



Department of State.

I, F. A. JETER, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State, do hereby certify that a certified copy of the articles of incorporation of

STANLEY MINING COMPANY

duly certified by the Recorder of Shoshone County, to be a true copy of the original articles on file in his office, was filed in this department on the sixteenth day of April A. D. One Thousand Nine Hundred and twenty-six and is duly recorded in Book A-19 of Domestic Corporations, Records of the State of Idaho, and that the said articles contain the statement of facts required by Section 4696 of Idaho Compiled Statutes, to-wit:

FIRST, The name of the Corporation as aforesaid; SECOND, The purpose for which it was formed; THIRD, The place where its principal business is to be transacted; FOURTH, The term for which it is to exist; FIFTH, The number of its directors or trustees; SIXTH, The amount of its capital stock and the number of shares into which it is divided; SEVENTH, The amount of its capital stock actually subscribed and by whom.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a body politic and corporate, by the name stated in the articles, for the term of five years.

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 sixteenth

day of April, in the year of our Lord one thousand nine hundred and twenty-six, and of the Independence of the United States of America the One Hundred and Fiftieth.

Secretary of State.

ARTICLES OF INCORPORATION
OF
STANLEY MINING COMPANY.

KNOW ALL MEN BY THESE PRESENTS: That, we, the undersigned, a majority of whom are bona fide residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

I.

That the name of this corporation shall be
STANLEY MINING COMPANY.

II.

That the purposes, or objects, or business for which this corporation is formed are:

To take over all the property, real and personal, of every kind, character and description, heretofore owned by the Stanley Consolidated Mining and Milling Company, Limited, a corporation heretofore organized under the laws of the State of Washington, and to assume all the debts, obligations and liabilities of the said Stanley Consolidated Mining and Milling Company, Limited.

To acquire by appropriation, discovery, location, lease, license, grant, bond, option, devise, purchase, agreement, or otherwise, and to hold, own, possess, enjoy, develop, mine, work, operate and exploit gold, silver, copper, lead and any other lode or placer mines or deposits, tunnels, mining and

other property, and any right, title or interest therein, as well as also such lands, mills, millsites, tunnel sites, buildings, constructions, plants, equipments, fixtures, machinery, discoveries, improvements, inventions, patents, patent rights, dumps and dump rights, ditches, flumes, pipes and pipe lines, reservoirs, water, water rights, ditch and reservoir rights, or priorities, tramways, rights-of-way, easements, appurtenances, privileges, franchises, and other property or property rights, real or personal, as may be deemed by the Directors for the time being of said corporation to be necessary or desirable for the practical working, development, mining, exploiting or enjoying of all or any of the property of the corporation, or which may hereafter be acquired by it.

To purchase, construct, lease, or otherwise acquire, operate, maintain and repair milling, concentrating, reduction, smelting and refining works for the treatment, reduction, smelting or refining for hire, or otherwise, of metalliferous or other ores, and the extraction or concentration of metals contained therein.

To purchase, erect, lease or otherwise acquire, maintain and operate buildings, machinery, constructions, works and plants for the sampling and treatment of metalliferous or other ores. To buy, reduce, smelt, mill, sell and generally deal in all kinds of ores, concentrates, tailings, mill or smelter products, bullion, metals and minerals, either on its own account or on commission or otherwise for other persons or corporations.

To acquire by appropriation, location, purchase, lease or otherwise, water and water rights, ditches and ditch rights and water priorities, and apply the same to beneficial uses, and to purchase or construct, operate and maintain ditches and flumes for the distribution of water for sanitary, domestic and other purposes.

To acquire by location, lease, contract, grant, purchase, conveyance, or otherwise, and to own, hold, possess and enjoy any rights, title or interest in or to any lands, tenements, hereditaments, appurtenances, millsites, water or ditch rights, rights-of-way, franchises, easements, or other property, real or personal, incident, necessary or desirable in the operation of milling plants or machinery for the smelting, reducing, refining and treating of ores or minerals, or the extraction of any ore or mineral therefrom, or from any object or operation herein referred to.

