

ARTICLES OF INCORPORATION

OF THE "TRADE DOLLAR EXTENSION MINING COMPANY."

KNOW ALL MEN BY THESE PRESENTS:

That we, J. J. Corum, W. H. Clark, J. W. Kidwell, J. A. Largent, A. J. Davis and W. C. Orem, citizens of the United States, and residents of the State of Utah, being desirous of forming a company for the purpose hereinafter set fourth, do hereby pursuant to and in conformity with the Statutes of the State of Utah, voluntarily associate ourselves together and form a body corporate, and to that end we hereby agree and certify as follows:

I.

The name of this Corporation shall be "Trade Dollar Extension Mining Company."

II.

This Corporation is organized in Salt Lake City and County, State of Utah.

III.

The names of the corporators and their places of residence in full are as follows, to-wit:

J. J. Corum, Salt Lake City, Utah.
W. H. Clark, Salt Lake City, Utah.
J. W. Kidwell, Salt Lake City, Utah.
J. A. Largent, Salt Lake City, Utah.
W. C. Orem, Salt Lake City, Utah.
A. J. Davis, Salt Lake City, Utah.

IV.

The duration of time for which this Corporation is organized shall be one hundred (100) years.

V.

The business of said corporation is, and shall continue to be as follows:

To purchase or otherwise acquire, own, hold, rent, mine, develop, improve, deal in, lease, sell, convey, or otherwise dispose of mines and mineral lands; and to purchase, or otherwise acquire, construct, own, hold,

rent, use, operate, deal in, lease, sell, convey, or otherwise dispose of mills, smelters, and refineries of whatsoever name or description, for the reduction or concentration of ores or minerals; and to purchase and otherwise acquire, construct, hold, rent, use, operate, deal in, lease, sell, convey, or otherwise dispose of the necessary tramways, tracks, or other means of transportation of ores from mine to mill, smelter or railway points; also to purchase or otherwise acquire, construct, own, hold, rent, use, operate in, lease, sell, convey, or otherwise dispose of water rights or water works, and generally to do all such things as may be convenient in carrying on general mining and milling business in any way, and in all of its branches, and to acquire, buy and sell stocks of this and other corporations or companies.

To borrow money for the business of the company, and to give security therefore, and for the purpose of raising money necessary for the transaction of the business of this Corporation or the acquisition of property, to execute bonds, debentures, promissory notes, or other evidences of indebtedness, and to secure the same by mortgage or pledge of all or any part of the property of the Corporation real or personal.

VI.

The place of the general business of this Corporation shall be and remain at Salt Lake City, Utah, but the Directors may establish branch offices or place of business where ever they think for the interest of the Company, at which branch office any business which does not require a meeting of the stockholders may be transacted.

VII.

The amount of the capital stock of said Corporation shall be Five Hundred Thousand (\$500,000) Dollars, divided into Five Hundred Thousand (500,00) shares, of the par or face value of One Dollar (\$1.00) each.

VIII.

Two Hundred and Fifty Thousand (250,000) shares of the capital stock of said Corporation is hereby set aside as Treasury stock, which stock belongs to the Corporation, and shall be sold or disposed of only by the Board of Directors at such times and in such amounts, and for such prices

as the Board of Directors may think for the best interests of the Corporation. The remainder of the capital stock is subscribed for by the following named parties in the amounts set opposite their respective names:

J. J. Corum, 1,000 shares.

W. H. Clark, 50,000 shares.

J. W. Kidwell, 50,000 shares.

J. A. Largent, 50,000 shares.

W. C. Orem, 49,000 shares.

A. J. Davis, 50,000 shares.

IX.

The officers of this Corporation shall consist of a Board of five (5) Directors, of whom three shall be a quorum, a President, Vice President, Secretary and Treasurer.

The Directors shall have power to create such further and additional officers as they may deem necessary for the good of the Corporation.

The same person may hold the office of Secretary and Treasurer.

To be a Director, President, Vice President, or Treasurer, one must be the owner of one hundred (100) shares of stock in the Company.

The Board of Directors shall be elected by a majority vote of all stock represented at the annual meeting of the stockholders, and all other officers of the Corporation shall be elected by a majority vote of the Board of Directors at its first or any subsequent meeting after its election.

Unless sooner removed or disqualified, all officers shall hold their offices after election and qualification, until the next annual meeting of the stockholders, and until their successors are elected and qualified.

X.

The annual meeting of said Corporation for the election of Directors, and for the transaction of any such other business as shall lawfully come before it, shall be held at three o'clock P. M. on the third Tuesday in January in each year at Salt Lake City, Utah, at the general office of said Corporation. A representation of a majority of the capital stock of said corporation shall be necessary to legally hold said meeting, and all

stockholders' meetings of said Corporation, either general or special. The Directors of said Corporation shall be elected by ballot. Each stockholder shall be entitled to as many votes as he or she holds shares of capital stock and representation by proxy, duly appointed shall be allowed at all meetings of the stockholders of said Corporation, either general or special. The first meeting of the stockholders of said Corporation for the election of officers, and other purposes as above provided, shall be held, and the first election of Directors had at the office of said Corporation in said Salt Lake City, Utah, at three o'clock P. M. on the third Tuesday in January, 1904. It is hereby provided that a failure to hold said last named meeting, or general meeting of the stockholders of said Corporation at the day appointed for the same, shall not forfeit or in any interfere with the corporate rights acquired under this agreement, but any such meeting may be held at any subsequent time upon giving notice by publication thereof, at least once a week for four weeks in a paper published in Salt Lake City, Utah, having a general circulation. The Secretary shall, or in case of his failure, any other officer of said Corporation may give four weeks previous notice of all annual stockholders' meetings by publication thereof *and of all special stockholders' meetings by publication thereof in the same manner* as aforesaid but specifying the purpose or purposes for which said special meeting is called.

