

T H E

TRAPPER'S FLAT MINING AND MILLING

C O M P A N Y.

CERTIFICATE OF INCORPORATION.

Name. Article I. The corporate name is Trapper's Flat Mining and Milling Company.

Principal object.

Article II. The objects for which the corporation is established are:

To acquire, own, enter or lease mines and mineral lands of every kind, nature and description, also to acquire, own, enter or lease mill sites, water rights and terminal facilities. To work, prospect or develop mines and mineral lands of every nature or description, either for itself or other companies, corporations or individuals upon such terms and for such remuneration as it shall deem fit and proper, and to accept, take and hold mineral lands and claims of every kind and nature, either as an entirety or any interest in the same; and to buy, sell, own or control stock of other corporations as it deems fit and proper. To do anything that may be necessary or proper in the conduct of its business in the way of developing, prospecting, locating, acquiring, buying and selling mineral lands and mining claims of every kind, nature and description, and working such mines and the production of ores and minerals therefrom, and in reducing such ores and minerals to the most profitable merchantable value, and doing the same to contract, build, buy, sell, own and operate all necessary mills, smelters, machinery, roads, railroads, tramways, ditches, flumes and other such property as shall be fit and necessary in carrying out the objects herein stated. To buy sell or lease mines and mining property of all kinds, and property of every kind, nature and description, useful or necessary in operating and maintaining the same, and in reducing the ores and in refining the minerals taken therefrom upon commission, whether such commission is paid in money or otherwise. To erect buildings, operate sawmills and engage in trade of every kind, both in stores and provisions, steam and sail transportations, road building and engineering, freight-

Subsidiary objects

and powers. To manufacture, purchase or acquire goods, merchandise and personal property of every class, and to hold, own, mortgage, sell or otherwise dispose of, trade, deal in and deal with the same. To acquire and undertake the good will, property, rights and assets and the liabilities of any person, firm, association or corporation and to pay for the same in cash, stock or bonds of the corporation or otherwise. To enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm, association or corporation. To borrow or raise money without limit as to amount by the issue of or upon warrants, bonds, debentures, and other negotiable or transferable instruments, or otherwise. To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, use, own, operate and introduce, and to sell, assign or otherwise to dispose of, any trade-marks, trade-names, patents, inventions, improvements and processes used in connection with or secured under letters patent of the United States, or elsewhere or otherwise, and to use, exercise and develop, grant licenses in res-

pect of, or otherwise to turn to account any such trade-marks, patents, licenses, processes and the like, or any such property or rights. To purchase, hold and re-issue the shares of its capital stock. To conduct business in any of the States, territories, colonies or dependencies of the United States, in the District of Columbia, and in any and all foreign countries, to have one or more offices therein, and therein to hold, purchase mortgage and convey real and personal property, without limit as to amount, but always subject to local laws. To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world. The foregoing clauses shall be construed both as objects and powers; 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 the corporation.

In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and to exercise all the powers conferred by the laws of New Jersey upon corporations formed under the act hereinafter referred to.

Capital
authorized.

Article III. The corporation shall be authorized to issue capital stock to the extent of Five Hundred Thousand Dollars (\$500,000) divided into Five Hundred Thousand shares of the par value of one dollar each.

Regulations
and
Limitations.

Article IV. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors are expressly authorized:

To hold their meetings, to have one or more offices, and to keep the books of the Company within or without the State of New Jersey, at such places as may be from time to time designated by them; but the Company shall always keep at its principal and registered office in New Jersey, a transfer book in which the transfers of stock can be made, entered and registered, and also a book containing the names and addresses of the stock holders, and the number of shares held by them respectively, which shall be at all times during business hours open to the inspection of the stockholders in person.

To determine from time to time whether, and if allowed, under what conditions and regulations the accounts and books of the Company (other than the stock and transfer books,) or any of them shall be open to the inspection of the stockholders, and the stockholders rights in this respect are and shall be restricted or limited accordingly.

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 times for 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 a majority of the whole Board concur therein.

