

TERRITORY OF ARIZONA
OFFICE OF THE
TERRITORIAL AUDITOR

UNITED STATES OF AMERICA
TERRITORY OF ARIZONA.

SS.

I, WESLEY A. HILL, Territorial Auditor of the Territory of Arizona, do hereby certify that the annexed is a true and complete copy of the

ARTICLES OF INCORPORATION
OF

"THUNDER MOUNTAIN AND BIG CREEK CONSOLIDATED MINING AND
TRANSPORTATION COMPANY"

which were filed in this office on the 7 day of April A. D. 1905, at
3.40 o'clock P.M., as provided by law .

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed
my official seal at the City of Phoenix, the Capital, this 7 day of
April A. D. 1905.

Wesley A. Hill

Territorial Auditor of the Territory of
Arizona .

* S E A L *
* OF THE TERRITORY *
* TERRITORIAL AUDI- *
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* TERRITORY OF *
* ARIZONA. *

ARTICLES OF INCORPORATION
- OF -
THUNDER MOUNTAIN AND BIG CREEK CONSOLIDATION^{ed} MINING
AND TRANSPORTATION COMPANY.

ARTICLE 1

We, JOSEPH E. MORHARDT, STEPHEN A. POWELL and EDMUND WOLCOTT, agree to form a corporation under the laws of the Territory of Arizona under the name of "THUNDER MOUNTAIN AND BIG CREEK CONSOLIDATED MINING AND TRANSPORTATION COMPANY" with its principal place of transacting business at Phoenix, Arizona.

ARTICLE II

The objects for which the corporation is formed are :

(1) To acquire by purchase, subscription or otherwise and to hold as investment any bonds or other securities or evidences of indebtedness, or any shares of capital stock created or issued by this or any other corporation or coporations, association or associations of the State of Idaho or of the Territory of Arizona, or of any other state, territory or country.

(2) To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds or other securities or evidences of indebtedness created or issued by this or any other corporation or corporations, association or associations of the State of Idaho or of the Territory of Arizona, or of any other state, territory or country, and while owner thereof to exercise all the rights, powers and privileges of ownership .

(3) To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of this or any other corporation or corporations, association or associations of the State of Idaho or of the Territory of Arizona or of any other state or country, and while owner of said stock to exercise all the rights, powers and privileges of ownership including the right to vote thereon.

(4) To aid in any manner any corporation or association of which any bonds or other securities or evidences of indebtedness or stock are held by the corporation and to do any acts or things designed to protect, preserve, improve or enhance the value of any such bonds or other securities or evidences of indebtedness or stock,

(5) To acquire, own and hold such real and personal property as may be necessary or convenient for the transaction of its business.

(6) To merge and consolidate into a single corporation which may be either one of said merging or consolidating corporation, or a new corporation to be formed by means of such merger and consolidation, with any one or more corporations organized or to be organized under any law or laws of this territory for the purpose of carrying on any kind of business of the same or a similar nature, by a majority vote of all the stock issued and outstanding.

(7) To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of corporations of any state or territory, or corporations which own, operate or lease, or which are organized for the purpose of constructing, owning, operating, or leasing, street surface railroads, elevated railroads, rapid transit railroads, underground railroads, tunnels, bridges, tunnel railroads, railway terminals or railroads of any character or description in any state or territory and corporations engaged in furnishing or organized to furnish electricity for any lawful purpose, or power in any form for use upon or which may be used upon street railroads or other railroads, and corporations whose

funds are or may be invested in the shares of stock, bonds, or other securities of any corporations of the character hereinbefore described; to exercise in respect of any such shares of stock, bonds and other securities of corporations any and all the rights, powers and privileges of individual ownership, including the right to vote.

(8) To purchase, take on lease, or otherwise acquire, any mines, mining rights and land in Idaho or elsewhere, and any interest therein, and to explore, work, exercise, develop and turn to account the same; to quarry, smelt, refine, dress, amalgamate and prepare for market, ore, metal and mineral substances of all kinds, and to carry on any other operations which may seem conducive to any of the company's objects; to buy, sell, manufacture and deal in minerals, plant, machinery, implements, conveniences, provisions, and things capable of being used in connection with mining operations, or required by workmen and others employed by the company; to construct, carry out, maintain, improve, manage, work, control and superintend any roads, ways, railways, bridges, reservoirs, water courses, aqueducts, wharves, furnaces, mills, crushing works, hydraulic works, factories, warehouses, and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the company, and to contribute to, subsidize, or otherwise aid or take part in any such operations.

(9) To promote, purchase, lease, acquire, develop, build, construct, repair, enlarge, extend, improve, equip, complete, maintain and operate, rent or sell in any state or territory tunnels, shafts, conduits, water courses, docks, wharves, reservoirs, dams, hydraulic works, water works, gas works and oil wells, coking and charcoal plants, car, engine and machine works, mills, factories, furnaces, reduction works, smelters, shops, warehouses, hotels, dwellings and other houses, buildings, structures, conveniences and establishments.

