

State of Idaho



Department of State.

I, FRED E. LUKENS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State, do hereby certify that the.....

SOLAR DEVELOPMENT COMPANY LIMITED

a corporation duly organized and existing under the laws of the..... Dominion
of..... Canada..... has fully complied with Section 10 of Article
XI of the Constitution, and with Sections 4772 and 4773 of the Idaho Compiled Statutes,
by filing in this office on the fourteenth day of..... September....., 19²⁸
a properly authenticated copy of its articles of incorporation, and on the fourteenth day
of..... September....., 19²⁸, a certificate of appointment of.....

T. Ward Arney..... in the County of..... Kootenai
State of Idaho, as 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 this State, as con-
tained in Chapter 187 of the Idaho Compiled Statutes, 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..... fourteenth
day of..... September....., in the year of
our Lord one thousand nine hundred and
twenty-eight....., and of the Independence
of the United States of America the One Hun-
dred and..... fifty-third.....

Secretary of State.

C A N A D A

LETTERS PATENT
INCORPORATING
"SOLAR DEVELOP-
MENT COMPANY
LIMITED

Dated 12th June
1928

Recorded 22nd

June 1928

G. R. Shibley
Acting Dep.
Registrar General
of Canada

BY THE HONOURABLE FERNAND RINFRET

Secretary of State of Canada.

To all to whom these presents shall come, or
whom the same may in anywise concern,--

GREETING;

WHEREAS in and by the first part of
Chapter 27 of the Revised Statutes of Canada,
1927, known as "The Companies Act," it is
amongst other things in effect enacted that
the Secretary of State of Canada may, by

Letters Patent under his seal of office, grant a charter to any
number of persons, not less than five, who having complied with
the requirements of the said Act, apply therefor, constituting
such persons and others who thereafter become shareholders in
the company thereby created, a body corporate and politic for
any of the purposes or objects to which the legislative authority
of the Parliament of Canada extends, except the construction and
working of railways or of telegraph or telephone lines, the business
of banking, the issue of paper money, the business of insurance,
the business of a loan company or the business of a trust company,
upon the applicants therefor establishing to the satisfaction of
the Secretary of State due compliance with the several conditions
and terms in and by the said Act set forth and thereby made condi-
tions precedent to the granting of such charter.

AND WHEREAS GEORGE MEREDITH HUYCKE, NORMAN EMMANUEL
STRICKLAND, and ROBERT GOWAN FERGUSON, Barristers-at-law, GEORGE
EVANS ATWOOD, Accountant, and MALCOLM WALLACE McCUTCHEON, Student-
at-law, all of the City of Toronto, in the Province of Ontario,
have made application for a charter under the said Act, constitu-
ting them and such others as may become shareholders in the Company

thereby created a body corporate and politic, under the name of
SOLAR DEVELOPMENT COMPANY LIMITED

for the purposes hereinafter mentioned, and have satisfactorily established the sufficiency of all proceedings required by the said Act to be taken, and the truth and sufficiency of all facts required to be established previous to the granting of such Letters Patent, and have filed in the Department of the Secretary of State a duplicate of the Memorandum of Agreement executed by the said applicants in conformity with the provisions of the said Act.

NOW KNOW YE that I, the said FERNAND RINFRET Secretary of State of Canada, under the authority of the hereinbefore in part recited Act, do by these Letters Patent, constitute the said GEORGE MEREDITH HUYCKE, NORMAN EMMANUEL STRICKLAND, ROBERT GOWAN FERGUSON, GEORGE EVANS ATWOOD and MALCOLM WALLACE McCUTCHEON, and all others who may become shareholders in the said company, a body corporate and politic, by the name of

SOLAR DEVELOPMENT COMPANY LIMITED

with all the rights and powers given by the said Act and for the following purposes and objects namely:

To search for and to recover and win from the earth, copper, zinc, gold, silver, iron, manganese, lead, coal, platinum, palladium, sodium, salt, sulphur, carbon, chemicals, quartz, metals, minerals and mineral substances and reagents of all kinds and any ores containing any of the same, and to explore, prospect, mine, quarry, bore, sink wells, construct works or otherwise proceed as may be necessary; to produce, manufacture, purchase, acquire, smelt, reduce, refine, store, make marketable, distribute, sell, dispose of and deal in copper, zinc, gold, silver, iron, steel, manganese, lead, coal, coke, platinum, palladium, sodium, salt, sulphur, carbon, chemicals, quartz, metals, minerals and any ore containing any of the same and mineral substances, and reagents and all or any products and by-products thereof; and to produce, own lease, locate or otherwise acquire, occupy, use, develop, manage,

operate, license, sell, hire, exchange, promote, construct, manufacture and/or deal in and contract with reference to mineral lands or interests in mineral lands, mines, quarries, wells, leases, privileges, licenses, concessions, and rights of all kinds, covering, relating to or containing or believed to cover, relate to or contain any of the above and other ores and mineral substances of any and every kind and other products of the earth; and generally to carry on the business of smelting, mining, refining and general exploration and development of mining properties.

The operations of the company to be carried on throughout the Dominion of Canada and elsewhere.

The place within the Dominion of Canada which is to be the chief place of business of the said company, is the City of Montreal, in the province of Quebec.

