses involving exploration for or exploitation, processing or marketing of natural resources of any type.

(7) To engage in the construction business in any or all of its branches.

(8) To engage in the private transportation

business in any or all of its branches.

(9) To engage in any form of mercantile, manufacturing or trading businesses.

(10) To engage in all forms of experimentation, research and development.

None of the purposes above stated shall be construed to include any business or purpose for which the formation of a corporation is permitted under any statute of the State of New York other than its Business Corporation Law unless such statute permits the formation of a corporation under said Business Corporation Law.

THIRD: The powers of this corporation shall be those conferred by the laws of the State of New York.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is seven million five hundred thousand (7,500,000) shares of the par value of Four Dollars (\$4.00) each.

FIFTH: The office of the corporation in the State of New York is to be located in the Borough of Manhattan, City and County of New York, State of New York, but the corporation shall have power to conduct its business in all its branches, or

any part thereof, in any part of the world.

SIXTH: The duration of the corporation is to be perpetual.

SEVENTH: The business of the corporation shall be managed by its Board of Directors, each of whom shall be at least twenty-one years of age. The number of directors constituting the entire Board shall not be less than three; and subject to such minimum may be increased or decreased from time to time by amendment of the by-laws in a manner not prohibited by law.

Any or all directors may be removed for cause by vote of the shareholders.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason may be filled by vote of a majority of the directors then in office although less than a quorum are in office.

A majority of the entire Board of Directors shall constitute a quorum for the transaction of business except that the by-laws may fix the quorum at less than a majority of the entire Board but not less than one-third thereof.

The Board of Directors, by vote of a majority of



the entire board, may appoint from the directors such committees, consisting of three or more directors each, as they may deem judicious, and to such extent as is permitted by law may delegate to such committees all or any of the powers of the Board of Directors.

The Board of Directors may adopt by-laws and from time to time may amend or repeal any by-laws -- including those adopted by the shareholders or incorporators -- but any by-laws adopted by the Board of Directors may be amended or repealed by the shareholders.

EIGHTH: The private property of the shareholders shall not be subject to the payment of the corporate debts except as required by the laws of the State of New York. The shareholders of the corporation shall have no preemptive rights with reference to any securities issued by this corporation.

NINTH: The Secretary of State of the State of New York has been and is hereby designated as the agent of the corporation upon whom process in any action or proceeding against it may be served within the State of New York.

TENTH: The address to which the Secretary of State shall mail a copy of any process against the corporation

which may be served upon him pursuant to law is 60 East 56th Street, New York 22, New York.

IN WITNESS WHEREOF we have made, signed and acknowledged this certificate in duplicate.

Dated, New York, March 9th, 1916.

RICHARD O. DENT (SEAL)

EDWARD W. O'MEARA (SEAL)

ARTHUR J. RONAGHAN (SEAL)

STATE OF NEW YORK )  
                          : SS:  
COUNTY OF KINGS )

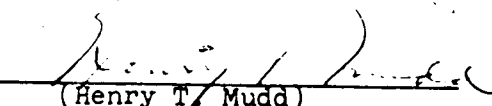
On this 9th day of March, 1916, before me personally appeared EDWARD W. O'MEARA, RICHARD O. DENT and ARTHUR J. RONAGHAN, to me personally known and known to me to be the persons described in and who made and signed the foregoing certificate and severally duly acknowledged to me that they had made, signed and executed the same for the uses and purposes therein set forth.

(SEAL)

A. H. MacQUILLEN  
Notary Public, Kings County, No. 7  
Certificate Filed in New York County No. 14  
Kings County Register's No. 6010  
New York County Register's No. 6079  
Commission Expires March 30, 1916

4. The foregoing restatement and amendment of the corporation's Certificate of Incorporation was authorized by the vote of the holders of a majority of all outstanding shares entitled to vote thereon at the annual meeting of the corporation's shareholders held on May 19, 1964, at which meeting a quorum was present.

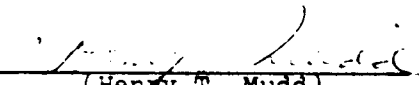
IN WITNESS WHEREOF, we have signed this certificate this 28<sup>th</sup> day of May, 1964.

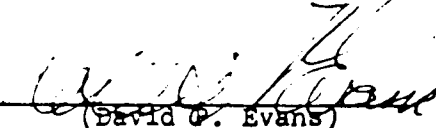
  
(Henry T. Mudd)

  
(David P. Evans)

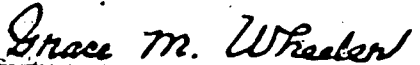
STATE OF CALIFORNIA     )  
                                  : ss,  
COUNTY OF LOS ANGELES   )

HENRY T. MUDD and DAVID P. EVANS, being  
duly sworn, each for himself deposes and says: That  
he, HENRY T. MUDD, is the President, and that he,  
DAVID P. EVANS, is the Secretary of Cyprus Mines  
Corporation and that all statements contained in the  
foregoing certificate are true and correct.

  
(Henry T. Mudd)

  
(David P. Evans)

SUBSCRIBED AND SWORN TO before me  
this 28<sup>th</sup> day of May, 1964.

  
Notary Public in and for  
said County and State

GRACE M. WHEELER  
Notary Public in and for the County  
of Los Angeles, State of California  
My Commission Expires August 15, 1964