To purchase, construct, lease, or otherwise acquire and operate and maintain buildings, constructions, flumes, machinery, appliances, equipments, fixtures, easements and appurtenances for generating electricity for lighting and other purposes.

To maintain transmission lines for the purpose of distributing electricity; to furnish electricity for power and lighting purposes; to sell, deliver and distribute the same and to maintain, equip, hold, own, possess and enjoy all appliances incident or necessary thereto.

To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares

and merchandise and real and personal property of every class and description.

To acquire and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association, or corporation.

To acquire, hold, use, sell, assign, lease, grant, license in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names relating to or useful in connection with any business of this corporation.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations organized under the laws of this state, or any other state, country, nation, or government, and while the owner thereof, to exercise all the rights, powers and privileges of ownership.

To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To purchase, hold, sell and transfer the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that shares of its own capital stock belonging to it shall not

be voted upon directly or indirectly.

To have one or more offices to carry on all, or any of its operations and business and without restriction or limit as to the amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

In general to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of the State of Idaho upon corporations formed under the laws of said State, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed both as objects and purposes, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner, the powers of this corporation.

III.

That the place where the principal business is to be transacted is Wallace, Shoshone County, Idaho.

IV.

That the term for which this corporation is to exist is Fifty (50) years from and after the date of its incorporation.

V.

That the number of Directors of this corporation shall be Five (5).

VI.

That the amount of capital stock of this corporation is ONE HUNDRED FIFTY THOUSAND DOLLARS (\$150,000.00), divided into One Million Five Hundred Thousand (1,500,000) shares, of the par value of Ten Cents (10¢) each.

VII.

That the amount of capital stock which has been actually subscribed is FIVE HUNDRED DOLLARS (\$500.00), which has been subscribed by the following persons:

<u>Name of Subscriber</u>	<u>No. of Shares</u>	<u>Par Value.</u>
John H. Wourms	1000	\$ 100.00
P. J. Maggy	1000	100.00
W. A. Devan	1000	100.00
Walter B. Heitfeld	1000	100.00
Joseph A. Brown	1000	100.00

IN WITNESS WHEREOF we have hereunto set our hands and seals.
this the 13th day of April, A. D. 1926.

Signed and sealed in the presence of: John H. Wourms (SEAL)

Mrs. Mitzie Anderson P. J. Maggy (SEAL)

John E. Ryan W. A. Devan (SEAL)

Walter B. Heitfeld (SEAL)

Joseph A. Brown (SEAL)

STATE OF IDAHO, }
COUNTY OF SHOSHONE. } SS

On this, the 13th day of April, A. D. 1926, before me
E. Linn, a Notary Public in and for the State
of Idaho, personally appeared JOHN H. WOURMS, P. J. MAGGY, W. A. DEVAN,
WALTER B. HEITFELD and JOSEPH A. BROWN, personally known to me to be
the persons whose names are subscribed to the within and foregoing in-
strument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in the City of Wallace, County of Shoshone, State of Idaho, on this the day and year in this certificate first above written.

(SEAL)

E. Linn
Notary Public in and for the State of
Idaho, residing at Wallace, Idaho.

(ENDORSED) Instrument Number 71411. Articles of Incorporation of Stanley Mining Company. Filed at the request of John H. Wourms April 13th, 1926, at 11:45 o'clock, A.M., records of Shoshone County, State of Idaho. Harry A. Rogers, County Recorder.

STATE OF IDAHO, COUNTY OF SHOSHONE) SS

I, Harry A. Rogers, County Recorder in and for the County of Shoshone, State of Idaho, do hereby certify that I have carefully compared the foregoing copy of the Articles of Incorporation of the

STANLEY MINING COMPANY

with the original copy thereof, and that the same is a full, true and correct transcript therefrom, together with all official endorsements thereon, as the same appears on file and of record at my office and in my custody.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my official seal at my office in Wallace, Idaho, this 13th day of April, A.D. 1926.



County Recorder.