

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, GEO. H. CURTIS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

MONONGAHELA-MOUNT WASHINGTON MINING CO.

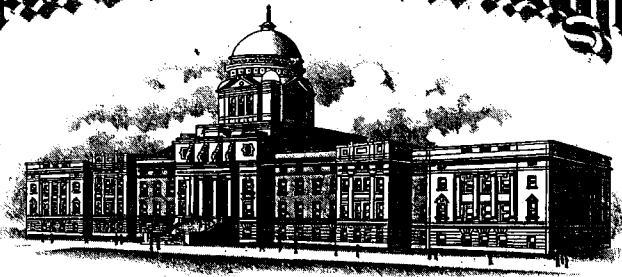
a corporation duly organized and existing under the laws of **Montana** has fully complied with Section 10 Article II of the Constitution, and with Sections 29-501 and 29-502, Idaho Code, Annotated, by filing in this office on the **Fifteenth** day of **June** 19**44**, a properly authenticated copy of its articles of incorporation, and on the **Fifteenth** day of **June** 19**44**, a designation of **Fred Senzinger** in the County of **Custer** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 29, Idaho Code, Annotated, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **Fifteenth** day of **June**, in the year of our Lord one thousand nine hundred **Forty-four**, and of the Independence of the United States of America the One Hundred **Sixty-eighth**.

Secretary of State.

Department of the Secretary of State



OF THE STATE OF MONTANA

I, Sam W. Mitchell, Secretary of State of the
State of Montana, do hereby certify that the annexed
is a full, true and correct copy of

ARTICLES OF INCORPORATION
OF
MONONGAHELA-MOUNT WASHINGTON MINING CO.

as received and filed in this office on the fourteenth
day of June A. D., 1939 at 10:45 o'clock A. M.



IN WITNESS WHEREOF, I have
hereunto set my hand and affixed
the Great Seal of the State of
Montana, at Helena, the Capital,
this third day of
June A. D., 1944.

Sam W. Mitchell
Secretary of State.

(d) To engage in a general chemical business, the assaying of ores and the treatment and reduction of ores, commercially for profit, and the manufacture and sale of chemicals.

(e) To construct and operate railroads, either electric, steam, or combustion power.

(f) To acquire, produce or otherwise, own, use, deal in, sell, assign, convey or otherwise obtain or dispose of patents, patent rights, and any and all kinds of copyrights, inventions, devices, and improvements.

(g) To acquire by purchase or otherwise, take, own, hold, deal in, assign, sell, transfer or otherwise dispose of its own capital stock and the stock of other incorporated companies and also bonds, negotiable instruments and other obligations and securities, with power vested in this corporation to endorse and guarantee any bonds, negotiable instruments and/or other obligations dealt in or sold by it, provided it is not the intention of this corporation to engage in an investment, surety, guarantee or banking business.

(h) To borrow money for the use and business purposes of the company and to give security therefor, for the purpose of raising the money necessary for the transaction of the business of the corporation or for the acquisition of property or the enlargement or extension of any of its enterprises.

(i) To execute bonds, debentures, promissory notes, or other evidence of indebtedness and to secure the same by mortgage or pledge against any or all of the property of the corporation, whether real, personal, or mixed.

(j) To acquire, buy, own, sell, exchange, deal in, lease, rent, manage and control all kinds of merchandise, personal property and real estate, whether situated in the State of Montana or elsewhere; and to carry on, conduct, and transact any kind of mercantile, commercial or industrial business.

(k) To buy, own, conduct, sell, exchange, deal in, lease, rent, manage and control hotels, stores or other places of business in connection therewith.

(l) To lay out, plan, develop, lease, purchase, deal in, sell, convey, mortgage or otherwise obtain townsites, villages, or lots or blocks, farm lands or other real estate and to mortgage or otherwise encumber the same.

(m) To engage in, carry on, conduct and operate a general manufacturing and contracting business and to enter into contracts for the purpose of all kinds of property, whether real, personal, or mixed, necessary to be used or deemed advantageous on the transaction of any of the lines of business authorized.

(n) To loan money for profit and to take and hold security therefor, and to do business on a commission basis.

(o) To sue and to be sued.

(p) To carry on and perform any acts or things in connection with the business and purposes of the corporation above outlined, which may be necessary to accomplish or carry on and promote such general business and purposes.

(q) The foregoing shall be considered both as business, powers, and purposes of the corporation; it being expressly provided, however, that the foregoing enumeration of the specific powers shall not be held to restrict the corporation in the performance of any act or thing required in the proper conduct of its business.

§. The place where the principal business of said corporation is to be conducted and where its principal office will be located is 141½ South Main Street, in the city of Helena, Lewis and Clark County, Montana.

4. The term for which this corporation is to exist is forty (40) years from and after the date of its incorporation, and for such further period of time as may be authorized by law.

5. The number of directors who shall manage the affairs of the corporation for the first three months and until their successors are elected and qualified, shall be three, whose names and residences are as follows: J. C. ARCHIBALD, Helena, Montana; LEE B. IVES, Helena, Montana; PAUL T. KELLER, Helena, Montana. Thereafter the number of its directors shall be five (5), who shall be elected as provided by law.

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6. The capital stock of the corporation shall consist of the following issues, to-wit:

- (a) Three Thousand (3,000) shares of common stock with a par value of One Dollar (\$1.00) per share.
- (b) Five Hundred -- (500) shares of preferred stock, six per cent (6%) cumulative, with a par value of One Hundred Dollars (\$100.00) per share.

