



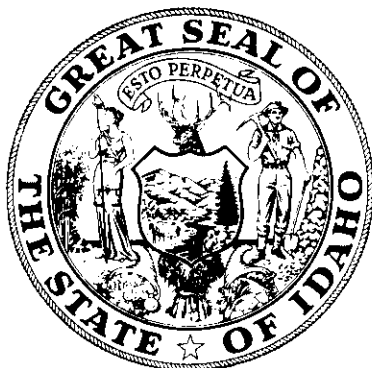
CERTIFICATE OF AUTHORITY  
OF

MARKLAND CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MARKLAND CORPORATION for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to MARKLAND CORPORATION to transact business in this State under the name MARKLAND CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated January 2, 19 80



SECRETARY OF STATE

Corporation Clerk

# APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

RECEIVED  
19 DEC 26 AM 10:11  
SECRETARY OF  
STATE

1. The name of the corporation is MARKLAND CORPORATION
2. \*The name which it shall use in Idaho is \_\_\_\_\_
3. It is incorporated under the laws of Texas
4. The date of its incorporation is March 22, 1977 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is \_\_\_\_\_
6. The address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
Acquisition and development of mineral properties.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
	(SEE ATTACHED RIDER)	

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>10,000</u>	<u>Non Voting Common</u>	<u>\$1.00</u>
<u>100</u>	<u>Voting Common</u>	<u>\$1.00</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>6,000</u>	<u>Non Voting Common</u>	<u>\$1.00</u>
<u>6</u>	<u>Voting Common</u>	<u>\$1.00</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated December 11, 19 79.

MARKLAND CORPORATION

By

Thomas J. Welfelt

Its President

and

William G. Borlaug

Its Secretary

STATE OF Texas )  
 ) ss:  
COUNTY OF Dallas )

I, Sue A. Prevost, a notary public, do hereby certify that on this 11th day of December, 19 79, personally appeared before me Thomas J. Welfelt, who being by me first duly sworn, declared that he is the President of MARKLAND CORPORATION.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

My Commission Expires  
January 31, 1981

Sue A. Prevost  
Notary Public Sue A. Prevost

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

# OFFICERS

Thomas J. Welfelt	President	4835 LBJ Freeway Suite 545 Dallas, Texas 75234
E. Dale McCarter	Vice President	4835 LBJ Freeway Suite 545 Dallas, Texas 75234
Thomas C. Welfelt	Vice President	4835 LBJ Freeway Suite 545 Dallas, Texas 75234
Stephen M. Welfelt	Vice President	4835 LBJ Freeway Suite 545 Dallas, Texas 75234
Polly C. Welfelt	Vice President	4835 LBJ Freeway Suite 545 Dallas, Texas 75234
William G. Borlaug	Secretary and Treasurer	4835 LBJ Freeway Suite 545 Dallas, Texas 75234

# DIRECTORS

Thomas J. Welfelt	4835 LBJ Freeway Suite 545 Dallas, Texas 75234
Polly C. Welfelt	4835 LBJ Freeway Suite 545 Dallas, Texas 75234
Thomas C. Welfelt	4835 LBJ Freeway Suite 545 Dallas, Texas 75234
Stephen M. Welfelt	4835 LBJ Freeway Suite 545 Dallas, Texas 75234
Richard R. Welfelt	4835 LBJ Freeway Suite 545 Dallas, Texas 75234



RECEIVED  
'78 DEC 26 AM 10 11  
SECRETARY OF  
STATE

# The State of Texas

## SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

### MARKLAND CORPORATION

Articles of Incorporation

March 22, 1977

Statement of Change of Registered  
Office and Registered Agent

August 3, 1978

*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this*

*9th day of November, A. D. 1979.*

*GW Strake Jr.*  
Secretary of State

401412

FILED  
In the Office of the  
Secretary of State of Texas

ARTICLES OF INCORPORATION  
OF  
MARKLAND CORPORATION

MAR 22 1977

Loma Salzman  
Deputy Director, Corporation Division

The undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Texas Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is MARKLAND CORPORATION.

