

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

TRINIA MINING COMPANY

was filed in the office of the Secretary of State on the **First** day of **July** 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 ~~continuance~~ of **fifty (50) years** from the date hereof, with its registered office in this State located at

Boiling 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 **First** day of **July**, 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.

1 ARTICLES OF INCORPORATION
2 OF
3 YREKA MINING COMPANY
4

5 KNOW ALL MEN BY THESE PRESENTS: That we, DENNIS P. WOODS,
6 J. TOM O'BRIEN, and ROGER GREENOUGH, do hereby associate
7 ourselves together for the purpose of forming a private corpor-
8 ation under the laws of Idaho, and we hereby adopt the follow-
9 ing ARTICLES OF INCORPORATION:

10 ARTICLE I.

11 That the name of this corporation shall be the

12 YREKA MINING COMPANY.

13 ARTICLE II.

14 The purposes for which this incorporation is formed are:
15 to quarry, mine, manufacture, deal in, sell and market silver,
16 lead, copper, gold, ores, concentrates, bullion, in fact, min-
17 erals and chemicals of every character whatsoever.

18 To manufacture, sell and deal in ores and minerals and all
19 mineral products and compositions of whatsoever character. For
20 its own use and development of its own properties to construct,
21 operate and maintain, electric, steam or other railways and every
22 useful device and all useful equipment for communication and
23 transportation; to acquire by purchase, condemnation so far as
24 the right of eminent domain may be lawfully exercised by this
25 company, by leases or by location or any other means, real prop-
26 erty and interests of every kind therein, including leaseholds
27 and mining possessory rights upon public lands owned by any state
28 of the United States.

29 To construct and operate and maintain mills, warehouses,
30 factories, stores, hotels and rooming houses for its employees
31 and every other structure which may be useful in the operation
32 of the company's properties.

1 To engage in a general mining, milling, smelting and chemical
2 manufacturing business, and to buy, sell and deal in goods, wares
3 and merchandise of every kind whatsoever.

4 To acquire, own, hold, sell and dispose of stocks, bonds
5 and securities of other corporations and to guarantee the con-
6 tracts and obligations of any corporation whose securities are
7 owned in whole or in part by this company; to lend money and to
8 take security therefor in any form, to borrow money and to evidence
9 the indebtedness of the company by notes, bonds, contracts or other
10 obligations and to secure the same by pledges, trust, deed, mortgage
11 or any other form of security, Provided, that no real property of
12 the company shall be sold, rented, mortgaged or encumbered for
13 corporate obligations without a previous vote of the stockholders
14 approving the same.

15 To appropriate or otherwise acquire waters and water rights
16 to generate and distribute electricity and to acquire, own and
17 dispose of real and personal property and all interest therein of
18 every kind whatsoever.

19 To make and form contracts of every kind, with any person,
20 firm, association or corporation.

21 To do any and all things convenient and incidental to the
22 purposes herein expressed, and generally to have and exercise all
23 such powers as are by law conferred on corporations of like char-
24 acter and without in any particular limiting any of the objects
25 or purposes of powers of this corporation. The business and
26 purposes of this corporation shall be from time to time to do
27 any one or more, or all of the acts and things herein set forth
28 and all such other acts, things, and business in any manner con-
29 nected therewith or necessary, incidental, convenient or auxil-
30 iary thereto, or calculated directly or indirectly to promote
31 the interests of the corporation or enhance the value of any of
32 its properties or rights as such corporation may lawfully do;

1 and in carrying on its business, or for the purpose of attain-
2 ing any of its objects, to do any and all things and exercise
3 any and all powers not prohibited by law, and either as or by
4 and through principals, agents, attorneys, trustees, contractors,
5 lessees, sublessees or otherwise, either alone or in connection
6 with others.

7 ARTICLE III.

8 The term for which this corporation shall exist is fifty (50)
9 years from and after the date of its incorporation.

10 ARTICLE IV.

11 The place where the principal office of this corporation shall
12 be maintained, and its principal place of business and post office
13 address of its registered office in the State, is at Kellogg,
14 County of Shoshone, State of Idaho, but the company may maintain
15 offices and transact business in any State in the United States with
16 authority by law of such State, and may hold special stockholders'
17 or directors' meetings outside the State in accordance with its
18 by-laws.