With the consent in writing and pursuant also to the affirmative vote of the holders of a majority of the stock issued and outstanding, at a stockholders' meeting duly called for that purpose, to sell, assign, transfer or otherwise dispose of the property of the Company as an entirety, provided always that a majority of the whole Board concur therein.

By a resolution passed by a majority vote of the whole Board, under suitable provision of the By-laws to designate two or more of their number to constitute an executive committee, which committee shall, for the time being, as provided in said resolution, or in the By-laws, have and exercise any or all of the powers of the Board of Directors which may be lawfully delegated in 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.

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 nor the capital stock so purchased and acquired shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by a majority of the Board of Directors.

The corporation reserves the right to amend, alter or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

Registered office Article V. The registered office of the Company is (the same being also the post-office address of the subscribing incorporators) No. 15 Exchange Place, Jersey City, New Jersey, and The Corporation Trust Company of New Jersey is designated as the agent therein, in charge thereof, and upon whom process against this Company may be served.

In accordance with an act of the Legislature of the State of New Jersey, entitled "An Act Concerning Corporations" (Revision of 1896), and the acts amendatory thereof and supplemental thereto, for the purpose of forming a corporation of unlimited duration to do business both within and without the State of New Jersey, the undersigned do respectively subscribe for the capital stock with which the company will begin business, and do agree to take the number of shares set opposite our respective names and have accordingly signed this certificate and affixed our seals hereto:

Incorporators.	Name.	(L.S.)	No. of shares taken by each subscriber.	Amount.
	Frank Delano	(L.S.)	200	\$ 200
	E. J. Wilson	" "	200	200
	B. C. Miller	(L. S.)	100	100
	W. P. Cook	" "	100	100
	S. F. Booth	" "	100	100
	E. S. Marvin	(L. S.)	100	100
	F. O. Streeter	" "	100	100
	Charles W. Moore	" "	100	100

Capital subscribed Amount with which the Company will begin business \$ 1000.

Witness as to the foregoing signatures:
Frederic K. Seward

State of New York)
) ss.
County of New York)

Be it remembered that on this 4th day of December A. D. Nineteen Hundred and two, before the undersigned personally appeared Frank Delano, E. J. Wilson, B. C. Miller, W. P. Cook, S. F. Booth, E. S. Marvin, F. O. Streeter and Charles W. Moore, who I am satisfied are all the persons named in and who executed the foregoing certificate, and I having first made known to them and each of them the contents thereof, they did each acknowledge that they signed sealed and delivered the same as their voluntary act and deed.

(Seal)

Frederic K. Seward.
A commissioner of deeds for the State
of New Jersey residing in New York.

Registered in the office of the Company at Jersey City, in the
County of Hudson this 5th day of December 1902.

The Corporation Trust Company of
New Jersey
By Kenneth K. McLaren, Registered
Agent.
Secretary.

"Endorsed"

Received in the Hudson Co, N. J., Clerk's office Dec 5, A. D.
1902, and recorded in Clerk's record No. _____ on Page _____
Maurice J. Stack,
Clerk.

"Endorsed"

"Filed Dec. 5 1902

S. D. Dickinson
Secretary of State."

STATE OF NEW JERSEY.

Department of State.

I, S. D. Dickinson, Secretary of State of the State of New
Jersey, do hereby certify that the foregoing is a true copy of the
certificate of Incorporation of ~~TRAPPER'S FLAT MINING AND MILLING~~
COMPANY and the endorsements thereon as the same is taken from and
compared with the original filed in my office on the fifth day of
December A. D. 1902, and now remaining on file therein.

In Testimony whereof, I have hereunto set my hand and affixed
my official seal at Trenton, this Sixth day of March A. D. 1903.

S. D. Dickinson,

(SEAL)

Secretary of State.

STATE OF IDAHO, }
COUNTY OF CANYON. } ss.

I, John A. Tucker, Ex-Officio Recorder in and for Canyon County, State of Idaho, do

hereby certify that the annexed is a full, true and complete transcript of _____

Articles of Incorporation of *Trapper's Flat*

Mining and Milling Company
as the same appears on the files in this office.

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

seal, this *7th* day of *April*, A. D., 190*3*

By _____

Deputy.

John A. Tucker
Ex-Officio Recorder.