

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

GEO. H. CURTIS,

I, [REDACTED] Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

MOUNTAIN PRODUCERS GOLD CO.

was filed in the office of the Secretary of State on the **Eleventh** day
of **July** A. D. One Thousand Nine Hundred **Thirty-nine** and
duly recorded in Book A- **32** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 29-103, Idaho Code,
Annotated.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual**

existence from the date hereof, with its registered office in this State located at
Golden in the County of **Idaho**.

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 **11th** day
of **July**, in the year of our Lord
one thousand nine hundred **thirty-nine**,
and of the Independence of the United States of
America the One Hundred **sixty-fourth**.

Secretary of State.

ARTICLES OF INCORPORATIONS

OF

MOUNTAIN PRODUCERS GOLD COMPANY

KNOW ALL MEN BY THESE PRESENTS, That the undersigned, Hewitt B. Emigh, Solie M. Ringold and Hewitt B. Emigh, Jr., each being of full age and at least two thirds of whom are citizens of the United States of America, have associated and do hereby associate themselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho and to that end do hereby sign, execute and enter into Articles of Incorporation in triplicate, as follows:

I

The name of the corporation shall be "MOUNTAIN PRODUCERS GOLD COMPANY".

II

The purposes for which this corporation is formed are the following:

(a) To locate, purchase, acquire, trade, own, use, develop, improve, operate, sell, trade in, deal in, encumber and alienate mines, mining rights, claims, prospects, water rights and lands and any interest therein and to explore, work, mine, dredge, treat, separate, exercise, develop and turn to account the same; to quarry, mine, smelt, refine, dress, amalgamate, concentrate and prepare for market ore, metal and mineral substances of all kinds; to mine, treat,

handle and recover minerals from placers, and to carry on any other operations or business which may seem necessary, convenient or incidental thereto; to buy, sell, manufacture and deal in minerals, plants, machinery, implements, conveniences, provisions and things capable of being used in connection with the mining or other operations of this corporation 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, water courses, aqueducts, wharves, furnaces, mills, crushing works, hydraulic works, factories, warehouses and other works and conveniences which may seem necessary, convenient or incidental to any object of the company and to contribute to, subsidize or otherwise add or take part in any such operations.

(b) To purchase, lease, exchange, acquire by foreclosure or otherwise, real, personal, mixed, tangible and intangible property, assets, rights, claims, equities, franchises, business concerns and undertakings of every kind and character, and to sell, assign, convey, deal in, lease, pledge, mortgage and dispose of all or any part thereof, and to use, operate, continue, develop, improve and manage or otherwise turn to account all or any of the properties or rights of this corporation.

(c) To engage in the mercantile, merchandise, real estate, brokerage, commission, consignment, warehouse, manufacturing and transportation business, the conduct and operation of irrigation works, the generation and distribution of electrical energy, the conduct of public utilities and the rendering of public service in any of the phases or branches thereof, and to acquire, own, use and dispose of the necessary tools, machinery, equipment, stocks, buildings, stores, wharves, warehouses, real estate, vehicles, boats, vessels, aeroplanes, and other property, real and personal, necessary therefor and to dispose of the products thereof, and to assess and collect compensation for services rendered, goods, wares and merchandise sold and delivered, and benefits conferred, and to exercise the right of eminent domain.

(d) To establish, form and subsidize or otherwise assist in the promotion or foundation of other companies or the prosecution of any other undertaking or enterprise of any description which may advance directly or indirectly the objects of this corporation, and to secure by purchase, trade, subscription, or otherwise acquire and to deal and trade in, the stock, certificates of interest, debentures, bonds or other securities of other companies, trusts or other organizations.

(e) To act as agent, factor or broker for any person or persons, corporation or corporations; to enter into any

partnership arrangement.

(f) To loan money and grant credits; to incur indebtedness, borrow or raise money with or without security, to evidence the same by proper instruments, and to secure the payment of money borrowed or raised when deemed expedient by the issue of debentures, bonds, chattel mortgages, real estate mortgages, deeds of trust or the pledging of collateral or the giving of other security and upon such terms as to priority and discount, or otherwise as shall be thought fit and to purchase or redeem (at a premium if deemed expedient) any notes, debentures, bonds, mortgages or securities of this corporation.

(g) To pay any commission or brokerage, for the purpose of securing the subscription or sale of all or any part of the stock of this corporation.

(h) To procure this corporation to be legalized, domiciled, or recognized in any foreign country, state or colony and to transact any business there.

(i) To do all such acts and things as are incidental, conducive, necessary or permissible to or under the above objects in their broadest sense or which will aid any of the above objects, and to establish and carry on any business or undertaking permissible under the law which may seem calculated to enhance the value of any of the property or rights of this company or to facilitate the disposition thereof.

(j) The foregoing clauses shall be construed both as objects and powers and as in furtherance of and not in limitation of the general powers conferred by the State of Idaho and it is hereby expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

III

The corporation shall continue perpetually.

IV

The location of the registered office of this corporation shall be at the mine on the Fall Creek Road approximately five miles northeast of Golden, Idaho, and the Postoffice address of the registered office shall be Golden, Idaho.

V

The shares of stock of this corporation shall be of but one class only, and the total number of authorized shares shall be 50,000 shares of the par value of \$0/10 each, and their aggregate par value shall be \$5,000.00.

VI

The name and post office addresses of each of the incorporators and a statement of the number of shares subscribed by each is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Hewitt B. Emigh	1502 Ballinger Way, Seattle, Washington.	<u>one</u>
Solie M. Ringold	855 Empire Building, Seattle, Washington.	<u>one</u>
Hewitt B. Emigh, Jr.	1502 Ballinger Way, Seattle, Washington.	<u>one</u>

VII

No transaction entered into by the corporation shall be affected by the fact that any Director of the corporation, or any corporation, association or firm of which any Director may be a stockholder, officer or member, is personally interested in it; and every Director of the corporation is hereby relieved from any disability that might otherwise prevent his contracting with the corporation for the benefit of himself or of any corporation, association or firm in which he may be in any manner interested.

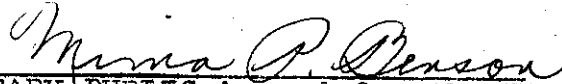
IN WITNESS WHEREOF the incorporators have hereunto set their hands and seals this 5th day of July, 1939.

Hewitt B. Emigh
Solie M. Ringold
Hewitt B. Emigh Jr.

STATE OF WASHINGTON,)
) SS:
COUNT OF KING.)

I, the undersigned, a Notary Public, in and for the State of Washington, duly commissioned, sworn and qualified, do hereby certify that on this 5th day of July, 1939, before me, personally appeared HEWITT B. EMIGH, SOLIE M. RINGOLD, and HEWITT B. EMIGH, JR., to me known to be the individuals described in and who executed the within instrument and acknowledged to me that they signed and sealed the same as their free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN under my hand and official seal the day and year in this certificate first above written.


NOTARY PUBLIC in and for the State
of Washington, residing at Seattle.