(10) To construct, maintain and operate a railroad for public service and the conveyance of persons and property in states other than the Territory of Arizona, to purchase or lease, maintain and operate any railroad or railroads whether now or hereafter constructed or completed in states and territories other than the Territory of Arizona.

(11) To acquire, hold, improve, lease and sell timber, farming, grazing, mineral and other lands and the products thereof; to build, construct, maintain and operate plants and works for the development of such lands and for the handling, preparing and rendering commercially available the various products thereof.

To buy or sell, or otherwise to deal or to traffic in wood, lumber, iron, steel, manganese, copper, stone, ores, coal, coke and other materials, and any of the products thereof and any articles consisting or partly consisting thereof.

(12) To manufacture, generate, buy, sell, accumulate, store, transmit, furnish and distribute electric current for light, heat and power.

To erect, buy, sell, operate, lease and let power plants and generating stations for the manufacture, generation, accumulation, storage, transmission and distribution of electric current and any or all machinery used therein or in connection therewith.

(13) To buy, sell, operate or lease pole lines, erect poles, string wires thereon, or on poles of other individuals or corporations, on any and all streets, avenues, highways and roads of counties, townships, towns, villages and cities and over and under all canals and water ways and across any and all bridges, and to use the same either for the transmission of electric current for delivery to consumers on such lines or for transmission of currents to independent vendors thereof, and to sell or lease to other individuals or corporations the right to string electric wires on or attach electric wires to any or all poles so erected, owned or leased, and to use such lines both as through lines and for local delivery.

(14) To build and construct and use, for any of the purposes stated above, underground subways or conduits in such streets, avenues, highways and roads, and under such canals and other waterways, and string electric wires or conductors therein, and to buy or lease from, or sell or let ^{to} any other individual or corporation the right to string and to use as aforesaid electric wires or conductors in any such roads, streets, avenues, highways or subways.

If, and to the extent permitted by the local laws of each state and foreign country, where the property may be situated, and subject always to such local laws, the company may cause or allow the legal title, estate and interest in any property or business acquired, established or carried on by the company to remain or be vested or registered in the name of or carried on by an individual or by any other company or companies foreign or domestic, formed or to be formed, and either upon trust for or as agents or nominees of this company, or upon any other terms or conditions which the Board of Directors may consider, for the benefit of this company and manage the affairs or take over and carry on the business of such company or companies so formed or to be formed, either by acquiring, the shares, stocks or other securities thereof, or otherwise howsoever and exercise all or any of the powers of holders of shares, stocks or securities thereof, and receive and distribute as profits the dividends and interests on such shares, stocks and securities.

Conduct business, have one or more offices and purchase, mortgage, lease and convey real and personal property or any estate or interest therein, in any part of the world, but always subject to the local laws.

In general, but in connection with the foregoing, the company may carry on any other business whether manufacturing or mining, or railroading or constructing, or otherwise, and have and exercise all the powers conferred by the laws of the Territory of Arizona upon corporations formed for the aforesaid purposes.

ARTICLE III

The capital stock of said corporation shall be twenty-five million shares of the par value of one dollar each, which stock shall be issued paid up and non-assessable in exchange for cash, services, property, bonds or other securities or evidences of indebtedness or any share of capital stock created or issued by any other corporation or

corporations, association or associations. The amount of the capital stock with which it will commence business is Three Thousand Dollars (\$3,000) being three thousand shares of one dollar each.

The holders of all or any part of the shares of the capital stock of the corporation shall have the right from time to time at their discretion to create and form either or both a voting trust or stock pool.

ARTICLE IV

The names and places of residence of each of the incorporators and the number of shares of the capital stock subscribed for by each are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>	<u>NO. OF SHARES</u>
Joseph E. Mohardt	66 Broadway, Borough of Manhattan City of New York.	1,000
Stephen A. Powell	480 Pearl Street Borough of Manhattan City of New York.	1,000
Edmund Wolcott	33 Gold Street, Borough of Manhattan City of New York	1,000

ARTICLE V

(1) The affairs of this corporation are to be conducted by a Board of not less than three directors, the number to be determined by the by-laws and elected annually at such times and places as may be determined by the by-laws and the said Directors shall appoint or elect such officers as the by-laws prescribe.

(2) A majority of the Board of Directors shall constitute a quorum of said Board for the transaction of business and any meeting of said Board at which a quorum is present shall be deemed a regular meeting, and shall have the same authority as a full Board whether a notice of the meeting to the absent members of the Board shall be given or not.

(3) The by-laws shall determine whether and to what extent all books and accounts, or any of them shall be opened to the inspection of the stockholders and no stockholder shall have any right of inspecting

any accounts or books or documents of the corporation, except as conferred by such by-laws or by resolution of stockholders.

(4) The stockholders and directors shall have the power to hold their meetings and keep their books, documents and papers of this corporation outside of the Territory of Arizona at such places as may be from time to time designated by the by-laws or by resolution of the stockholders except as otherwise required by the laws of the Territory of Arizona.

