

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, 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

**GALLAGHER CONSOLIDATED MINES, INC.**

was filed in the office of the Secretary of State on the **Twenty-fourth** day  
of **February** A. D. One Thousand Nine Hundred **Thirty-seven** and  
duly recorded in Book **A-30** 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 **perpetual**  
**existence**

from the date hereof, with its registered office in this State located at  
**Wallace** in the County of **Shoshone**.

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 **24th** day  
of **February**, in the year of our Lord  
one thousand nine hundred **Thirty-seven**,  
and of the Independence of the United States of  
America the One Hundred **Sixty-first**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
CALLAHAN CONSOLIDATED MINES, INC.

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify in writing:

I.

That the name of said corporation shall be CALLAHAN CONSOLIDATED MINES, INC.

II.

That the purposes for which said corporation is formed are to locate, buy, acquire, own, enter, lease, sell, convey and deal in mines, mining claims and mineral lands of every kind and nature and description; also to purchase, locate, or otherwise acquire, own, enter, or lease, sell and deal in millsites, water rights, and terminal facilities; to work, prospect, or develop mines and mineral lands of every nature or description, either for itself or for other companies, corporations or individuals upon such terms or for such remuneration as it shall deem fit and proper, and to accept, take and hold mineral lands of every nature or description, either as an entirety or any interest in the same; to hold, purchase, or otherwise acquire or be interested in, and to sell, assign, pledge, or otherwise dispose of, shares of the capital stock, bonds, or other evidences of debt issued or created by any other corporation, whether foreign or domestic, and whether now or hereafter organized; and while the holder of any such shares of stock, to exercise all the rights and privileges of ownership, including the right to vote thereon

to the same extent as a natural person might or could do; to do everything that may be necessary or proper in the conduct of its business in the way of locating, prospecting, developing, 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 the reducing of such ores and minerals to the most merchantable value, and in doing the same, to construct, build, buy, sell, own and operate all necessary mills, smelters, machinery, roads, railroads, tramways, ditches, flumes and such other property as shall be fit and necessary in carrying out the objects herein stated; to sell, buy, lease mines and mining property of all kinds and property of every kind, nature and description useful and necessary in operating and maintaining the same, and in reducing the ores and in refining the minerals taken therefrom upon commission, whether such commission be paid in money or otherwise; to erect buildings, operate sawmills, and engage in trade of every kind, both in stores and provisions, steam and other transportation, road building and engineering, freighting and carrying; to conduct a general mining, milling and smelting business; to purchase, secure, use, own and enjoy any and all franchises useful and beneficial for the prosecution of the business of this corporation; to exercise the right of eminent domain according to law, and condemn and acquire rights of way for tunnels, shafts, hoisting works, dumps, cuts, ditches, canals, reservoirs, storage basins, dams, roads, railroads and tramways incident, necessary, or convenient for the uses and purposes and objects of this corporation and to do all things incident to the general business of this corporation in the State of Idaho, in the other states and

territories of the United States and elsewhere that this corporation may desire or conclude to do business; to buy and sell ores, bullion, metals, minerals and concentrates, and all other materials and supplies, and to reduce ores and minerals for pay; to borrow money on its notes, bonds, and other obligations for the general purposes of this corporation, and to mortgage, pledge, and give in trust any and all of its property, real and personal, to secure the payment thereof; and finally to do and perform all other things that may be found necessary or convenient to carry out the objects of this corporation.

III.

That the duration of said corporation shall be perpetual.

IV.

That the registered office of the corporation in the State of Idaho is the City of Wallace, Shoshone County, State of Idaho, but branch offices may be established elsewhere, either within or without the State of Idaho.

V.

That the amount of capital stock of said corporation is \$350,000 divided into 3,500,000 shares of the par value of 10¢ per share.

VI.

That the business of said corporation shall be managed by a board of not less than three directors nor more than seven directors.

VII.

That the power to repeal and amend the by-laws of said corporation and adopt new by-laws is hereby conferred upon the directors.

VIII.

That the amount of capital stock of said corporation which has been actually subscribed is 1,500 shares, and the following is the name and post office address of each of the incorporators and a statement of the number of shares and par value of the shares actually subscribed by each:

<u>Name</u>	<u>Post-Office Address.</u>	<u>Number of Shares</u>	<u>Par Value</u>
Patrick C. Shine	Spokane, Wash.	500	\$50.00
Ralph Hove	Spokane, Wash.	500	\$50.00
Hugh H. Evans	Spokane, Wash.	500	\$50.00

IN WITNESS WHEREOF we have hereunto set our hands this 20th day of February, 1937.

*Patrick C. Shine*  
*Hugh H. Evans*  
*Ralph Hove*

State of Washington }  
County of Spokane } ss.

On this 20th day of February, 1937, before me, the undersigned, a Notary Public in and for the State aforesaid, personally appeared Patrick C. Shine, Ralph Hove, and Hugh H. Evans, personally known to me to be the individuals who signed the within and foregoing instrument and acknowledged to me that they executed the same.

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

*[Signature]*  
Notary Public in and for the  
State of Washington, residing  
at Spokane.