The Capital

The capital stock of the said company shall consist of five hundred (500) shares without nominal or par value, subject to the increase of such capital stock under the provisions of the said Act, provided, however, that the said shares may be issued and allotted from time to time in such manner and in such proportion as the Directors of the Company may deem proper for the benefit of the Company and for such consideration as may be fixed by the Board of Directors of the Company from time to time.

And it is hereby ordained and declared that for the amount of any dividend which the Directors may lawfully declare payable, in money, they may declare a stock dividend and issue therefor shares of the company as fully paid or partly paid, or may credit the amount of such dividend on the shares of the company already issued but not fully paid and the liability of the holders of such shares shall be reduced by the amount of such dividend.

And it is further ordained and declared that the

company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares of the company, provided, however, that such commission shall not exceed twenty-five (25%) per cent of the amount realized therefrom.

And it is further ordained and declared that the company shall have the power to issue share warrants under the following conditions:-

First: The share warrants shall be issued upon such request, the compliance of such conditions, the execution of such

documents
documents, the surrender of such certificates, the filing of such evidence and the payment of such fee as the directors may from time to time determine;

Second: The share warrants shall be under the Seal of the Company and shall be in such language and form as the Directors may from time to time determine. They shall be issued in such denominations as the Directors may from time to time determine;

Third: There may be attached to the share warrants, coupons payable to bearer, for dividends or other rights upon or in connection with the shares in question. The form and number of said coupons and the arrangements for the issue of fresh coupons upon the exhaustion thereof shall be as the Directors may from time to time determine;

Fourth: The coupon shall not contain any statement of the amount payable in respect thereof nor of the date of such payment, but shall be identified by number, and upon any dividend being declared or other rights being offered to the shareholders the Directors shall make provision in such manner as they shall from time to time think fit, for the payment of such dividend

to or the exercise of such rights by the bearer of the proper coupon;

Fifth: The Directors may from time to time make such provisions as they may think fit for due proof by the bearer of a share warrant of his position as such, prior to his exercise of the rights of a shareholder by signing a requisition or waiver or casting a vote or otherwise including provisions for the deposit of the share warrant for a stated time. No more than one person shall be recognized as a shareholder in respect of any share warrant;

Sixth: If a share warrant or coupon be worn out, defaced, lost or destroyed, the Directors may issue another share warrant or coupon in its stead upon such terms as to evidence, indemnity or otherwise and upon payment of such fees as they in their absolute discretion may determine;

Seventh: The bearer of a share warrant shall be deemed to be a shareholder of the company for all purposes and to the full extent, subject always to the provisions of the Companies Act and amendments and to the By-laws of the company;

Eighth: The company may from time to time by by-law enact, repeal, amend or re-enact regulations with regard to share warrants not inconsistent with the Companies Act or amendments or with these letters patent;

Ninth: The holder of a share warrant shall be subject to the regulations for the time being in force whether made before or after the issue of such warrant.

And it is further ordained and declared that, if authorized by by-law, sanctioned by at least two-thirds of the votes cast at a special general meeting of the shareholders, duly called for considering the by-law, the directors may from

time to time:

- (a) Borrow money upon the credit of the company;
- (b) Limit or increase the amount to be borrowed;
- (c) Issue bonds, debentures, debenture stock or other securities of the company and pledge or sell the same for such sums and at such prices as may be deemed expedient;
- (d) Hypothecate, mortgage or pledge, the real or personal property of the company, or both, to secure any such bonds, debentures, debenture stock or other securities and any money borrowed for the purposes of the company.

Nothing in this clause contained shall limit or restrict the borrowing of money by the company on bills of exchange or promissory notes made, drawn, accepted or endorsed, by or on behalf of the company.

That the said GEORGE MEREDITH HUYCKE, NORMAN EMMANUEL STRICKLAND, ROBERT GOWAN FERGUSON, and GEORGE EVANS ATWOOD, are to be the first or provisional directors of the said company.

PROVIDED ALWAYS that nothing in these presents expressed or contained shall be taken to authorize the construction and working of railways, or of telegraph or telephone lines, the business of banking, the issue of paper money, the business of insurance, the business of a loan company, or the business of a trust company by the said company.

Given under my hand and seal of office, at Ottawa, this twelfth day of June, 1928.

(L. S.)

G. R. SHIBLEY

Acting Under-Secretary of State.

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State of Idaho)
County of Kootenai } ss

Filed at the request of J. Ward Arney of SEP 11 1928
at 10:00 o'clock A. M.

Fee, 50 ¢

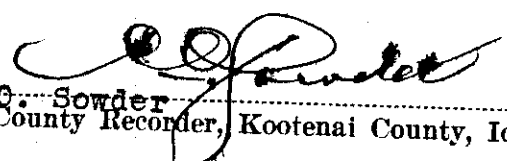
C. O. Sowder, County Recorder
By Carrie Nelson, Deputy.

STATE OF IDAHO, }
County of Kootenai, } ss.

I, C. O. Sowder, County Recorder in and for the County and State aforesaid, do hereby certify
the within and foregoing to be a full, true and correct copy of the whole thereof,
of Articles of Incorporation of the Solar Development Company
Limited,

on file in my office.
as the same appears ~~of record in my office in Book~~ of at Page

In testimony whereof I have hereunto set my hand and affixed my official seal this 11
day of September, 192 8.


C. O. Sowder
County Recorder, Kootenai County, Idaho
By _____ Deputy