

TERRITORY OF ARIZONA.

OFFICE OF THE SECRETARY.

UNITED STATES OF AMERICA, }
TERRITORY OF ARIZONA. } SS.

I, ISAAC T. STODDARD, Secretary of the Territory of Arizona, do hereby certify that the annexed is a true and complete transcript of the ARTICLES OF INCORPORATION of the "WHITMAN MINING COMPANY." which were filed in this office the Fourth day of May A. D. 1901 at Five o'clock P. M., as provided by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal. Done at the city of Phoenix, the Capital, this 25th day of October A. D. 1902.

Isaac T. Stoddard,

(S E A L)

Secretary of the Territory of Arizona.

KNOW ALL MEN BY THESE PRESENTS:--

That the undersigned, F. L. O'Leary, G. W. Short, J. D. Bittner, C. Skinner, R. Schroeder, M. Sutter and William F. Kier, being desirous of forming a corporation under the laws of the Territory of Arizona, and especially under the act of the Legislative Assembly thereof entitled "An Act Concerning Corporation", approved March 8, 1887, and all amendments thereto, for the purpose of engaging in the business pursuits and occupations hereinafter specified, hereby do make, adopt, subscribe and acknowledge these articles of incorporation, and declare:

1. The name of the corporation hereby formed is the "WHITMAN MINING COMPANY", and its principal office shall be kept and maintained at the City of Phoenix, Maricopa County, Territory of Arizona, and its business may be carried on and its meetings held at the City of St. Louis and State of Missouri, or at such other place or places in any other State or Territory of the United States, as by its by-laws may be provided and determined.

2. The time of the commencement of this corporation shall be the day of the filing of these articles in the office of the County Recorder of the County of Maricopa, in the Territory of

Arizona, and the termination thereof shall be 25 years thereafter.

3. The business to be engaged in and carried on by this corporation is to acquire by location, purchase, lease or other lawful means, mining, timber or other lands, and to own, use and develop the same; to operate mines or mining claims, mineral veins, lodes, ledges or deposits of mineral bearing rock, ore, sand or gravel; to mine, mill or treat by any and all metallurgical processes rock, ore and all other material containing gold, silver, copper, lead or other valuable minerals; to buy, locate, appropriate or otherwise acquire, divert, control and use water, or the right to the use of water, for domestic purposes, hydraulic or other mining purposes, and for power, lighting, manufacturing and any other lawful purposes, and to locate, build, own and operate dams, tunnels, ditches, canals, flumes, pipes and reservoirs for the purposes aforesaid; to acquire, use and sell franchises and rights of way, and to build, own, use and operate roads for the purpose of carrying on said mining business; to buy, locate and otherwise dispose of any land, or town sites or mill sites; to cut and manufacture timber for mining and other purposes; to erect, maintain, acquire and use any mills, hydraulic or other mining machinery, ware, store or boarding houses; to buy and sell merchandise, and carry on a general shipping or freighting business; with full power and right to do any and all acts and things incidental to or convenient or necessary in the proper and profitable transaction of the business aforesaid, and with power to do any or all of the same in any and all of the States and Territories of the United States of America.

4. The capital stock of this corporation shall be one million, two hundred and fifty thousand dollars (\$1,250,000) divided into one million, two hundred and fifty thousand (1,250,000) shares of the par value of one dollar (\$1.00) each.

The Board of Directors shall have full power to sell or exchange the shares of capital stock at par for mines or mineral claims, for mills, hydraulic plants or other machinery, or other

property suitable for carrying out the purposes of the corporation, on such terms as they may deem best for the interests of the corporation, or to sell the same for cash, and all the shares shall be fully paid for when issued and be non-assessable thereafter.

5. The management of the business and affairs of this corporation shall be vested in a Board of Directors, consisting of seven persons. Except as herein stated they shall be selected each year by the stockholders from their number at their annual meeting, and serve for one year, or until their successors are elected and qualified.

