

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

#### MURPHY HOT SPRINGS LAND CORPORATION

a corporation duly organized and existing under the laws of **Nevada** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twentieth** day of **March** 19**61**, a properly authenticated copy of its articles of incorporation, and on the **Twentieth** day of **March** 19**61**, a designation of **Charles Janacek** in the County of **Owyhee** 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 30, Idaho Code, 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 **20th** day of **March**, A.D. 19**61**.

Secretary of State.

THE STATE OF NEVADA  
  
DEPARTMENT OF STATE

I, JOHN KOONTZ, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original Articles of Incorporation of

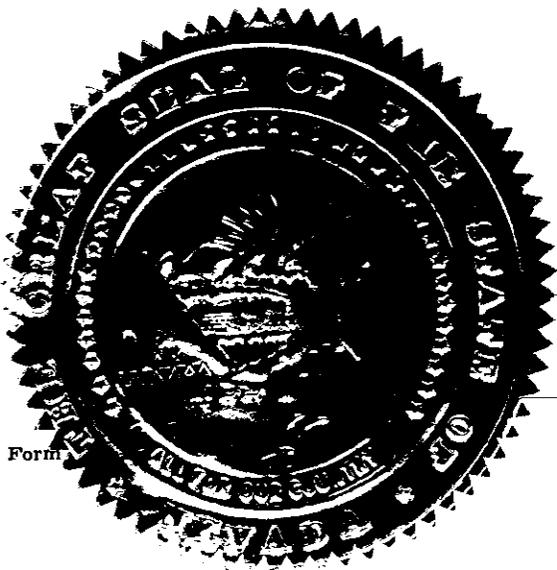
BASIC MINERALS, INC.

And Amendment changing name to

BENJO MINERALS, INC.

as the same appears on file and of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this 20TH day of FEBRUARY A. D. 19 61



Form

 563

Deputy

  
Secretary of State

ARTICLES OF INCORPORATION

OF

BASIC MINERALS, INC.

KNOW ALL MEN BY THESE PRESENTS:- That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and by virtue of the General Corporation Law of the State of Nevada, and all acts amendatory thereof or additional thereto, and we hereby certify:

FIRST: That the name of this corporation shall be

BASIC MINERALS, INC.

SECOND: That the place where its principal office is to be located is 710 South Fourth Street, City of Las Vegas, County of Clark, State of Nevada, but this corporation may maintain an office in such other place or places as may be from time to time fixed by its Board of Directors, or as may be fixed by the By-Laws of said corporation.

THIRD: That the objects and purposes for which this corporation is formed and the nature of the business proposed to be transacted, promoted, or carried on by said corporation are:

To search for, prospect and explore for ores and minerals and to locate mining claims, grounds or lodes, in the United States of America, or in the territories thereof, or in foreign countries, and record the same pursuant to the mining laws of the said United States or other countries; to bore, drill, prospect for and mine gold, silver, copper, lead, zinc, iron, tin, asbestos, sulphur, uranium, rare earths, and all kinds of ores, metals, minerals, precious stones, and coal, and to mill, convert, prepare, process for market, and otherwise produce and deal in same and in the products and by-products thereof;

To carry on the business of mining, milling, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying, selling, exchanging, and otherwise producing and dealing in all kinds and types of minerals, rare and otherwise, and in the products and by-products thereof, and by whatever process the same can be or may be hereinafter produced and generally and without limit as to amount; to buy, sell, exchange, lease, mortgage, hypothecate, acquire, deal in lands, mines and minerals, rights and claims, and in the above specified products, to conduct all businesses appurtenant thereto, and to carry on the business of mining, milling, processing, refining, and smelting, in all of its branches;

To construct, build, operate and maintain buildings, workshops, laboratories, machinery, power plants, saw mills, stores and warehouses; to acquire by grant, purchase, or otherwise, any property or privileges from any Government or from any authority, individual, corporation, municipal or otherwise, and to perform and fulfill the conditions thereof;

To construct, carry out, maintain, improve, equip, manage, control, and superintend any roads, ways, railways, tramways, bridges, reservoirs, water courses, aqueducts, wharves, docks, bulkheads, furnaces, mills, crushing, concentrating and smelting works, hydraulic works, factories, dwelling houses, and warehouses; to purchase vessels or other means of transportation, except railroads other than private railroads, and equip and operate the same as required for the uses and purposes of the corporation, and also to do any other acts and things relating to mining, and the corporation business in general;