ARTICLE TWO

The period of duration of the corporation is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is to transact all lawful business of every kind and character for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares of capital stock which the corporation shall have authority to issue is ten thousand one hundred (10,100), consisting of:

One hundred (100) shares of the par value of \$1.00 each, to be designated "Voting Common Stock"; and

Ten thousand (10,000) shares of the par value of \$1.00 each, to be designated "Non-Voting Common Stock".

A complete description and statement of the preferences, privileges, rights and restrictions granted to or imposed upon the Voting Common Stock and Non-Voting Common Stock of the corporation is as follows:

(a) Voting. Only the holders of the Voting Common Stock of the corporation issued and outstanding shall have full voting rights and powers and be entitled to vote upon matters submitted to shareholders of the corporation. The holders of

shares of the Non-Voting Common Stock of the corporation issued and outstanding shall not be entitled to vote on any matter except as otherwise expressly provided by applicable law.

(b) Liquidating Distributions. In the event of a voluntary or involuntary partial or complete liquidation of the corporation, the holders of issued and outstanding shares of Voting Common Stock and the holders of issued and outstanding shares of Non-Voting Common Stock shall be entitled to share ratably, without distinction as to class, in all assets of the corporation available for distribution to its shareholders.

(c) Dividends. Cash dividends may be paid on the issued and outstanding shares of Voting Common Stock and Non-Voting Common Stock as and when determined by the Board of Directors from time to time out of funds legally available therefor; provided however, that no cash dividend may be paid on the issued and outstanding shares of either such classes of capital stock unless a cash dividend of an equal amount per share is at the same time paid on the issued and outstanding shares of the other such class of capital stock.

Dividends may be paid in property on the issued and outstanding shares of Voting Common Stock as and when determined by the Board of Directors from time to time out of property legally available therefor, although no dividend in property or a lesser dividend in property is at that time paid on the issued and outstanding shares of Non-Voting Common Stock. Dividends may be paid in property on the issued and outstanding shares of Non-Voting Common Stock as and when determined by the Board of Directors from time to time out of property legally available therefor, although no dividend in property or a lesser dividend in property is at that time paid on the issued and outstanding shares of Voting Common Stock.

Stock dividends payable on the issued and outstanding shares of Voting Common Stock may be paid only in shares of Voting Common Stock and stock dividends payable on the issued and outstanding shares of Non-Voting Common Stock may be paid only in shares of Non-Voting Common Stock. Stock dividends may be paid as and when determined by the Board of Directors and, with respect to either class, may be paid solely on the issued and outstanding shares of that class or may be paid at the same time and at the same rate per share or a different rate per share as is paid on the issued and outstanding shares of the other class.

(d) General. Except as expressly provided herein or by applicable law, the rights granted to and limitations imposed upon the shares of Voting Common Stock and the shares of Non-Voting Common Stock shall be identical in all respects.

#### ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00) consisting of money, labor done or property actually received.

#### ARTICLE SIX

The post office address of the initial registered office of the corporation is 4616 Greenville Avenue, Dallas, Texas, and the name of its initial registered agent at such address is William F. Franklin.

#### ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is five (5), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders and until their successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Polly C. Welfelt	9727 Audubon Place Dallas, Texas 75220
Thomas J. Welfelt	9727 Audubon Place Dallas, Texas 75220
Thomas C. Welfelt	9727 Audubon Place Dallas, Texas 75220
Stephen M. Welfelt	9727 Audubon Place Dallas, Texas 75220
Richard R. Welfelt	9727 Audubon Place Dallas, Texas 75220

#### ARTICLE EIGHT

Cumulative voting in the election of directors of the corporation shall not be permitted.

