



Department of State.

CERTIFICATE OF INCORPORATION

IRA H. MASTERS
I, ~~KIRKWOOD PRICE~~ Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

"THE WERDENHOFF MINING COMPANY"

was filed in the office of the Secretary of State on the **Thirteenth** day
of **June** **A.D. One Thousand Nine Hundred Fifty-Two** and
duly recorded on Film No. **75** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 29-103, Idaho Code,
Annotated.

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
fifty years from the date hereof, with its registered office in this State located at
Big Creek in the County of **Valley**

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 **16th** day

of **June**, in the year of our Lord
one thousand nine hundred fifty-two,
and of the Independence of the United States of
America the **One Hundred Seventy-Sixth**

Secretary of State.

ARTICLES OF INCORPORATION

OF

THE WERDENHOFF MINING COMPANY

KNOW ALL MEN BY THESE PRESENTS: THAT WE, C. W. Mason of Big Creek, Valley County, Idaho; C. A. Terry and A. E. Nordi of Tacoma, Washington, desiring to form a corporation under the laws of the State of Idaho, do hereby associate ourselves together for said purpose, and file, acknowledge and adopt the following ARTICLES OF INCORPORATION:

ARTICLE -1-

The name of this corporation shall be "THE WERDENHOFF MINING COMPANY".

ARTICLE -2-

The names of the persons so hereby associating themselves for the purposes aforesaid are; C. W. Mason of Big Creek, Valley County, Idaho; C. A. Terry and A. E. Nordi of Tacoma, Washington; all of whom are residents of the states named, are of legal age and are citizens of the United States.

ARTICLE -3-

That the principal place of business of this corporation shall be at Big Creek, in the County of Valley, State of Idaho, at which place it shall maintain its registered office, and there may be such other subordinate and branch offices hereinafter established either within or without the State of Idaho as the Board of Directors of said Corporation may determine.

ARTICLE -4-

The general nature of the business to be transacted by this Corporation and the objects and purposes for which this Corporation is formed, are as follows:

To mine, mill, smelt, refine or otherwise treat all ores, minerals, fluids or deposits containing gold, silver, copper, lead, zinc, antimony, tungsten and the several other metals or non-metallic minerals, and to that end to buy, own, locate, hold, patent, lease, bond, mortgage, sell and convey real estate and mining claims with the improvements and developments thereon containing deposits, minerals ores and metals; to open up, develop and operate on such real estate and mining claims, mines containing such ores, minerals and metals; to build, equip operate and maintain mills, smelters and refineries for the treatment of such ores, minerals and metals; to buy, store, use, sell and deliver supplies, goods, ware and merchandise of every kind and nature required to maintain the said business;

to buy, procure, maintain, operate, sell and convey water rights and franchises, and to build, equip and operate ditches, pipe lines and construct power plants for the benefit of said Company; to procure franchises and rights of way, subject to the laws of the State, for roads, tramways and private railways, and to build, equip, maintain and operate roads, tramways and private railways, using whatever motive power may be convenient or desirable, and to transport thereon all products of the Company; to buy, procure, own, hold, use, sell and convey lumber, timber and timber lands, for the present and future wants of said Company; to build, equip, maintain, sell and convey store rooms, warehouses, dwelling houses and machine shops for the use of said Company; to own, hold, use, sell and convey such real estate and personal property as may be needed or desirable for the purposes of the Company and to do and perform whatever else may be necessary and proper, and to borrow and raise money, and to issue therefore its notes and bonds, (and) (or) other evidences of indebtedness, and to secure the same by pledge, deed, trust deed, mortgage or any other form of hypothecation of any or all of its property, both real and personal; to sell and convey all or any of the Company property, either real or personal; giving to the purchaser thereof as full and complete title as is possessed by this Company. To lease, buy, sell, use or hold, borrow on its own account and as agent, all such property, real or personal or mixed, as may be necessary, convenient or desired on the part of the Company in connection with any and all of its business; to lease or purchase, and deal in leases of mining property; to do any and all things hereinbefore set forth, and to the same extent and as fully as natural persons might do, and in any State or Territory of the United States of North America, and in Canada or in any of its Provinces, or in any other part of the world, and to do and perform whatever else may be necessary or desirable, for the accomplishment of the purposes aforesaid.

ARTICLE -5-

The Capital Stock of this Corporation shall be Two Million (\$2,000,000) Dollars, divided into Twenty Million (20,000,000) Shares of the par value of Ten Cents per each share. Said stock shall be fully paid and non-assessable as issued and all certificates of stock issued to any purchaser of stock of this Corporation shall have printed thereon the following words,

ARTICLE -5- (Concluded)

"This Stock is fully paid up and is non-assessable."

