

# State of Idaho



## Department of State

### CERTIFICATE OF INCORPORATION

I, FRED E. LUKENS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State, do hereby certify that the original articles of incorporation of the

#### HAILLY TRAMWAY COMPANY

were filed in the office of the Secretary of State on the twenty-eighth day of August, A. D. 1929 and are duly recorded in Book A-25 of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 3 of Chapter 262 of the 1929 Session Laws of the State of Idaho.

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 the term of fifty years from the date hereof, with its registered office in this State located at Hailly, in the County of Blaine.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise, the Capital of Idaho, this 28th day of August, in the year of our Lord One thousand nine hundred and twenty-nine and of the Independence of the United States of America the One hundred and Fifty-fourth.

Secretary of State

ARTICLES OF INCORPORATION  
of  
HAILEY TRAMWAY COMPANY.

KNOW ALL MEN BY THESE PRESENTS: That we the undersigned, at least one of whom is a bona fide resident 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 hereby certify:

ARTICLE I.

That the name of the corporation shall be HAILEY TRAMWAY COMPANY.

ARTICLE II.

That the purposes for which said corporation is formed shall be as follows:

- (a) To conduct the business of mining, including milling, concentrating and all other forms of treating ores or mine products now known or hereafter found practicable;
- (b) To conduct the business of transportation by tramway, truck, wagon or other means; to include the transportation and hauling for compensation of ores, minerals, waste, mining machinery and supplies, timbers, and all other materials of every kind or nature; but not to be a public carrier.
- (c) To locate, purchase, or otherwise acquire, and own, sell, lease, mortgage, or otherwise dispose of any lands containing minerals, or other lands necessary to carry out the objects for which this corporation is formed, including the acquisition, in any manner, of agricultural or grazing lands.
- (d) To purchase, lease or acquire, and to own, operate or control; and sell, mortgage, or otherwise dispose of or incumber any mills, smelters, concentrators and other plants for the treatment or reduction of any and all kinds of ores and minerals; electric light plants, water power plants, tramways, or other means of transportation, (except the business of railroading), irrigation canals and ditches, mercantile establishments and boarding houses, which may be deemed necessary to conduct the business of the corporation.
- (e) To own, hold, purchase, or otherwise acquire; and to sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, and bonds, debentures, or other evidence of indebtedness created by this or other corporations, and while the owner thereof to exercise all rights and privileges of ownership, including the right to vote thereon.
- (f) To issue and sell, or otherwise dispose of bonds, debentures, promissory notes or other obligations necessary to raise money for the purpose of conducting the business of the corporation in any of its branches; and to secure the payment of any such obligations by properly executed mortgages, deeds of trust, or other incumbrances upon all or any of the property, privileges or franchises of the corporation.
- (g) To enter into, make and perform contracts of any kind, with any person, firm, association, or corporation, county, state, territory or government.
- (h) In furtherance and not in limitation of any of the powers above enumerated, the corporation shall have power, through its Board of Directors, to purchase, or otherwise acquire and own its own stock and bonds, or either, including the right to receive the same at their cash value as determined by the board of directors, in payment of debts or obligations due the corporation.
- (i) Generally, without limit or restriction to do any or all things

herein set forth to the same extent as a natural person might or could do, in any part of the world, as principal, agent, contractor, or otherwise, with all the powers conferred by, but not in conflict with the Laws of the State of Idaho, or the laws of any state in which the corporation may do business.

#### ARTICLE III.

The registered office & That the place where its principal business is to be transacted is at Hailey, Blaine County, Idaho. It shall also have an office and general place of business at Salt Lake City, Utah, where any and all meetings of its stockholders or directors may be held; and any or all business authorized by these articles or the laws of Idaho or Utah, transacted. It may also establish branch offices at such other places in the United States as it may desire, and may hold directors meetings, or perform any other corporate act at such branch offices or elsewhere in the United States.

#### ARTICLE IV.

That the term for which it is to exist is 50 years.

#### ARTICLE V.

The members of the governing board shall be styled directors, and shall be three in number. The directors shall be elected by the stockholders for the terms, and in the manner prescribed by the by-laws and/or the statutes of Idaho. There shall be a President, Vice-president, Secretary and Treasurer, and such other officers as may be provided for by the by-laws. All officers shall be chosen by the directors in the manner prescribed by the by-laws. The names and addresses of the first Board of Directors are: E. H. Snyder, Salt Lake City, Utah, J. C. Ingersoll, Hailey, Idaho, and George W. Snyder, Salt Lake City, Utah.

#### ARTICLE VI.

The board of directors shall have power to adopt any and all by-laws for the government and management of the business of itself or the corporation, not inconsistent with these articles or with the laws of this state or of the United States, and to amend and repeal the same at pleasure.