#### ARTICLE NINE

No holder of any shares of capital stock of the corporation shall, as such holder, have any preemptive or preferential right to receive, purchase or subscribe to or for any shares of capital stock of the corporation, any obligations, evidences of indebtedness or other securities of the corporation convertible into or accompanied by rights to receive, purchase or subscribe to or for any shares of capital stock of the corporation, any right of subscription to, or any



warrant or option for the purchase of, any shares of capital stock of the corporation or any other securities that may be issued or sold by the corporation.

#### ARTICLE TEN


Subject to the limitations provided by applicable law, the corporation shall have, in addition to such rights and powers as are provided by applicable law, the right and power to purchase, directly or indirectly, outstanding shares of its capital stock of any class to the extent of the aggregate of unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor.

#### ARTICLE ELEVEN

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
F. W. Burnett, Jr.	2300 Republic National Bank Bldg. Dallas, Texas 75201

IN WITNESS WHEREOF, I have hereunto set my hand this  
21<sup>st</sup> day of March, 1977.

  
\_\_\_\_\_  
F. W. Burnett, Jr.

STATE OF TEXAS     X  
                              X  
COUNTY OF DALLAS   X

I, the undersigned, a Notary Public, do hereby  
certify that on this 21<sup>st</sup> day of March, 1977, personally  
appeared before me F. W. BURNETT, JR., who, being by me  
first duly sworn, declared that he is the person who signed  
the foregoing document as incorporator, and that the state-  
ments therein contained are true.

Diane Fath  
Notary Public in and  
for Dallas County, Texas

My Commission Expires:

September 28, 1978

STATEMENT OF CHANGE OF  
REGISTERED OFFICE AND REGISTERED AGENT

Filed in the Office of the Secretary of State of Texas	
3	Aug 1978
By <u>Dee McKinney</u> Administrative Assistant	

TO THE SECRETARY OF STATE OF THE STATE OF TEXAS:

Pursuant to the provisions of the Texas Business Corporation Act, the undersigned corporation, organized under the laws of the State of Texas submits the following statement for the purpose of changing its registered office and its registered agent in the State of Texas:

1. The name of the corporation is Markland Corporation.
2. The post office address of its present registered office is 4616 Greenville, Dallas, Texas 75206.
3. The post office address to which its registered office is to be changed is 4835 LBJ Freeway, Suite 545, Dallas, Texas 75234.
4. The name of its present registered agent is William F. Franklin.
5. The name of its successor registered agent is Thomas C. Welfelt.
6. The post office address of its registered office and the post office address of the business of its registered agent, as changed, will be identical.
7. Such change was authorized by resolution duly adopted by its Board of Directors.

DATED: July 25, 1978.

William F. Franklin  
William F. Franklin, President

STATE OF TEXAS   §  
                             §  
COUNTY OF DALLAS   §

I,   *A McCullough*  , a Notary Public, do hereby certify that on this 25<sup>th</sup> day of July, 1978, personally appeared before me WILLIAM F. FRANKLIN, who being by me first duly sworn, declared that he is the President of Markland Corporation; that he signed the foregoing document as such officer of said corporation, and that the statements therein contained are true.

          *A McCullough*            
Notary Public in and for  
Dallas County, Texas

My commission expires:

          *January 18, 1980*

RECEIVED  
CONSENT TO USE OF NAME DEC 26 AM 10 11

SECRETARY OF  
STATE  
MARKLAND MANAGEMENT, LTD., a corporation organized under the laws of the Province of British Columbia, Canada, hereby consents to the qualification of MARKLAND CORPORATION, a Texas corporation, in the State of Idaho.

IN WITNESS WHEREOF, the said Markland Management, Ltd. has caused this consent to be executed by its president and attested under its corporate seal by its secretary, on this, the 29 day of Oct., 1979.

MARKLAND MANAGEMENT, LTD.

By:

D. R. Earle

D. R. Earle, President

Attest:

Jane Earle  
Secretary