(5) The Board of Directors are especially authorized to make, alter, amend and rescind the by-laws of the company, to fix the amount to be reserved as working capital, to fix the time of the declaration and payment of dividends, to authorize and cause to be executed mortgages and liens upon the real and personal property of the company provided always that the majority of the Board concur therein.

(6) The Board of Directors are especially authorized by a resolution passed by a majority, however, of the whole Board under suitable provisions of the by-laws to designate three or more of their number to constitute an executive committee, which executive committee shall, for the time being, as provided in said resolution, or in the by-laws, have and exercise any and all of the powers of the Board of Directors to which may be lawfully delegated the management of the business and affairs of the company, and shall have power to authorize the seal of the company to be affixed to all papers which may require it.

(7) At every election each stockholder, whether resident or nonresident, shall be entitled to one vote in person or by proxy for each share of the capital stock held by him but no proxy shall be voted on after three years from its date nor shall any share of stock be voted on at any election which has been transferred on the books of the corporation within twenty-days next preceding such election. Absent stockholders may vote at all meetings by proxy in writing.

(8) The company may use and apply its surplus earnings or accumulated profits to the purchase or acquisition of property, and to the purchase or acquisition of its own capital stock from time to time,

to such extent and in such manner, and upon such terms as its Board of Directors shall determine; and neither the property or the capital stock so purchased or acquired shall be regarded as profits for the purpose of declaration of payment of dividends, unless otherwise determined by the majority of the Board of Directors.

ARTICLE IV

The corporation shall commence business on the date these Articles are filed in the office of the Territorial Auditor of Arizona, and shall terminate twenty-five years thereafter.

ARTICLE VII

The highest amount of indebtedness or liability, direct or contingent, to which this corporation shall subject itself at any time is Sixteen Million Dollars (\$16,000,000).

ARTICLE VIII

The private property of the stockholders of this company shall be exempt from its corporate debts.

ARTICLE IX

That Charles H. Akers, a resident for three years last past of Phoenix, Arizona, is the agent of this company upon whom all notices and processes, including all service of summons may be served.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 1st day of April, nineteen hundred and five.

JOSEPH E. MORHARDT [SEAL]

EDMUND WOLCOTT [SEAL]

STEPHEN A. POWELL [SEAL]

STATE OF NEW YORK

COUNTY OF NEW YORK

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:SS:
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On this 1st day of April, in the year 1905, before me, Louis F. Braun, Notary Public, in and for the County aforesaid, residing therein, duly commissioned and sworn, personally appeared JOSEPH E. MORHARDT, STEPHEN A. POWELL and EDmund WOLCOTT, known to me to be the persons described in, whose names are subscribed to and who executed the annexed instrument, and they acknowledged to me that they executed the same for the purposes and considerations therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

Louis F. Braun,

Notary Public, N. Y. Co.

My commission expires Mch. 30, 1907.

! S E A L !

TERRITORY OF ARIZONA)
)SS.
COUNTY OF MARICOPA.)

I, C.F. LEONARD, County Recorder in and for the County and Territory aforesaid, hereby certify that I have compared the foregoing copy with the original Articles of Incorporation of the THUNDER MOUNTAIN AND BIG CREEK CONSOLIDATED MINING AND TRANSPORTATION COMPANY filed and recorded in my office on the 7th day of April 1905, in Book No. ____ of Incorporations, 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 7th day of April 1905.

C. F. LEONARD, County Recorder.

(SEAL)

By _____ Deputy.

F I L E D in the office of the Territorial Auditor of the Territory of Arizona, this 7 day of April A.D. 1905 at 3.40 P.M.

WESLEY A. HILL

Territorial Auditor.

(ENDORSED)

No. 131

CERTIFIED COPY OF CERTIFIED COPY
OF
ARTICLES OF INCORPORATION
OF

THUNDER MOUNTAIN AND BIG CREEK CONSOLIDATED MINING
AND TRANSPORTATION COMPANY.

Dated, April 1, 1905.

State of Idaho |
County of Washington | ss.

I hereby certify that this instrument was filed for record at the request of E.M. Heigho at 30 minutes past 3 O'clock P.M., this 13th day of May A.D. 1905, in my office and duly indexed in Index of Papers Filed at page T.

Fees \$0.50

Frank E. Smith
Ex-officio Recorder.

STATE OF IDAHO |
COUNTY OF WASHINGTON | ss.

I, FRANK E. SMITH, County Recorder in and for the County of Washington, State of Idaho, do hereby certify that I have compared the foregoing copy with the Original Certified Copy of a Certified Copy of the Articles of Incorporation of the THUNDER MOUNTAIN AND BIG CREEK CONSOLIDATED MINING AND TRANSPORTATION COMPANY filed and duly indexed in my office on the 13th day of May 1905, in Index of Papers Filed at page "T", and that the same is a full, true and correct copy of such Original Certified Copy of a Certified Copy of said Articles and of the whole thereof, and of the Endorsements thereon.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Seal of said office this 13th day of May, 1905.


Frank E. Smith
County Recorder.