19 ARTICLE V.

20 The total authorized capital stock of this corporation is
21 Thirty Thousand Dollars (\$30,000.00) divided into Three Million
22 Shares (3,000,000) of the par value of One Cent (1¢) each. The
23 said stock shall be divided into two classes, to be known as Class
24 A stock, and Class B stock.

25 There shall be Two Million Six Hundred Thousand Shares,
26 (2,600,000) of Class A stock, which, irrespective of par value
27 and of having been fully paid, shall be subject to assessments
28 levied either by the Board of Directors, or by a majority of the stock
29 voted at a duly called and qualified stockholders' meeting. Assess-
30 ments levied by the Board of Directors are hereby limited to two
31 mills (\$.002) per share, levied in any twelve-month period. Assess-
32 ments levied by the stockholders are limited only by the restriction

1 that the total of all assessments levied by the Board of Directors and
2 by the stockholders at duly authorized stockholders' meetings shall
3 not exceed a total of ten cents (\$0.10) per share during the life
4 of this corporation.

5 There shall be Four Hundred Thousand Shares (400,000) of
6 Class B stock, which when issued shall be fully paid and non-
7 assessable.

8 The voting rights, dividend rights, rights in case of dissolution,
9 and rights to hold office in the company shall be the same for holders
10 of Class A and Class B stock.

11 Class A stock certificates shall bear upon the face of each
12 certificate the statement "Class A Stock----fully paid but subject
13 to assessment to aggregate of 10 cents a share".

14 Class B stock certificates shall bear upon the face of each
15 certificate the statement "Class B Stock----fully paid and non-
16 assessable".

17 Stock certificates of each class shall be numbered in
18 numerical order, beginning with No. 1.

19 ARTICLE VI.

20 The amount of the common stock subscribed by each of the
21 undersigned incorporators and the names and addresses of the
22 subscribers therefor are as follows:

23 *Here:*

| <u>NAME</u> | <u>ADDRESS</u> | <u>NO. OF SHARES</u> | <u>PAR VALUE</u> | <u>CLASS</u> |
|-----------------|---------------------|----------------------|------------------|--------------|
| Dennis P. Woods | Spokane, Washington | 1000 | \$10.00 | A |
| J. Tom O'Brien | Spokane, Washington | 1000 | 10.00 | A |
| Roger Greenough | Mullan, Idaho | 1000 | 10.00 | A |

27 ARTICLE VII.

28 The number of directors of this corporation shall not be less
29 than three nor more than seven to be fixed from time to time by the
30 by-laws; Provided, that the incorporators above named shall qualify
31 and act as the first Board of Directors of the company from the time
32 of its incorporation to October 1st, 1937 when the stockholders, at

1 a special meeting called and held in accordance with the by-laws at
2 or prior to that date, shall elect a Board of Directors of the number
3 fixed by the by-laws to serve as such until the regular annual meeting
4 of the stockholders on the fourth Monday in May, 1938.

5 Wherefore, we have hereunto set our hands and seals in triplicate
6 this 28th day of June, Nineteen Hundred and Thirty-seven.

7
8 Dennis P. Woods (SEAL)

9
10 J. Tom O'Brien (SEAL)

11
12 Roger Greenough (SEAL)

13
14 STATE OF IDAHO)
15 COUNTY OF Shoshone) ss.

16
17 On this 28th day of June, 1937, before me, J. W. Hutchins,
18 a Notary Public in and for said State, personally appeared DENNIS
19 P. WOODS, J. TOM O'BRIEN, and ROGER GREENOUGH, personally known
20 to me to be the persons whose names are subscribed to the within
21 instrument, and acknowledged to me that they executed the same.

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

25
26 J. W. Hutchins
27 Notary Public in and for the State of

28 My Commission Expires February 17, 1938 Idaho, residing at Mullan,
29 Idaho.
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