

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ~~W. H. MASTERS~~ ^{TRA 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

CROWN POINT MINING & MILLING COMPANY

a corporation duly organized and existing under the laws of **Washington** has fully complied with Section 10 Article II of the Constitution, and with Sections 29-501 and 29-502, Idaho Code, Annotated, by filing in this office on the **30th** day of **August** 19**46**, a properly authenticated copy of its articles of incorporation, and on the **30th** day of **August** 19**46**, a designation of **J. L. Eberle** in the County of **Ada** 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 29, Idaho Code, Annotated, 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 **fifth** day of **September**, in the year of our Lord one thousand nine hundred **forty-six**, and of the Independence of the United States of America the One Hundred **Seventy-First**.

Secretary of State.

ARTICLES OF INCORPORATION
of
CROWN POINT MINING & MILLING COMPANY

APPROVED
AND FILED

AUG 1 9 1946

BELLE REEVES
SECRETARY OF STATE

BY *Belle Reeves*
Assistant Secretary of State

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons, of full age, all 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 Washington, and do hereby certify:

FIRST

That the name of this corporation is CROWN POINT MINING & MILLING COMPANY.

SECOND

That the purposes and objects for which said corporation is formed are:

1. To carry on the business of mining, dredging, milling, concentrating, smelting, treating, preparing for market, manufacturing, buying, selling, exchanging and otherwise producing and dealing in gold, silver, quicksilver, copper, lead, zinc, iron and in all kinds of ores, metals and minerals and in the products and by-products thereof of every kind and description and by whatsoever process the same can be or may thereafter be produced and generally without limit as to amount to buy, sell, exchange, lease, acquire and deal in lands, mines and minerals, rights and claims in the above specified products and to conduct all business appurtenant thereto.
2. To construct, build, purchase, acquire, own, operate, mortgage, hypothecate, lease, sell, convey or otherwise dispose of any and all houses, dredges, vessels, ships, factories, power plants, buildings, tanks, reservoirs and constructions of any nature and the appurtenances thereto of every kind and character whatsoever to the extent that the same are or may be authorized by the statutes under which this corporation is formed.

3. To acquire, apply for, purchase, register, hold, use, sell, assign, lease, mortgage or otherwise dispose of and generally to deal in franchises, water, water rights, patents, patent rights, licenses, privileges, inventions, trade-marks, trade-names and all pending applications therefor.

4. To acquire by purchase, gift, devise, or bequest, or in any other lawful mode and to own, possess, hold, enjoy, improve, develop, manage, sell, exchange, lease, mortgage, hypothecate, convey and otherwise dispose of the property, both real and personal of the corporation and generally to so deal in real and personal property of every kind and nature whatsoever and where-soever situate.

5. To manufacture, import, export, buy, sell and otherwise deal in all kinds of goods, wares and merchandise.

6. To engage in, carry on, conduct, manage and transact any and every kind of agricultural, mercantile and manufacturing business or enterprise.

7. To subscribe for, buy, hold, sell, pledge or otherwise acquire and dispose of and generally deal in capital stock, bonds, securities, debentures and other evidences of indebtedness of any other corporation or corporations, domestic and foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon.

8. To loan and borrow money with or without security and to aid any other corporation or person by loan or gift or by guarantee of all or any of its obligations and to guarantee the payment of dividends or interest on any share, stocks, bonds, debentures and other securities issued by any such other corporation.

9. To execute bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness of all kinds and to acquire the good will, business, property and assets or any part thereof of any person, firm, association or

corporation and to pay for the same in cash, stock, bonds, debentures and other securities of this corporation or otherwise and to assume or undertake any whole or any part of the liabilities of any such person, firm, association or corporation.

10. To act as agent, factor, broker or representative of corporations, firms and individuals.

11. To establish branch offices for the sale and distribution of any of the products or goods handled by this corporation in this or any of the several states or territories of the United States, including any of the territorial possessions of the United States and in any foreign country, and to appoint and establish agencies in any such place and to do and carry on a general brokerage business in any of said places mentioned and further to do each and everything necessary, suitable or proper for the accomplishment of any of the purposes of the attainment of any of the objects herein enumerated or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

12. In general, to engage in, undertake, transact and do any and all and singular the acts and things which natural persons may lawfully engage in, undertake, transact and do other than those things which a corporation organized under the laws of the State of Washington cannot lawfully do and to do all and everything suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection and benefit of the corporation.