XI.

Until the first annual meeting of the stockholders, and until their successors are duly elected and qualified, the following persons shall be officers of the Corporation, to-wit:

- J. J. Corum, President and Director.
- J. W. Kidwell, Vice President and Director.
- W. H. Clark, Treasurer and Director.
- J. A. Largent, Director.
- W. C. Grem, Director.
- G. F. Clark, Secretary.

XII.

The private property of the stockholders of the Corporation shall not be liable for its obligations.

XIII.

Said Corporation shall, and hereby does purchase, take, receive and hold the following described mining property with appurtenances, privileges and franchises subject to an indebtedness of Fifty Thousand (\$50,000) Dollars, which said Corporation shall assume and agree to pay, to-wit: The True Blue, Palmer, Washington, Eclipse, North Extension Humboldt, Kentucky, Eagle and Joseph Mining Claims, situated in the Carson Mining District, Owyhee County, Idaho, in full payment of, and for all of the shares of the capital stock of said Corporation, to-wit: Five Hundred Thousand (500,000) shares. Said property is reasonably worth Five Hundred and Fifty Thousand (550,000) Dollars.

XIV.

The capital stock of said Corporation is expressly made assessable.

XV.

The Board of Directors shall have the power and authority to sell and dispose of all of the property of the Corporation, or to exchange the same for the property or capital stock of other Corporations upon previous authorization or subsequent ratification of the stockholders owning of record two-thirds of the issued and outstanding capital stock at any annual meeting of the stockholders, or at any special meeting of the stockholders called for that purpose.

J. J. Corum

J. W. Kidwell

W. C. Orem

J. A. Largent

W. H. Clark

A. J. Davis

State of Utah, :
County of Salt Lake. :--ss.
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On the 22 day of Jan., A. D., 1903, personally appeared before me J. J. Corum, J. W. Kidwell and W. C. Orem, three of the signers of the above Articles of Incorporation, each of whom duly acknowledge to me that he executed the same.

(SEAL)

F. M. Orem,

Notary Public.

State of Utah, :
 :--ss.
 County of Salt Lake. :

J. J. Corum, J. W. Kidwell and W. C. Orem, each being duly sworn says: That it is their bonafide intention to commence and carry on the business mentioned in the foregoing Articles of Incorporation of the "Trade Dollar Extension Mining Company"; that each of said affiants verily believe that the entire capital stock has been fully paid up.

J. J. Corum

J. W. Kidwell

W. C. Orem

Subscribed and sworn to before me this 22 day of Jan., 1903.

E. H. Orem,

(SEAL)

Notary Public.

State of Utah, :
 :--ss.
 County of Salt Lake. :

I, John James, County Clerk in and for the County of Salt Lake, State of Utah, do hereby certify that the foregoing is a full, true and correct copy of the Articles of Incorporation and Oath and Acknowledgment of Incorporators of "Trade Dollar Extension Mining Company" as appears of record in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 26th day of January, 1903.

John James, County Clerk.

(SEAL)

By J. U. Eldredge, Jr., Deputy Clerk.

State of Utah, :
 :--ss.
 County of Salt Lake. :

I, John James, County Clerk in and for the County of Salt Lake, State of Utah, do hereby certify that the "Trade Dollar Extension Mining Company" has duly filed in my office the Agreement of Incorporation, duly acknowledged, together with the oath of the incorporators and oath of office of each officer, as required by Chapter I of Title II, Revised Statutes of Utah.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 26th day of January, 1903.

(SEAL)

John Jones, County Clerk.

By J. U. Eldredge, Jr., Deputy Clerk.

State of Utah,

Office of the Secretary of State.

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I, James T. Hammond, Secretary of State of the State of Utah, do hereby certify that the foregoing is a full, true and correct copy of Certified Copy of Articles of Incorporation of the "Trade Dollar Extension Mining Company", filed in my office January 26th, 1903, as appears on file in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Utah, this 29th day of April, A.D., 1903.

(SEAL)

J. T. Hammond,

Secretary of State.

INDORSEMENTS---Filed May 2nd, 1903, at 3 o'clock P. M., at request of A. F. Stevens.

J. S. St Clair,

Ex-officio Recorder.

Recorded in Book 1 Articles of Incorporation, page 136, of the records of Owyhee County, Idaho.

State of Idaho,

County of Owyhee.

:--ss.

I, J. S. St Clair, Ex-officio Recorder in and for said County and State, do hereby certify that the above and foregoing is a full, true and correct copy of certified copy of Articles of Incorporation of the "Trade Dollar Extension Mining Company" as the same appears on file in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 4th day of May, A. D., 1903.



J. S. St Clair
Ex-officio Recorder.