

A R T I C L E S O F I N C O R P O R A T I O N
OF THE
KIMBERLY MINING COMPANY.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned whose names are hereunto subscribed, do hereby certify and declare that we have, under and pursuant to the laws of the State of Idaho, associated ourselves together as a corporation for the purpose hereinafter set forth; and we further certify and declare that we have adopted, and we do adopt the following

ARTICLES OF ASSOCIATION.

ARTICLE I.-----The corporate name of the corporation hereby formed shall be "Kimberly Mining Company". By that name the persons subscribing these Articles of Association, and all persons who may from time to time become stockholders in the corporation hereby formed, shall have perpetual succession, with power to adopt a common seal, and to sue and be sued, to acquire and hold property, and to do all things necessary for this corporation, according to the purposes for which it is organized.

ARTICLE 2.----- That the business and pursuit of this corporation, and the general object for which it is established are, and shall continue to be: To carry on and conduct a general mining, milling, leaching, ore reducing and smelting business; to locate, purchase, acquire, manage, control, operate and develop mining claims and properties of every kind and character; to locate, purchase and acquire, and to dispose of springs sources of water, ditches, canals, flumes and all kind of water mills and plants; to locate, purchase, acquire and handle and control town sites, and lands to be used in connection therewith, and for all kinds of mining, milling and ore reducing purposes; and to sell, mortgage, and otherwise dispose of the same; to erect, construct, purchase or acquire mills, smelters, and reduction works, and all kinds of mining, milling, and ore reducing machinery in any suitable place, and also any buildings, tramways, electric power, telegraph and telephone lines, water

ditches, pipe lines, or any other works necessary or convenient for the objects and purposes of this Company; to purchase, lease, bond, locate or otherwise acquire, or own, exchange, sell or hypothecate any or all kinds of personal property, mines, mining claims, mineral lands, water and water rights and machinery, and to work, mine, explore, operate and develop the same; to own, handle and control letters, patents, and inventions, shares of capital stock, bonds or securities of other corporations; to borrow money and execute notes, bonds, mortgages, or trust deeds, to secure the same; to purchase and acquire property of all kinds, and to pay for the same by and with the notes, mortgages, bonds or treasury stock of said corporation, and to sell, transfer, or otherwise dispose of its capital stock or treasury stock and securities in order to promote the interest of said corporation; to employ agents and representatives, and to do all other things necessary or usual in connection therewith, with mining, industrial promoting and developing corporations, and all such other things as are incidental, or conclusive to, the attainment of the other objects or any of them.

ARTICLE 3-----The amount of capital stock of said corporation shall be 1,000,000 shares, which shall be the par value of one cent per share. At such time as the Board of Trustees may direct, said capital stock, or any portion thereof, shall be paid into this corporation, either in cash or in services, or labor or by the sale or transfer to it of mining claims or other real or personal property, for the uses and purposes of said corporation, and in payment for which, shares of capital stock may be issued; and shares of said capital stock may also be issued for services, benefits and advantages of, and in behalf of, said corporation, and the capital stock so issued shall be, and thereby becomes fully paid up.

ARTICLE 4----- The term of existence of this corporation shall be fifty years, unless sooner dissolved by law.

ARTICLE 5-----The general officers of this Company shall be: first, a Board of Five (5) Trustees; second, a President;

third, a Vice President; fourth, a Secretary; fifth, a Treasurer. The Trustees may also appoint such other officers, agents, and servants as they may deem necessary for the welfare of said corporation. The President and Vice President shall be Trustees, and the offices of Secretary and Treasurer may be held by the same person, who may be a Trustee. Any person to be eligible to the office of Trustee must be the owner in his own name of at least 1,000 shares of Capital stock of this Company, but this provision shall not apply to the Trustees named herein who shall serve for the first ensuing year. The officers of this corporation for the first year, and until their successors are elected and qualified, are as follows:-

W. R. Smith,	-----	President and Trustee
Parley L. Smith,	-----	Vice President and Trustee
<i>Mrs</i> W. H. Hendricks,	-----	Trustee
W. R. Smith Jr.,	-----	Trustee and Secretary
George H. Blood,	-----	Treasurer and Trustee.

ARTICLE 6-----The first meeting of stockholders of said corporation, for the election of officers, being the first annual meeting, shall be held at the city of Preston, Franklin County, Idaho, on the second Monday of May, 1917, and annually thereafter at such time and place. The term of office of said officers shall be one year until their successors shall be duly elected and qualified, unless sooner resigned.

