

ARTICLES OF INCORPORATION  
of  
ARMSTEAD MINES INCORPORATED.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, do hereby associate ourselves together for the purpose of forming and organizing a corporation under the laws of the State of Delaware and to that end we do hereby certify:

FIRST: The name of such corporation shall be and it is ARMSTEAD MINES INCORPORATED.

SECOND: The principal place of business of said corporation in the State of Delaware is No. 7 West 10th Street, in the City of Wilmington, County of New Castle. The name of the agent therein and in charge thereof is the Corporation Trust Company of America.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any or all of the things herein set forth as fully and to the same extent as natural persons might or could do and in any part of the world, viz::

To locate, acquire, purchase, lease, own, hold, possess, sell, mortgage, grant and convey mines, mining claims and mineral bearing lands of every description and nature whatsoever, together with water sheds, water sources and water rights of any and every kind, useful or desirable in connection therewith;

To prospect, develop, work and operate such mines, mining claims and mineral bearing lands, and to extract therefrom metals and mineral substances of every nature and kind, and to do any other act and thing necessary or usual in the business of mining, including dealing and trading in

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THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any or all of the things herein set forth as fully and to the same extent as natural persons might or could do and in any part of the world, viz::

To locate, acquire, purchase, lease, own, hold, possess, sell, mortgage, grant and convey mines, mining claims and mineral bearing lands of every description and nature whatsoever, together with water sheds, water sources and water rights of any and every kind, useful or desirable in connection therewith:

To prospect, develop, work and operate such mines, mining claims and mineral bearing lands, and to extract therefrom metals and mineral substances of every nature and kind, and to do anyother act and thing necessary or usual in the business of mining, including dealing and trading in

goods, wares, merchandise and property of any and every class and description; and the acquiring, operating and maintaining of hotels and boarding houses, whether for this company's business or otherwise;

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bond, security, or evidence of indebtedness created by any other corporation or corporations of this State, or any other state, country, nation, or government, and while owner of said stock may exercise all the rights, powers and privileges of ownership, including the right to vote thereon to the same extent as natural persons might or could do;

To acquire, construct, equip, operate and maintain railroads and tramways, transmission lines, telephone and telegraph lines wholly without the State of Delaware, for use in the development, working and operation of said mines, and for any other uses whatsoever whether connected with this Company's properties or otherwise;

To conduct business in any of the states, territories, colonies, or dependencies of the United States, and in any and all foreign countries; to have one or more offices therein, and therein to hold, purchase, mortgage, sell and convey real estate and personal property without limit as to amount.

FOURTH: The amount of the total authorized capital stock of this corporation is One Million Dollars (\$1,000,000), divided into One Million (1,000,000) shares of the par value of One Dollar (\$1.00) each, all of one class

The amount of capital stock <sup>with</sup> which this corporation will commence business is One Thousand Dollars (\$1,000).

FIFTH: The names and places of residence of each of the subscribers to the capital stock, together with the num-

2

goods, wares, merchandise and property of any and every class and description; and the acquiring, operating and maintaining of hotels and boarding houses, whether for this company's business or otherwise;

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FIFTH: The names and places of residence of each of the subscribers to the capital stock, together with the num-

ber of shares subscribed by each, are as follows:

<u>Names.</u>	<u>Residences.</u>	<u>Number of Shares.</u>
Herbert E. Latter,	Wilmington, Delaware	Six Hundred
Norman P. Coffin,	Wilmington, Delaware	Two Hundred
Clement M. Egner	Elkton, Maryland	Two Hundred

SIXTH: The existence of this corporation is to be perpetual.

SEVENTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: The directors shall have power to make and to alter and to amend the by-laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed mortgages, deeds of trust, and liens, without limits as to amount, upon the property and franchise of this corporation.

With the consent in writing and pursuant to a vote of the holders of sixty per-cent (60%) of the capital stock issued and outstanding, the directors shall have authority to dispose of in any manner of the whole property of this corporation.

The by-laws shall determine where and to what extent the accounts and books of this corporation, or any of them, shall be open to inspection of the stockholders, and no stockholder shall have any right of inspecting any account or book or document of this corporation except as conferred by law or the by-laws or by resolution of this Company.

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The stockholders and directors shall have power to

Hold their meetings and keep the books, documents and papers of the corporation outside of the State of Delaware, at such place as may be, from time to time, designated by the by-laws or by resolution of the stockholders or directors.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by the statutes of the State of Delaware, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

It is the intention that the objects, purposes and powers specified in the third paragraph hereof, except where otherwise specified in said paragraph, be in no wise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this certificate of incorporation, but that the objects, purposes and powers specified in the third paragraph and in each of the clauses and paragraphs of this charter shall be regarded as independent objects, purposes and powers.

We, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this certificate, and do certify that the facts herein stated are true, and we have accordingly hereunto set our respective hands and seals.

Dated at the City of Wilmington, State of Delaware, the 2nd day of February, 1917.