#### ARTICLE VII.

That the amount of the capital stock of said corporation is \$100,000.00 and the number of shares into which it is divided is 200,000 of the par value of 50¢ each.

#### ARTICLE VIII.

The amount of capital stock actually subscribed is \$100,000.00 which has been subscribed by the following persons:

E. H. Snyder , Salt Lake City, Utah	160,000 shares.
J. C. Ingersoll, Salt Lake City, Utah	10,000 shares.
George W. Snyder , Salt Lake City, Utah	10,000 shares.
E. Van Dam Jr. , Salt Lake City, Utah	10,000 shares.
Guy M. Snyder , Salt Lake City, Utah	10,000 shares.

#### ARTICLE IX.

The total subscription to the 200,000 shares of stock mentioned herein is made by the transfer to and acceptance by said corporation of all the right, title, claim and interest of said incorporators of, in and to the following described property situate in Wood River Mining District, Blaine County, Idaho: those certain lode mining claims known and described as follows:- to-wit;

Beatrice, Cecil, Dora, Fern, Jennie, Jessie, Tram No. 1,

Tram No. 2, and Tram No. 3; All as more fully described in location notices thereof recorded in the office of the County Recorder for Blaine County, Idaho, reference to which is hereby made for more particular description.

Proper documents of conveyance describing the foregoing property and property rights have been made for the use and benefit of this corporation when formed vesting in said corporation immediately upon its formation all the right, title, claim and interest of said incorporators, as aforesaid, and the title and rights so conveyed and acquired are believed by the said incorporators to be of the fair cash value of \$100,000.00 and in consideration of said transfer to the corporation the whole of the authorized stock is declared fully paid up.

ARTICLE I.

The capital stock of this corporation shall be assessable in the manner and to the extent provided by the by-laws or resolutions of the board of directors not inconsistent with the laws of Idaho.

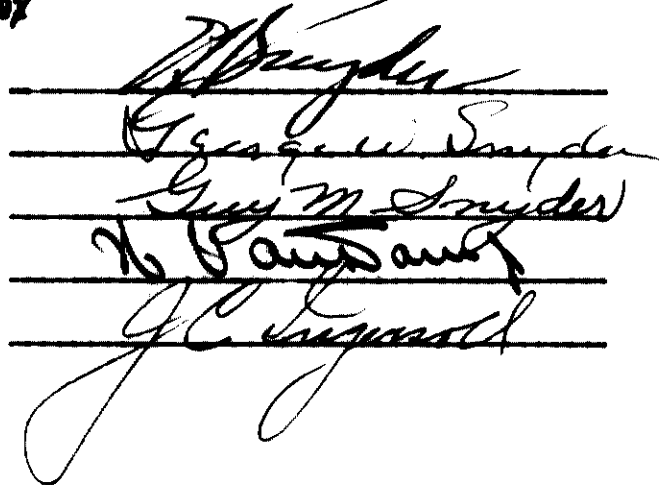
ARTICLE II.

In the absence of fraud, no contract or transaction between the corporation and any other association or corporation shall be affected by the fact that any of the directors or officers of the corporation are interested in or are directors or officers of such other association or corporation, and any director or officer of the corporation individually may be a party to, or may be interested in any such contract or transaction of the corporation; and no such contract or transaction of the corporation with any person or persons, firm, association incorporation, shall be affected by the fact that any director or officer of the corporation is a party to, or interested in such contract or transaction, or in any way connected with such person or persons, firm, association or corporation; and each and every person who may become a director or officer of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any persons, firm, association or corporation in which he may be in anywise interested.

ARTICLE III.

The private property of the stockholders shall not be liable for the debts of the corporation.

IN WITNESS WHEREOF, the said incorporators have hereunto set their hands this ... day of August, 1929

  
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STATE OF UTAH )  
 ) ss.  
County of Salt Lake )

On this 17. day of August, 1929, before me.....Eleanor W. Taylor  
a Notary public in and for said county and state, E. H. Snyder, George W.  
Snyder, H. Van Dam Jr. and Guy M. Snyder, personally appeared, known to me  
to be the persons whose names are subscribed to the within instrument and  
acknowledged to me that they executed the same.

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

Eleanor W. Taylor  
Notary Public,  
Salt Lake City, Utah.

STATE OF IDAHO )  
 ) ss.  
County of Blaine )

On this .... day of August, 1929, before me.....B.P. Thamm Clerk of District Court  
~~a Notary Public~~ in and for said county and state, J. C. Ingersoll personally  
appeared, known to me to be one of the persons whose names are subscribed to  
the within instrument and acknowledged to me that he executed the same.

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

B.P. Thamm  
~~Notary Public~~, Clerk of District Court  
Residing at, Harley Lake.....