13. The foregoing clauses shall be construed as objects, purposes and powers, and each and all of said clauses shall be applicable in all respects to the transaction of business without as well as within the State of Washington; and it is hereby expressly provided that the foregoing enumeration of specific

objects and purposes shall not be held to limit or restrict in any manner the general powers of the corporation.

THIRD

That the duration of this corporation shall be perpetual.

FOURTH

That the principal office for the transaction of business of said corporation is to be located at Room 711, Hutton Building, City of Spokane, State of Washington.

FIFTH

That the total authorized capital stock of this corporation shall be Three-million-Five-hundred-Thousand shares of common stock only and the par value of each share shall be ten cents (10¢) and the aggregate value of all shares shall be Three-hundred Fifty-thousand Dollars (\$350,000.00).

SIXTH

The amount of paid-in capital with which this corporation shall begin business shall be Five-hundred Dollars (\$500.00).

SEVENTH

That the number of directors of this corporation shall not be less than three nor more than nine.

That the first board shall consist of five directors.

That said board may be increased not to exceed nine members by an amendment to these Articles of Incorporation or by the adoption of a by-law by the existing Board of Directors. Authority for the adoption of said by-laws is hereby expressly granted to the Board of Directors.

EIGHTH

That the first Board of Directors shall hold office up to and including the date of the first annual meeting of stockholders which said meeting shall be held on the first Saturday in the month of August, 1947. The members of the first Board of Directors are as follows:

William A. Krippaehne	- 319 Third St., S.E.	- Puyallup, Wn.
W. T. Redmon	- 400 So. Charleston	- Bremerton, Wn.
Harry K. Mann	-	- Murray, Idaho
A. E. McIntosh	- 701 East "D" St.	- Tacoma, Wash.
Richard M. Price	- 400 So. Charleston	- Bremerton, Wn.

NINTH

That the Board of Directors are hereby authorized to enact, make, amend and repeal such by-laws of the company as they deem necessary.

TENTH

That the names and addresses of each of the incorporators of this company, each of whom have subscribed to the shares of stock set opposite his name are as follows:

	<u>Shares</u>
William A. Krippaehne-319-3rd. St. S.E.-Puyallup, Wn.	5
Kenneth D. McRae -711 Hutton Bldg. -Spokane, Wn.	5
J. R. Downie -711 Hutton Bldg. -Spokane, Wn.	5

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 8th day of August, 1946.

Wm. A. Krippaehne

Kenneth D. McRae

J. R. Downie

STATE OF WASHINGTON)
County of Spokane) ss

On this 8th day of August, 1946, before me, the undersigned Notary Public in and for the City and County of Spokane, State of Washington, residing therein, duly commissioned and sworn, personally appeared WILLIAM A. KRIPPAEHNE, KENNETH D. McRAE and J. R. DOWNIE, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same, 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 and County of Spokane, State of Washington, the day and year in this certificate first above written.

Hellman Clark
Notary Public in and for the State
of Washington, residing at Spokane.

United States of America
State of Washington

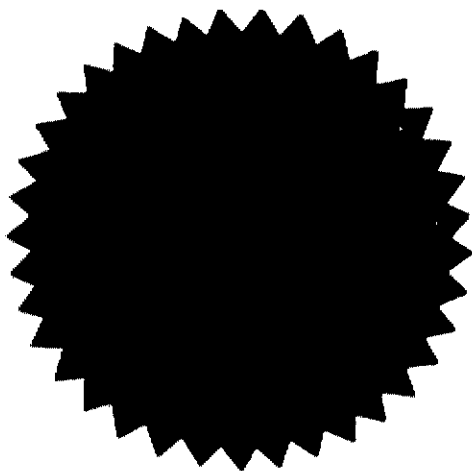
DEPARTMENT



OF STATE

To all to Whom These Presents Shall Come

I, **BELLE REEVES**, *Secretary of State of the State of Washington and custodian of the Seal of said State, do hereby certify* that the annexed is a true and correct copy of the original Articles of Incorporation of CROWN POINT MINING & MILLING COMPANY, as received and filed in this office on August 12, 1946; and I further certify that the above mentioned corporation is in good standing on our records with all fees paid to June 30, 1947.



In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Washington. Done at the Capitol, at Olympia, this 12th day of August A.D. 1946

Belle Reeves
Secretary of State

By

Assistant Secretary of State