Herbert E. Latter (SEAL)

Norman P. Coffin (SEAL)

Clement M. Enger (SEAL)

In the presence of

William J. Maloney

Hold their meetings and keep the books, documents and papers of the corporation outside of the State of Delaware, at such place as may be, from time to time, designated by the by-laws or by resolution of the stockholders or directors.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by the statutes of the State of Delaware, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

It is the intention that the objects, purposes and powers specified in the third paragraph hereof, except where otherwise specified in said paragraph, be in no wise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this certificate of incorporation, but that the objects, purposes and powers specified in the third paragraph and in each of the clauses and paragraphs of this charter shall be regarded as independent objects, purposes and powers.

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Norman P. Coffin (SEAL)

Clement M. Enger (SEAL)

In the presence of

William J. Maloney



STATE OF DELAWARE :  
 ) SS :  
County of New Castle :

Be it remembered that on this the, 2nd day of February  
1917, personally appeared before me, the subscriber, a Notary  
Public for the State of Delaware, Herbert E. Latter,

Norman P. Coffin and Clement M. Enger

all the parties to the foregoing certificate of incorporation,  
known to me personally to be such, and severally acknowledged  
the said certificate of incorporation to be their act and  
deed, and that the facts therein stated are truly set forth.

Given under my hand and seal of office the day and  
year aforesaid.

William J. Maloney

Notary Public.

WILLIAM J. MALONEY

NOTARY PUBLIC

Appointed February 25, 1915

For Four Years.

DELAWARE.

STATE OF DELAWARE :  
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County of New Castle :

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Notary Public.

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For Four Years,

DELAWARE.

STATE OF DELAWARE  
OFFICE OF SECRETARY OF STATE.

I, EVERETT E. JOHNSON, Secretary of State of the State of Delaware, DO HEREBY CERTIFY that the above and foregoing is a true and correct copy of Certificate of Incorporation of the "ARMSTEAD MINES INCORPORATED," as received and filed in this office the second day of February, A. D. 1917, at 1 o'clock P. M.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, at Dover, this second day of February in the year of our Lord one thousand nine hundred and seventeen.

Everett E. Johnson

Secretary of State.

(Seal)

(Endorsed)

Received for Record February 3rd, 1917.

A. V. L. George, Recorder.

STATE OF DELAWARE, }  
New Castle County. } ss.

Recorded in the Recorder's Office at  
Wilmington, in Certificate of Incorporation Record U, Vol. 7,  
Page 339 &c., the 3rd day of February A.D. 1917

Witness my hand and official seal.

A. V. L. George Recorder.

by John M. Wilson

Deputy Recorder.

(County Recorder's Seal)

(Endorsed)

State of Idaho, }  
County of Bonner, } ss.

38769

Filed for record at the request of  
A. H. Burroughs  
on the 18 day of April, 1917, at 1-10  
o'clock P. M. and recorded in Book \_\_\_\_\_  
of \_\_\_\_\_ on page \_\_\_\_\_

Robt E. McCrea

County Recorder

By S. G. Yoder, Deputy

Fee \$2.75 Paid

STATE OF DELAWARE  
OFFICE OF SECRETARY OF STATE.

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# Designation of Agent and Acceptance of the Provisions of the Constitution of the State of Idaho

## Know All Men by These Presents:

That ARMSTEAD MINES INCORPORATED,  
a Corporation organized and existing under the laws of the State of Delaware  
having filed in the office of the Secretary of State of the State of Idaho a duly authenticated copy of its  
Articles of Incorporation, does hereby, in pursuance of the laws of the State of Idaho, make this certificate,  
and does hereby designate Bonner County,  
in the State of Idaho, as the County in which the principal place of business of said corporation in said State  
of Idaho is and shall be conducted, and does hereby designate HENRY H. ARMSTEAD,  
residing at Blacktail Landing-on-Lake Pend d'Oreille,  
in said Bonner County, as Authorized Agent of said Corporation in said  
State of Idaho, upon whom process issued by authority of, or under any law of the State of Idaho, may be  
served, as provided by the Constitution and laws of said State of Idaho.

And the said HENRY H. ARMSTEAD

desiring and intending to conform in all respects to the Constitution and laws of said State, and to avail  
itself of the rights, privileges and immunities guaranteed by said Constitution and laws, does hereby accept  
the provisions of the Constitution of the State of Idaho for all the intents and purposes contemplated by the  
provisions thereof, relating to such acceptance by other than municipal corporations. (Article XI, Section  
7, Constitution of Idaho.)

IN WITNESS WHEREOF, the said ARMSTEAD MINES INCORPORATED

has caused this Certificate and Acceptance  
to be executed, acknowledged and delivered in its  
name and on its behalf, by its President, and to be  
attested by its Secretary, and has caused its cor-  
porate seal to be hereunto affixed at the City  
of New York,

in the County of New York and  
State of New York this 14th

day of April, 1917.

Attest:

W. L. Brown

Secretary.

By

Henry H. Armstead

President.