To remunerate any person or corporation for services rendered or to be rendered, in placing or assisting to place, or guaranteeing the placing of, any of the shares of the corporation's capital stock, debentures, or other securities of the corporation, or in or about the formation or promotion of the corporation or the conduct of its business;

To own, operate, maintain, manage, equip, improve, repair, alter, and otherwise deal with, use and enjoy, to invent, design, develop, assemble, build, construct, fabricate, manufacture, buy, import, export, lease as lessor, and otherwise acquire, to mortgage, deed in trust, pledge, and otherwise encumber, and to sell and otherwise dispose of goods, wares, merchandise, and personal property, of every kind, sort, nature and description;

To acquire the good will, business, property and assets of, and to assume or undertake the whole or any part of the liabilities of, any person, firm, association, corporation or organization;

To make and enter into all kinds of contracts, agreements and obligations, by or with any person, corporation or association for the purchasing, acquiring, holding, manufacturing, selling or otherwise disposing of, either as principal or agent, upon commission or otherwise, goods, wares, and merchandise, and any article of personal property whatsoever and generally with full power to perform any and all acts proper or necessary for carrying out the purposes of the corporation's business;

To acquire by purchase or otherwise own, hold, buy, convey, sell, lease, mortgage or encumber real estate or all other types of property, personal or mixed, and to do all and everything necessary, suitable, or convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated;

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock of, or any bonds, securities, or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Nevada, or any other state, country, or government, and while the owner thereof to exercise all the powers and privileges of ownership;

To finance the business affairs of the corporation, and to give power to borrow money, issue bonds, debentures, or other securities of the corporation from time to time, and to mortgage, pledge, or otherwise encumber the same by mortgage, pledge, deeds of trust, or otherwise;

To purchase, hold, sell, and transfer the shares of the corporation's capital stock, provided it shall not use its funds or property

the purchase of its own shares of capital stock when such use will cause any impairment of its capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly;

To have one or more offices, to carry on all or any of its operations and businesses and without restraint or restriction or limit in any of the states, districts, territories, or colonies of the United States, and all foreign countries, subject to the laws of such states, districts, territories, colonies, or countries;

IN GENERAL, to carry on any other business in connection with the foregoing, whether manufacturing, processing, or otherwise, and to have and exercise all the powers conferred by the laws of the State of Nevada upon corporations formed under the Act heretofore referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do;

To do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate of Articles of Incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in the certificate of Articles of Incorporation, or any amendment thereof;

The foregoing statements shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation, but shall be regarded as independent purposes.

FOURTH: That the total authorized capital stock of this corporation shall be and is One Million Dollars (\$1,000,000.00) divided into One Million Shares (1,000,000), having a par value of One Dollar (\$1.00), each share fully paid and non-assessable.

FIFTH: That the names and addresses of each of the original incorporators, residents of Nevada, are as follows:

<u>NAMES</u>	<u>POST-OFFICE ADDRESSES</u>
David Colliwater	109 South Third Street, Las Vegas, Nevada
Marion V. Talley	433 North Thirteenth Street, Las Vegas, Nevada
William D. Lane	210 South Fourth Street, Las Vegas, Nevada

SIXTH: That the period of the existence of this corporation shall be unlimited.

SEVENTH: That the members of the governing board of this corporation shall be styled directors, and the number of directors may, from time to time, be increased or decreased in such manner as shall be provided in the By-Laws of this corporation, provided the number shall not be reduced to less than three (3). In case of any increase in the number of directors, the additional directors may be elected by the directors, or by the stockholders at an annual or special meeting as shall be provided in the By-Laws.

That the names and post-office addresses of the first Board of three Directors are as follows:

<u>NAMES</u>	<u>POST-OFFICE ADDRESSES</u>
David Goldwater	109 South Third Street, Las Vegas, Nevada
Marion V. Talley	433 North Thirteenth Street, Las Vegas, Nevada
Lillian D. Lane	710 South Fourth Street, Las Vegas, Nevada

EIGHTH: That the capital stock of the corporation shall not be subject to assessment.

That the private property of the stockholders, directors and officers shall not be subject to the payment of corporation debts to any extent whatever.

