

# State of Idaho

## Department of State.

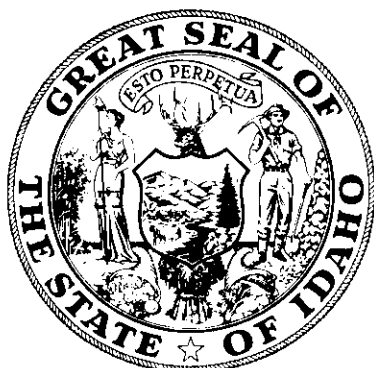
### CERTIFICATE OF AUTHORITY OF

**SHAMROCK MINING COMPANY**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **SHAMROCK MINING COMPANY** 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 **SHAMROCK MINING COMPANY** to transact business in this State under the name **SHAMROCK MINING COMPANY** and attach hereto a duplicate original of the Application for such Certificate.

Dated **AUGUST 10**, 19 **81**.



*Pete T. Cenarrusa*

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 the following statement:

1. The name of the corporation is SHAMROCK MINING COMPANY

2. \*The name which it shall use in Idaho is Shamrock Mining Company

3. It is incorporated under the laws of OREGON

4. The date of its incorporation is OCT 2, 1978 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

10145 N.W. Lee PORTLAND, OREGON 97229

6. The ~~street~~ address of its proposed registered office in Idaho is Box 505

Granville, ID or Golden, ID., and the name of its proposed

registered agent in Idaho at that address is CHARLES M. STRADLEY

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

MINING

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

Name	Office	Address
<u>C.M. STRADLEY</u>	<u>PRES.</u>	<u>10145 N.W. Lee PDX, ORE 97229</u>
<u>JAMES S. NEALY</u>	<u>Vice PRES</u>	<u>SAME</u>
<u>JAMES M. STRADLEY JR.</u>	<u>Soc. PRES</u>	<u>SAME</u>

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>500</u>	<u>C</u>	<u>NO PAR VALUE</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>100</u>	<u>C</u>	<u>NO PAR VALUE</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 July 12, 19 81.

Shamrock Mining Company

By

C. M. Stradley  
Its President  
and James M. Stradley  
Its Sec. Secretary

STATE OF Oregon )  
 )ss:  
COUNTY OF Washington )

I, Ruth Meyer, a notary public, do hereby certify that on this 14th day of July, 19 81, personally appeared before me Charles M. Stradley and James Stradley, who being by me first duly sworn, declared that he is the President of Shamrock Mining Company and Secretary of Shamrock Mining Company.

they that ~~has~~ signed the foregoing document as President and Secretary of the corporation and that the statements therein contained are true.

Ruth Meyer  
Notary Public

\*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.

# State of Oregon

## Department of Commerce Corporation Division

I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Division of the Department of Commerce of the State of Oregon, DO HEREBY CERTIFY:

That I have carefully compared the annexed copy of the Articles of Incorporation of  
.....SHAMROCK MINING COMPANY.....

with the original thereof now on file in my office; that the same is a correct transcript therefrom and of the whole thereof; that there are no amendments to said Articles of Incorporation on file in this office; that this authentication is in due form and by the proper officer; and

I FURTHER CERTIFY that the above corporation is, at the date of this certificate, duly authorized to transact business within this state and is in good standing as a subsisting corporation, having filed all reports and made all payments to this office that are required by the laws of this state.

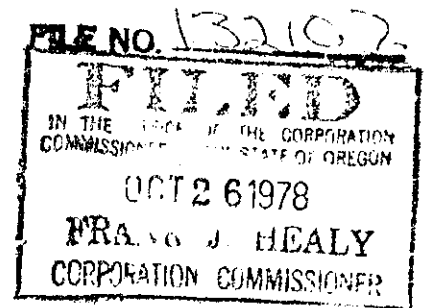
In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 7th day of July, 19 81 .



**Frank J. Healy**  
Corporation Commissioner

By \_\_\_\_\_

*Shirley Smith*



ARTICLES OF INCORPORATION  
OF  
SHAMROCK MINING COMPANY

I, JOHN J. TOLLEFSEN, the undersigned person of the age of eighteen years or more, acting as incorporator under the Oregon Business Corporation Act, adopt the following Articles of Incorporation.

Article 1. Name

The name of the corporation is Shamrock Mining Company.

Article 2. Duration

The period of its duration is perpetual.

Article 3. Registered Office and Agent

The initial registered office of the corporation in the State of Oregon is 410 American Bank Building, Portland, Oregon 97205, and the initial registered agent for the corporation is John J. Tollefsen.

Article 4. Purposes and Powers

The purposes and powers of the corporation are:

1. To engage in mineral extraction activities, including mining, processing and refining.

2. To engage in any lawful activities for which corporations may be organized and to do anything in the operation of this corporation or for the accomplishment of any of its purposes or for the exercise of any power herein set forth which shall appear necessary or beneficial to this corporation in connection therewith.

Article 5. Capitalization

The amount of total authorized capital of this corporation shall be 500 shares of common stock, no par value.

Each shareholder shall have one vote for each share held of record on all matters submitted for shareholder approval. No shareholder shall be entitled to cumulate his votes for election of directors.

Article 6. Consent to Action

Any action which may be taken at a meeting of the shareholders or directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the shareholders or directors entitled to vote with respect to the subject matter thereof. Such

consent shall have the same force and effect as a unanimous vote of such shareholders or directors.

#### Article 7. Cumulative Voting

In the election of directors of the corporation, the principle of cumulative voting shall apply. In any such election, each stockholder entitled to vote shall have votes equal to the number of his shares with voting rights multiplied by the number of directors to be elected. He may divide and distribute his votes, as so calculated, among any two or more candidates for the directorships to be filled, or he may cast all his votes for a single candidate. A shareholder may, if he desires, cast fewer than all the votes to which he is entitled at an election of directors, but his ballot shall be invalid if the total votes shown thereon are in excess of the total number of votes to which he is entitled.

At any such election the candidates receiving the highest number of votes, up to the number of directors to be chosen, shall stand elected, and in absolute majority of the votes cast is not a prerequisite to the election of any candidate to the board of directors.

#### Article 8. Directors

The members of the governing board shall be known as directors, and the number thereof shall be fixed by the by laws of this corporation. The initial board of directors

shall consist of one director, whose name and residence  
address is:

John J. Tollefsen  
410 American Bank Building  
Portland, Oregon 97204

I, John J. Tollefsen, the undersigned incorporator,  
declare under penalties of perjury that I have examined the  
foregoing and to the best of my knowledge and belief, it is  
true, correct and complete.

Dated this 25th day of October, 1978.

  
\_\_\_\_\_  
John J. Tollefsen