



## Department of State

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

#### COASTAL MINING COMPANY

a corporation duly organized and existing under the laws of Belgium 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 6th day of July 1966, a properly authenticated copy of its articles of incorporation, and on the 6th day of July 1966, a designation of T. H. Sherbo or W. C. Roden 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 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 6th day of July, A.D. 1966.

Secretary of State.

# State of Delaware



## Office of Secretary of State.

*I, Elisha C. Dukes, Secretary of State of the State of Delaware,*  
*do hereby certify that the above and foregoing is a true and correct copy of*  
Certificate of Incorporation of the "COASTAL MINING COMPANY", as  
received and filed in this office the twentieth day of May, A.D.  
1966, at 10 o'clock A.M.

*In Testimony Whereof, I have hereunto set my hand*  
*and official seal at Dover this* first *day*  
*of* July *in the year of our Lord*  
*one thousand nine hundred and* sixty-six.

*Elisha C. Dukes*

Secretary of State

*L. F. Spruill*

Asst. Secretary of State

CERTIFICATE OF INCORPORATION

OF

COASTAL MINING COMPANY

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST. The name of the corporation is

COASTAL MINING COMPANY

SECOND. The principal office of the corporation in the State of Delaware is located at 100 West Tenth Street, in the City of Wilmington, County of New Castle, Delaware. The name and address of the resident agent of the corporation is The Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware.

THIRD. The nature of the business, or objects or purposes to be transacted, promoted or carried on by the corporation are as follows:

(a) To carry on the business of exploring, excavating, prospecting, and investigating for, mining, treating, beneficiating, pelletizing, sintering, agglomerating, smelting, converting, reducing, refining, and otherwise producing, preparing for market, buying, selling, exchanging, and otherwise dealing in iron ore, nickel, zinc, coal, oil, gas, copper and manganese, lead, stone and any and all other ores, minerals and metals, other valuable substances, and timber, and the products and by-products thereof, of any nature whatsoever and wheresoever located.

(b) To construct, acquire, buy, lease, sell, own and operate treating, beneficiating, pelletizing, sintering, agglomerating and reduction plants, refineries, mills, smelters, and other plants, terminal facilities, housing for employees, machinery of all kinds and any and all kinds of equipment necessary for the purpose of carrying on the business of the corporation.

(c) To acquire, own and dispose of all property, real and personal, tangible and intangible, rights and privileges, necessary or convenient or useful in the conduct of the business of the corporation.

(d) To transport, handle or store, whether for itself or for others, any of the products or materials referred to above, and other goods, wares and merchandise and other freight, of every nature whatsoever; to own, operate and maintain steamship lines, vessels or other lines for water or other transportation; and to construct, purchase, lease or otherwise acquire, maintain, operate and use wharves, warehouses, piers, docks, loading and unloading machinery, vehicles, and other facilities useful in connection with the transportation, handling and storage of freight.

(e) To purchase or otherwise acquire, own, sell or otherwise dispose of, and invest in and deal in, securities of all kinds, including, without limitation of the generality of the foregoing, shares or voting trust certificates for shares of capital stock, or bonds or other evidences of indebtedness, secured, or unsecured, of any other corporation or corporations, domestic or foreign, whether or not engaged in any business in which the corporation may engage, and also bonds or evidences of indebtedness of any government or public authority in the United States or in any foreign country or of any agency of any thereof.

(f) To act as financial, commercial, supervising, operating, sales or general agent for other persons, firms, corporations or associations engaged in business similar or allied to any business in which the corporation may engage, or in any business in which any product of the corporation is employed, or in the production of anything used in the business of the corporation.

(g) To purchase or otherwise acquire the whole or any part of the property, assets, business, good will and rights of any person, firm, association, corporation or organization engaged in any business similar to or useful in connection with any business in which the corporation at the time is engaged or may engage, and to hold or in any manner dispose of the whole or any part of the property or business so acquired, and to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in or about the conduct, management or carrying on of such business.

(h) While the owner of any securities, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; and to promote, lend money to, guarantee the obligations of or the dividends or interest on securities of, or otherwise aid in any manner, any corporation or association any of the securities of which shall be held by or for the corporation or in which or in the welfare of which the corporation shall have any interest, and to do any acts and things designed to protect, preserve, improve or enhance the value of any such securities.

(i) To apply for, adopt, obtain, register, purchase, lease or otherwise acquire, and to maintain, protect, hold, use, own, exercise, develop, operate and introduce, and to sell and grant licenses or other rights in respect of, assign or otherwise dispose of, or turn to account, any patents, patent rights, inventions, processes, improvements and copyrights, trade-marks and trade names, useful in connection with any business in which the corporation at the time is engaged or may engage.

(j) In connection with the acquisition of any property, real or personal, tangible or intangible, to pay for the same in whole or in part in cash or property or by issuing shares of capital stock, bonds, notes or other obligations of the corporation, or by assuming the whole or any part of bonds, mortgages, franchises, leases, contracts, indebtedness, guaranties, liabilities and obligations of any person, firm, association or corporation.

(k) To enter into, make and perform and carry out contracts of any kind and description for any lawful purpose without limit as to amount, with any person, firm, association or corporation, or any government or public authority or any agency thereof.

(l) To borrow money, and issue bonds or notes or other evidences of indebtedness, and for the purpose of securing any of its obliga-

tions to assign, mortgage and pledge any or all of the property, real or personal, tangible or intangible, rights and franchises of the corporation, wheresoever situated, acquired or to be acquired, and to sell or otherwise dispose of such bonds, notes or other evidences of indebtedness.