The nature and extent of the preferences, rights, privileges and restrictions granted to or imposed upon the holders of the respective classes of stock are as follows, to-wit:

The voting rights and control of the property and conduct of business of the corporation and its holdings shall be vested in the common stock to the number and extent of shares held by each stockholder. All shares of stock shall be fully paid and nonassessable.

The preferred stock shall be entitled to receive from the surplus or net profits arising from the business of the corporation, a yearly dividend of Six Dollars (\$6.00) per share, payable semi-annually, on the second day of July and the second day of January in each year before any dividends shall be set apart or paid on the common stock. Should the surplus or net profits arising from the

business of the corporation prior to any dividend day be insufficient to pay the dividends on the preferred stock, such dividends shall be payable from future profits and no dividends shall at any time be paid on the common stock until the full amount of Six Dollars (\$6.00) per share per annum up to that time on all of the preferred stock shall have been paid or set apart.

In the event of a dissolution or winding up of the corporation, the holders of the preferred stock shall be entitled to be paid One Hundred Dollars (\$100.00) per share and unpaid accrued dividends before any amount shall be paid to the holders of the common stock.

On or after the first day of January, 1940, the corporation shall have the right from time to time to purchase, retain, retire or cancel any or all of the outstanding preferred stock of the corporation upon thirty (30) days' notice to the holder thereof, by paying to the holder the sum of One Hundred Five Dollars (\$105.00) per share, and said stock upon which the notice has been given to the last known address of such stockholders shall cease drawing dividends from that date.

7. The amount of the capital stock of the corporation which has been actually subscribed is three (3) shares of common stock, and the following are the names of the persons by whom the number of shares subscribed by each, to-wit:

NAME OF SUBSCRIBER

NUMBER OF SHARES

J. C. Archibald
Lee B. Ives
Paul T. Keller

1 Share
1 Share
1 Share

IN WITNESS WHEREOF, we have hereunto subscribed our names this
23rd day of June, 1939, A. D.

J. C. ARCHIBALD

~~/s/~~

LEE B. IVES

~~/s/~~

PAUL T. KELLER

~~/s/~~

STATE OF MONTANA)

County of Lewis and Clark)

ss.

On this 23rd day of June, 1939, before me, L. C. Henry, a Notary Public for the State of Montana, personally appeared J. C. Archibald, Lee B. Ives, and Paul T. Keller, known to me to be the persons whose names are subscribed to the foregoing instrument, acknowledged to me that they executed and each of them executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal the day and year first hereinabove written.

(Notarial Seal)

L. C. HENRY

~~/s/~~

Notary Public for State of Montana
Residing at Helena, Montana
My Commission expires June 19, 1941

ARTICLES OF INCORPORATION

OF

MONONGAHELA-MOUNT WASHINGTON MINING

COMPANY

State of Montana,)
) ss.
 County of Lewis & Clark.)

I hereby certify that the within instrument was filed in
 my office on this 3 day of June A. D. 1939 at 10 min. past
 11 o'clock A M.

_____ Records of Lewis & Clark County, State of
 Montana.

A. J. Duncan
 County Recorder.

By F. Bossler
 Deputy.

Fee, \$ _____

Recorder's Office)
 STATE OF MONTANA,) ss.
 County of Lewis and Clark.)

I, A. J. DUNCAN, County Clerk and Ex-Officio
 Recorder, in and for said County and State, hereby certify
 that the above and foregoing is a true, full and correct copy
 of Articles of Inc. of Monongahela-Mount Washington Mining Co.
 filed for record this 3 day of June, A. D., 1938.9

IN WITNESS WHEREOF, I hereunto set my hand and
 affix the seal of said County this 3rd day of
 June A. D., 1938.9

(SEAL)

A. J. Duncan
 County Clerk and Ex-Officio
 Recorder.

By F. Bossler
 Deputy.

Paul T. Keller
 Attorney-at-Law
 Galen Block
 Helena, Montana

48524

STATE OF MONTANA
DEPARTMENT OF SECRETARY OF STATE
FILED FOR RECORD

June 14 1939
AT 10:45 O'CLOCK A. M. AND
RECORDED IN VOLUME R-3
PAGE 39

Sam W. Mitchell H.L.G.
SECRETARY OF STATE.

BY _____
..... DEPUTY.

Fee \$56.00

Recorded by McDonald

Proofread by Gustine-Walker

OF

MONONGAHELA-MOUNT WASHINGTON MINING CO.

KNOW ALL MEN BY THESE PRESENTS: That we, J. C. ARCHIBALD, LEE B. IVES, and PAUL T. KELLER, all residents of the City of Helena, County of Lewis and Clark, State of Montana, do, by these presents, pursuant to and in full compliance with the laws of the State of Montana, associate ourselves together and adopt the following Articles of Incorporation for the purpose of creating a corporation.

1. The corporate name of said corporation is hereby declared to be:

Monongahela-Mount Washington Mining Co.

2. The business and purposes for which the corporation is formed are the transaction of a general industrial, mining, mechanical, mercantile, and commercial business, and in this connection to exercise and perform the following functions, to-wit:

(a) To own and operate mines, mills, and smelters and reduction works for the production and treatment of ore and minerals.

(b) To acquire by purchase, lease or contract, mines and mining claims, and to operate the same for production; or to lease, sell, or exchange, or contract for the lease, sale or exchange of any mining claims owned by the corporation or held by it under lease or option or contract of purchase.

(c) To locate mines, mining claims, mill sites and water rights, and to obtain patents to mining claims from the United States Government upon compliance with the law.