ARTICLE 7----- The principal place where the operations of this corporation are carried on in the state of Idaho, shall be the City of Preston, County of Franklin, State of Idaho. This corporation is organized to conduct and carry a portion of its business beyond the limits of the State of Idaho, and in the State of Utah, and elsewhere. This company may also have offices in Salt Lake City, Utah, and in Richmond Utah, and in such other places as the Trustees may determine.

ARTICLE 8----- The meetings of the Board of Trustees of this Company may be held beyond the limits of the state of Idaho, and in Salt Lake City, Utah, or in Richmond, Utah, or in such other places

as the Board may determine.

ARTICLE 9-----The Board of Trustees of this Company shall have power to make, from time to time, such by-laws, not inconsistent with these Articles of Incorporation, or the laws of the State of Idaho, as they may deem necessary for the management and government of this corporation, its officers and stock-holders, and to annul amend or revise the same.

ARTICLE 10-----The Capital stock of this corporation is hereby made fully paid, but is and shall assessable, excepting the stock herein designated as belonging to ^{Mrs} W. H. Hendricks, (75,000 shares) and the stock herein designated, as belonging to Mrs. W. D. Hendricks, (37,500 shares), and the stock herein designated as belonging to Mrs. W. D. Hendricks, guardian of the persons and estates of Doyle, Glen and Leona Hendricks, minors, (37,500 shares), and the same is hereby declared to be non assessable, provided, however, that if any portion of the said stock above designated, as belonging to the said Hendricks shall be sold or transferred, then that portion, which is thus sold or transferred, shall immediately become assessable, ^{except in the hands of the heirs of Mr. Hendricks, deceased} the same as other stocks of the corporation.

ARTICLE 11-----That the private property of the stock holders shall not be liable for the debts or obligations of said corporation.

ARTICLE 13-----, Said Corporation hereby takes, and accepts in full payment and in exchange for its capital stock, to wit, one million shares of the par value of one cent per share, the following Mining claims and properties:

"The Big Moose"; "Big Moese Number Two"; "Big Moose Number Three", "Bruno"; "Bruno Number Two"; and an option (upon which \$100.00 has been paid), to purchase a certain mining claim patented by J.T. Fitzgerald, all of which are more particularly described in the location certificates, now of record in the office of the county recorder of Cache County, Utah, and which said certificates and the said option have this day been deeded to this de facto corporation, reference to

which is hereby made.

ARTICLE 13-----The following is the list of stock subscribers, and the amount subscribed, by each of them, to wit:-

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNTS.</u>
Mrs. W. H. Hendricks	75,000	\$ 750.00
Mrs. W. D. Hendricks	37,500	375.00
Mrs. W. D. Hendricks	37,500	375.00
guardian of Doyle, Leone and Glen minors.		
Wm. R. Smith Sr.	100,000	1000.00
W. R. Smith, Jr.,	100,000	1000.00
Parley L. Smith	100,000	1000.00
HART & RICH	5,000	50.00
George H. Blood	95,000	950.00
Clarence Smith	50,000	500.00

ARTICLE 14-----There is hereby transferred to the Treasury, 400 000 shares of stock in said Company, said stock to be sold from time to time as said Trustees may direct, for the express purpose of developing the claims of said Company.

IN WITNESS WHEREOF, the said parties to these presents have hereunto set their hands and seals this 23rd day of December, 1916.

William R. Smith.
President
Parley R. Smith.
Vice-President
Mrs. W. H. Hendricks.
Trustee
Wm. R. Smith Jr.
Trustee and Sec.
Geo. H. Blood
Trustee + Treas

STATE OF IDAHO }
COUNTY OF FRANKLIN } SS.

On this 23rd day of Dec., A.D. 1916, before me Jesse P. Rich, a Notary Public, personally appeared William R. Smith, Parley L. Smith, Mrs. W. H. Hendricks, Wm. R. Smith Jr. and Geo. H. Blood known to me to be the persons whose names are subscribed to and who executed 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 first above written.

Jesse P. Rich
Notary Public.

STATE OF UTAH }
COUNTY OF CACHE } SS.

On this 17th day of May, 1917, before me _____, a Notary Public, in and for the county of Cache, personally appeared _____,

and _____, 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