(m) To purchase, hold, cancel, reissue, sell, exchange or transfer its own shares, bonds or other evidences of indebtedness, provided that the corporation shall not use its own funds for the purchase of its own shares except as permitted by law, and further that whenever the corporation shall in any way acquire any of its own shares, they shall be carried on its books as treasury shares until disposed of or retired, and that shares acquired and held by the corporation shall not be voted directly or indirectly.

(n) To conduct its business in any and all of its branches, and for or in connection with such business, to acquire, hold, mortgage and dispose of real and personal property, and to maintain one or more offices and agencies either within or anywhere without the State of Delaware, including without the United States; to organize or cause to be organized under the laws of any jurisdiction a corporation or corporations for the purpose of transacting, promoting or carrying on any or all branches of the business in which the corporation is engaged or may engage, and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations or cause the same to be dissolved, wound up, liquidated, merged or consolidated.

(o) To carry out, to the same extent as natural persons might or could do, all or any part of the business of the corporation, without restriction as to territory or limit as to amount, either directly or through other corporations or associations in which the corporation may have an interest, and either as principal, factor, agent, contractor or otherwise, and either alone or in connection with any person, firm, association or corporation.

(p) In general, to carry on any other lawful business whatsoever in connection with the business of the corporation or which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its assets, and to have and exercise all rights, powers and privileges which are now or may hereafter be conferred upon corporations by the laws of Delaware.

Nothing herein contained shall be deemed to authorize the corporation to carry on any business or exercise any power in any state, district, territory, possession or country, except to the extent that a similar corporation organized under the laws of said state, district, territory, possession or country could carry on or exercise the same therein. It is the intention that the objects and purposes specified in any of the foregoing clauses of this Article Third shall, except where otherwise expressed in this Article, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause of this Article or any other Article of this Certificate of Incorporation, it

being intended that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes.

It is also the intention that the objects and purposes specified in said clauses shall be, and shall be construed as, powers as well as objects and purposes; and, generally, that the corporation shall be authorized to exercise and enjoy all other powers, rights, privileges and authority granted by the act of the Legislature of the State of Delaware entitled "An Act providing a General Corporation Law", which was approved March 10, 1899, to corporations of this character, and all the powers and authority conferred upon such corporations by the then existing laws of the State of Delaware, so far as not in conflict with said Act, or which may have been or may be conferred by all acts heretofore or hereafter amendatory of said Act, or of said laws, or supplemental thereto. The enumeration herein of certain powers is not intended as exclusive of, or as a waiver of, any of the powers, rights, privileges or authority granted or conferred by said Act of March 10, 1899, or the laws of said State now or hereafter in force; and nothing in this Certificate of Incorporation shall be construed to limit or restrict in any way any of the powers, rights, privileges and authority granted or conferred by said Act or the laws of said State, now or hereafter in force.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is one hundred (100) shares of Common Stock of the par value of One Hundred Dollars (\$100.00) per share.

FIFTH. The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH. The names and places of residence of each of the incorporators are as follows:

<u>NAMES</u>	<u>RESIDENCE</u>
S. H. Livesay	Wilmington, Delaware
B. J. Consono	Wilmington, Delaware
A. D. Grier	Wilmington, Delaware

SEVENTH. The corporation is to have perpetual existence.

EIGHTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH. The following provisions are inserted for the management of the business and conduct of the affairs of the corporation, and for the further definition, limitation and regulation of the powers of the corporation and of its directors and stockholders:

(1) In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation, except as otherwise provided therein.

To cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

To issue shares of the corporation to the full amount or number of shares authorized, from time to time, by the certificate of incorporation, in such amounts and for such considerations as shall be deemed advisable by the Board of Directors.

By resolution passed by a majority of the whole Board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when

authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

(2) At all elections of directors of the corporation each holder of Common Stock shall be entitled to as many votes as shall equal the number of his shares of said stock.

TENTH. The holders of Common Stock of the corporation as such shall be entitled to subscribe pro rata, at such prices and upon such terms and conditions as the Board of Directors shall prescribe, to all subsequent issues of Common Stock of the corporation whether or not the consideration to be received by the corporation is to be in the form of cash.

ELEVENTH. No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction with the corporation, provided the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of a corporation who is also a director or officer of such other corporation or who is interested may be counted in determining the existence of a quorum of any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.



TWELFTH. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

THIRTEENTH. Meetings of stockholders may be held without the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be from time to time designated by the Board of Directors or in the by-laws of the corporation. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide.

FOURTEENTH. The corporation reserves the right to amend, alter, change, or repeal any provision of this Certificate of Incorporation in the manner now or hereafter prescribed herein and by statute, and all rights conferred upon stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, we have executed this Certificate of Incorporation  
this 20th day of May, 1966.

S. H. LIVESAY (SEAL)

B. J. CONSONO (SEAL)

A. D. GRIER (SEAL)

STATE OF DELAWARE )  
COUNTY OF NEW CASTLE ) SS:

BE IT REMEMBERED that on this 20th day of May, 1966,  
personally came before me, a Notary Public in and for said county and state,  
S. H. Livesay, B. J. Consono and A. D. Grier, parties  
to the foregoing Certificate of Incorporation, known to me personally to be  
such and severally acknowledged such Certificate to be the act and deed of  
the signers respectively, and that the facts therein stated are truly set  
forth.

Given under my hand and seal of office the day and year aforesaid.

A. DANA ATWELL  
NOTARY PUBLIC  
APPOINTED OCT. 29, 1965  
STATE OF DELAWARE  
TERM TWO YEARS

A. DANA ATWELL  
Notary Public