NINTH: In furtherance and not in limitation of the powers conferred by statutes, the Board of Directors are expressly authorized:

To hold their meetings, to have one or more offices, and to keep the books of the corporation, except as otherwise specifically provided by the laws of the State of Nevada, within or without the State of Nevada, at such places as may be from time to time designated by them.

To determine from time to time whether, and, if allowed, under what conditions and regulations the accounts and books of the corporation (other than the books required by law to be kept at the principal office of the corporation in Nevada) or any of them, shall be open to the inspection of stockholders, and the stockholders' rights in this respect are and shall be restricted or limited accordingly.

To make, alter, and amend the By-Laws of the corporation in conformity with By-Laws passed by the stockholders; to fix the amount to be reserved as working capital; and to fix the times for the declaration and payment of dividends; to authorize and cause to be executed, mortgages and liens upon the real and personal property of the corporation.

With the consent in writing or pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, at an annual meeting of the stockholders or at a special meeting of the stockholders duly called for that purpose, to sell, assign, transfer, or otherwise dispose of the property of the corporation as an entirety.

In order to promote the interests of the corporation and to encourage the utilization of the corporation's land, personal and all other property, to sell, assign, transfer, lease, and in any lawful manner dispose of such portions of said property as the Board of Directors shall deem advisable, and to use and apply the funds received in payment therefor to the surplus account for the benefit of the corporation, or the payment of dividends or otherwise; provided that a majority of the whole Board concur therein, and further provided that the capital stock shall not be redeemed except in accordance with the laws of the State of Nevada.



ARTICLES OF INCORPORATION

OF

BASIL MINERALS, INC.

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FILED AT THE REQUEST OF

LAS VEGAS INCORPORATING COMPANY

LAS VEGAS, NEVADA.

JUNE 27, 1958  
(DATE)

JOHN KOONTZ, SECRETARY OF STATE

BY John Koontz  
DEPUTY SECRETARY OF STATE

No. 592-1958

FILING FEE \$ 150.00

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

BASIC MINERALS, INC., a corporation of the State of Nevada, by its President and its Secretary, does hereby certify:

1. That the Board of Directors of said corporation at a meeting duly convened and held on the 15th day of July, 1958, passed a resolution declaring that the following change and amendment in the Articles of Incorporation is advisable:

RESOLVED, that the FIRST Article of said Articles of Incorporation be amended to read as follows:

"FIRST: That the name of this corporation shall be  
BENJO MINERALS, INC. "

2. That, thereupon a special meeting of the stockholders of the corporation was called as provided by the By-Laws of the corporation and the General Corporation Laws of the State of Nevada to consider the said aforementioned amendment to the Articles of Incorporation, and, that all stockholders entitled to vote at said meeting were duly notified in writing as to the purpose, place and time of said meeting.

3. That the said special meeting of stockholders was held on the 28th day of July, 1958, and, that at said meeting all of the stockholders entitled to vote were present at the meeting.

4. That at said special meeting of stockholders the following resolution was duly moved, seconded and unanimously adopted:

RESOLVED, that the FIRST Article of Articles of Incorporation of BASIC MINERALS, INC., be amended to read as follows:

"That the name of this corporation shall be: BENJO MINERALS, INC."

IN WITNESS WHEREOF, the said BASIC MINERALS, INC., a corporation of the State of Nevada, has caused this certificate to be signed by its President and its Secretary and its corporate seal to be affixed hereto this 11 day of August, 1958.

BASIC MINERALS, INC.

*William J. Heston* PRESIDENT

*William J. Heston* SECRETARY

STATE OF CALIFORNIA                    )  
  )  SS.  
COUNTY OF SAN BERNARDINO            )

On this 11 day of August, 1958, personally appeared before me, the undersigned Notary Public in and for the County of San Bernardino, State of California, WILLIAM J. JOHNSTONE and JOHN A. DELATORE, known to me to be, respectively, the President and Secretary of BASIC MINERALS, INC., a corporation of the State of Nevada, who executed the foregoing instrument on behalf of said corporation, and upon oath, did depose and say that he, the said William J. Johnstone is the President, and that he, John A. Delatore, is the Secretary, of said corporation; that they are acquainted with the seal of said corporation and that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that the signatures to the foregoing instrument were made by them, officers of the said corporation, as indicated after their respective signatures; that the said corporation executed the foregoing instrument freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in the City of Victorville, County of San Bernardino, State of California, the day and year in this certificate first above written.