The following named persons shall act as directors until the annual meeting of the stockholders in the year 1902:

F. L. O'Leary, G. W. Short, J. D. Bittner, C. Skinner, R. Schroeder, M. Sutter and William F. Kier.

6. The officers of this corporation shall be a President, Vice President, Secretary and Treasurer. The President shall be a member of the Board of Directors, and all said officers shall be chosen by the Directors at their first meeting, after their appointment or election, and shall hold office for one year or until their successors are elected.

7. The annual meeting of the stockholders of the corporation shall be held on the second Saturday of January, each year, after the year 1901, at such place as may be designated by the by-laws, of the time and place of which due notice shall be given to the stockholders, as provided by the by-laws.

8. The highest amount of indebtedness, direct or contingent, to which the corporation may at any time be subject, shall be the sum of one hundred thousand dollars (\$100,000).

9. The stockholders of this corporation and their private property shall be exempt from the corporate debts of the corporation.

10. The Board of Directors shall have the power to appoint all necessary attorneys, agents and servants of the corporation, and

to establish rules and regulations deemed necessary for the management of the business of the company, not inconsistent with law and these articles and the by-laws of the Company. If any director shall cease to be a stockholder, he shall thereby cease to be a director, and any vacancy in the Board of Directors from this or any other cause shall be filled by the remaining members of the Board.

11. These articles may be amended, altered or added to at any annual meeting of the corporation by an affirmative vote of a majority of all the shares then issued, provided that notice of the intended amendment, alteration or addition has been given to the stockholders with the notice of the meeting at which such amendment, alteration or addition is submitted for action.

In witness whereof, the undersigned have hereunto subscribed their names and seals this 20th day of March, A. D. 1901.

F. L. O'Leary	{ SEAL }
G. W. Short	{ SEAL }
C. Skinner	{ SEAL }
Roland Schroeder	{ SEAL }
M. Sutter	{ SEAL }
J. D. Bittner	{ SEAL }
Wm. F. Kier	{ SEAL }

State of Missouri,)
City of St. Louis. } SS.

Before me, George W. Lubke, Jr., a Notary Public within and for the City of St. Louis and State of Missouri, duly commissioned and qualified for a term expiring on January 23rd, 1903, on this 20th day of March A. D. 1901, personally appeared G. W. Short, J. D. Bittner, C. Skinner, R. Schroeder, and M. Sutter, and on this 21st day of March, A. D. 1901, personally appeared F. L. O'Leary and William F. Kier, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this 21st day of March, A. D. 1901.

(SEAL)

Geo. W. Lubke Jr. Notary Public.

Revenue Stamp 10¢ Cancelled.

TERRITORY OF ARIZONA,)
County of Maricopa.) ss. Revenue Stamp 10¢ Cancelled.

I, B. F. McFall, County Recorder in and for the County and Territory Aforesaid, hereby certify that I have compared the foregoing copy with the original Art "of Incorp" Whitman Mining Company Filed and recorded in my office on the 2 day of May 1901, in Book No. 6 of Art "of Incorp" at Page ___ and that the same is a full, true and correct copy of such original and of the whole thereof.

Witness my hand and seal of office this 3rd day of May 1901.

B. F. McFall

County Recorder.

(SEAL)

By A. S. Arthur

Deputy.

FILED IN THE OFFICE of the Secretary of the Territory of Arizona this 4 day of May A. D., 1901 at 5 P. M.

C. H. Akers

Secretary of Arizona.

ENDORSED: "Certified Copy Articles of Incorporation of the Whitman Mining Company.

DEPARTMENT OF STATE, Secretary's Office, Filed this 24th day of November, 1902 at 2.45 o'clock P. M. and Recorded in Book "K" of For. Corporations on page 418 Records of the State of Idaho.

C. J. Bassett, Secretary of State."

STATE OF IDAHO, }
County of Ada. } ss.

CERTIFICATE

I, W. L. CUDDY, Ex-Officio Recorder in and for Ada County, State of Idaho, do hereby certify that the annexed is a full, true and correct copy of certain Articles of Incorporation of the

Whitman Mining Company
as certified to by *Wm N. Gibson Secy*
of State of the State of Idaho

Numbered *941* as the same appears on file in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official Seal this

4th day of *Jan* A. D. 190*7*

By *Wm Reynolds*
Deputy.

W L Cuddy
Ex-Officio Recorder.