ARTICLE -6-

That of the Capital Stock of this Corporation, the following number of shares of the following par value, have been subscribed by the following named persons, To-wit:

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
C. W. Mason <u>C. W. Mason</u>	<u>9,700,000.</u>	<u>\$ 970.000.00</u>
C. A. Terry <u>C. A. Terry</u>	<u>50,000.</u>	<u>\$ 5,000.00</u>
A. E. Nordi <u>A. E. Nordi</u>	<u>50,000.</u>	<u>\$ 5,000.00</u>
J. Rex Parker <u>J. Rex Parker</u>	<u>50,000.</u>	<u>\$ 5,000.00</u>
Carl E. Harper <u>Carl E. Harper</u>	<u>50,000.</u>	<u>\$ 5,000.00</u>
Roger B. Muller <u>Roger B. Muller</u>	<u>50,000.</u>	<u>\$ 5,000.00</u>
Devoutson <u>Devoutson</u>	<u>150,000.</u>	<u>\$ 15,000.00</u>
R. L. Holmes <u>R. L. Holmes</u>	<u>50,000.</u>	<u>\$ 5,000.00</u>
A. Gran <u>A. Gran</u>	<u>50,000.</u>	<u>\$ 5,000.00</u>
Frank Ruffo <u>Frank Ruffo</u>	<u>50,000.</u>	<u>\$ 5,000.00</u>
Richard K. Ruffo <u>Richard K. Ruffo</u>	<u>50,000.</u>	<u>\$ 5,000.00</u>
J. Beogel <u>J. Beogel</u>	<u>50,000.</u>	<u>\$ 5,000.00</u>
Ray Thompson <u>Ray Thompson</u>	<u>9,700,000.</u>	<u>\$ 970.000.00</u>

ARTICLE -7-

That the government and management of the business of this Corporation shall be vested in a Board of five directors; and that three of these directors shall be and consist of C. W. Mason, C. A. Terry and A. E. Nordi, who shall hold their offices until as such their successors are elected and qualified. Two other directors may be selected from stockholders by the three directors above named, all to serve until at stockholders' meeting their successors are elected and qualified.

ARTICLE -8-

The Directors as well as the Stockholders, shall have the power to make such prudential by-laws as they may deem proper for the management of the Company, not inconsistent with the by-laws of the Company, and power is hereby conferred upon the Board of Directors, to by a two thirds vote of said Directors, to repeal and amend the by-laws and to adopt new by-laws.

ARTICLE -9-

Meeting of the Stockholders and meetings of the Directors may be held in such place or places, either within or without the State of Idaho as may be provided for in the By-Laws of the Corporation.

ARTICLE -10-

That the commencement of this Corporation shall be the day on which a copy of these Articles of Incorporation is filed in the office of the Secretary of State of the State of Idaho, and this Corporation shall continue for the term of fifty (50) years thereafter.

IN WITNESS WHEREOF, the said parties have hereunto set their hands and seals upon the dates specified in their sworn signatures and subscriptions to these Articles of Incorporation herein and hereunder appended.

C. W. Mason
(C. W. Mason)

C. A. Terry
(C. A. Terry)

A. E. Nordi
(A. E. Nordi)

STATE OF ~~Washington~~)
Idaho)
Valley) ss
County of ~~Blaine~~)

J. C. Reifer

I, J. C. Reifer, a Notary Public in and for the said State, do hereby certify that on this 10th day of May, 1952, personally before me appeared C. W. Mason, C. A. Terry and A. E. Nordi, whose signatures are appended herein subscribing to the within Articles of Incorporation of "THE WERDENHOFF MINING COMPANY" to me known to be the individuals described in and who executed the within instrument and each for himself and not one for the other acknowledged that he signed and sealed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

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

My Com. Expires 5-1-56

(4)

J. C. Reifer
Notary Public in and for the
State of ~~Washington~~ -
in ~~Blaine~~ County -

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STATE OF WASHINGTON)
) ss
County of Pierce)

On this eighth day of July, A. D. 1952, before me, H. J. Stone,
a Notary Public in and for the State of Washington, personally appeared
C. W. Mason of Big Creek, Valley County, Idaho, C. A. Terry and A. E.
Nordi of Tacoma, Pierce County, Washington, known to me to be the per-
sons whose names are subscribed hereunder, and being first duly sworn,
each for himself and not one for the other, deposes and says, That
he with others is one of the three incorporators of "THE WERDENHOFF
MINING COMPANY", an Idaho Corporation granted a certificate of incor-
poration by the State of Idaho thru Ira H. Masters its Secretary of
State effective June 16, 1952; and each for himself and not one for
the other, further deposes and says that "THE WERDENHOFF MINING COMPANY"
IS A NON*PRODUCTIVE MINING COMPANY AND DOES NOT EXPECT TO BE PRODUCING
FOR THE BALANCE OF THE FISCAL YEAR."

C. W. Mason
(C. W. Mason)

C. A. Terry
(C. A. Terry)

A. E. Nordi
(A. E. Nordi)

Subscribed and sworn to before me this eighth day of July, 1952 A.D.

H. J. Stone
(H. J. Stone)

Notary Public in and for
the State of Washington,
County of Pierce, residing
at Tacoma in said County.