\_\_\_\_\_  
Notary Public

My Commission expires on the  
\_\_\_\_\_ day of \_\_\_\_\_, 19\_\_.

CERTIFICATE OF AMENDMENT OF

ARTICLES OF INCORPORATION

OF

BASIC MINERALS, INC.

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FILED AT THE REQUEST OF

Las Vegas, Incorporating company  
710 South Fourth St.,  
Las Vegas, Nevada.

September 8, 1958  
(DATE)

JOHN KOORTZ, SECRETARY OF STATE

BY *John Koortz*  
SECRETARY OF STATE

No. 592-58

FILING FEE \$            No. Fee           

314

Note: - no filing fee charged because the name given in error for the original Art.

THE STATE OF NEVADA  
  
DEPARTMENT OF STATE

I, JOHN KOONTZ, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original certificate of Amendment of Articles of Incorporation of

BENJO MINERALS, INC.

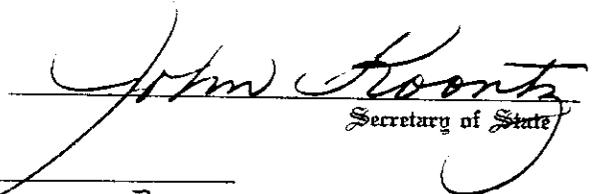
Changing name to

MURPHY HOT SPRINGS LAND CORPORATION

as the same appears on file and of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand  
and affixed the Great Seal of State, at my office  
in Carson City, Nevada, this 15TH day  
of FEBRUARY A. D. 19 61



  
Secretary of State

Deputy

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
BENJO MINERALS, INC.

BENJO MINERALS, INC., a corporation of the State of Nevada, by its President and its Secretary, does hereby certify:

1. That the Board of Directors of said corporation at a meeting duly convened and held on the 25th day of January, 1961, passed a resolution declaring that the following change and amendment in the Articles of Incorporation is advisable:

RESOLVED, that the FIRST Article of said Articles of Incorporation be amended to read as follows:

"FIRST: That the name of this corporation shall be MURPHY HOT SPRINGS LAND CORPORATION. "

2. That thereupon a special meeting of the stockholders of the corporation was called as provided by the By-Laws of the corporation and the General Corporation Laws of the State of Nevada to consider the said aforementioned amendment to the Articles of Incorporation and that all stockholders entitled to vote at said meeting were duly notified in writing as to the purpose, place and time of said meeting.

3. That the said special meeting of stockholders was held on the 8th day of February, 1961, and that at said meeting all of the stockholders entitled to vote were present.

4. That at said special meeting of stockholders the following resolution was duly moved, seconded and unanimously adopted:

RESOLVED, that the FIRST Article of Articles of Incorporation of BENJO MINERALS, INC. be amended to read as follows:

"FIRST: That the name of this corporation shall be  
MURPHY HOT SPRINGS LAND CORPORATION. "

IN WITNESS WHEREOF, the said BENJO MINERALS, INC., a  
corporation of the State of Nevada, has caused this certificate  
to be signed by its President and its Secretary, and its cor-  
porate seal to be affixed hereto this 10th day of February, 1961.

BENJO MINERALS, INC.

William J. Johnson  
President

John A. DeLaTorre  
Secretary

(SEAL)

STATE OF CALIFORNIA                    )  
COUNTY OF SAN BERNARDINO        ) ss.

On this 10th day of February, 1961, personally appeared before me, the undersigned Notary Public in and for the County of San Bernardino, State of California, WILLIAM J. JOHNSTONE and JOHN A. DELATORE, known to me to be, respectively, the President and Secretary of BENJO MINERALS, INC., a corporation of the State of Nevada, who executed the foregoing instrument on behalf of said corporation, and upon oath did depose and say that he, the said WILLIAM J. JOHNSTONE is the President, and that he, JOHN A. DELATORE, is the Secretary of said corporation; that they are acquainted with the seal of said corporation and that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that the signatures to the foregoing instrument were made by them, officers of the said corporation, as indicated after their respective signatures; that the said corporation executed the foregoing instrument freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in the Town of Victorville, County of San Bernardino, State of California, the day and year in this certificate first above written.

  
Notary Public in and for said County  
and State.

My Commission Expires on

June 30, 1962