

Certificate of Incorporation

-----of-----

Amigo Mining Company.

This is to Certify that the undersigned do hereby associate themselves to establish a corporation under and by virtue of a provision of an act of the General Assembly of the State of Delaware, entitled "An act Providing a General Corporation Law," and do severally agree to take the number of shares of capital stock as hereinafter stated, and that

First. The name of the Corporation is Amigo Mining Company.

Second. The principal office or place of business of the corporation in the State of Delaware is to be located in the city of Wilmington, New Castle County, and said office is to be registered with the Delaware Corporation Company.

Third. The nature of the business and the objects and purposes proposed to be transacted, promoted or carried on by the corporation are as follows: 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 gold, silver, copper, lead, zinc, brass, iron, steel 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 progress the same can be or may hereafter be produced.

To acquire, own enter or lease mill site, water rights and terminal facilities, also to acquire, own, enter and lease mines and mineral lands of every kind, nature and description.

To work, prospect or develop mines and mineral lands of every nature and description, either for itself or other companies, corporations or individuals upon such terms and for such remuneration as may be agreed upon, and to accept, take and hold mineral lands and claims of every kind and nature, either as an entirety or any interest in the same, and to buy, sell, own or control stock of other corporations as it deems fit and proper.

To do everything that may be necessary or proper in the conduct of its business in the way of developing, prospecting, locating, acquiring, buying and selling mineral lands and mining claims of every nature and description and working such mines and the production of ores and minerals therefrom and in reducing such ores and minerals to the most profitable merchantable value and in doing the same to contract, build, buy, sell, own and operate all necessary mills, smelters, machinery roads, railroads, tramways, ditches, flumes, and such other property as shall be fit and necessary in carrying out the objects herein stated.

To buy, sell or lease mines and mining property of all kinds, also property of every kind, nature and description, useful or necessary in operating and maintaining the same, and in reducing the ores and in refining the minerals taken therefrom upon commission, whether such commission is paid in money or otherwise.

To erect buildings, operate saw mills and engage in trade of every kind and to own, operate, manage or control any stores or warehouses and to buy, sell and deal in any and all goods, merchandise, tools, equipments, machinery and provisions used by workmen and others employed by the company or by any other person or persons.

To purchase or in any manner acquire timber lands, or any interest therein. To build, construct, acquire, own, enlarge or repair any works, mills, buildings, houses, stores, shops and machinery incident to the management, carrying on and operation of every branch of business in any manner connected with the cutting of timber, manufacture of lumber and every produce of wood and for the shipment and delivery of such product and to buy, sell, trade and deal in the same.

To hold, purchase or otherwise acquire, to sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock and bonds, debentures or other evidences of indebtedness created by corporation or other corporations, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon.

To manufacture, purchase or otherwise acquire, to hold, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and property of

every class and description.

To acquire and undertake all or any part of the business, assets and liabilities of any person, firm, association or corporation.

To apply for, purchase or otherwise acquire and to hold, own, use, operate and to sell, assign or to otherwise dispose of, to grant licenses in respect of or otherwise turn to account any and all inventions, improvements and processes used in connection with or secured under letters patent of the United States or elsewhere, or otherwise, and with a view to the working and development of the same, to carry on any business, whether manufacturing or otherwise, which the corporation may think calculated directly or indirectly to effectuate these objects.

To enter into, perform and carry out contracts of every kind with any person, firm, association or corporation, and without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments.

In General to carry on any other business in connection therewith, whether manufacturing or otherwise, and with all the powers conferred by the laws of Delaware upon corporations under the Act hereinbefore referred to.

It is the intention that the objects specified in the third section shall, except where otherwise expressed in said section, be nowise limited or restricted by reference to or inference from the terms of any other clause or other section in this charter, but that the objects specified in each of the clauses of this section shall be regarded as independent objects.

Fourth. The amount of the total authorized capital stock of the corporation is Six Hundred Thousand Dollars, divided into six hundred thousand shares of the par value of One Dollar each.

The amount of capital stock with which the company will begin business is One Thousand Dollars.

Fifth. The names and places of residence of the original subscribers to the capital stock are:

Name.	Residence	No. of shares.
W. H. Fox,	Penn Yan, N. Y.	334
P. P. Curtis,	Penn Yan, N. Y.	333

Sixth. The corporation shall have perpetual existence.

Seventh. The officers and persons by whom the affairs of the corporation are to be conducted are its Directors, who may act through a President, Vice-President, Secretary and Treasurer, and such assistants to them and such subordinate officers, agents and employees as may be selected pursuant to the By-laws of the corporation, the resolutions of said Directors, or authority given by them.

Directors shall be elected at the principal office or place of business of the company, at the annual election to be held by the stockholders.

Eighth. The private property of the stockholders shall not be subject to the payment of corporate debts.

Ninth. The Board of Directors shall have power without the assent or vote of the stockholders, to make, alter, amend and repeal the By-laws of this corporation, to authorize and cause to be executed, mortgages and liens upon the real and personal property of this corporation.

With the consent in writing, and pursuant to the vote of the holders of a majority of the stock issued and outstanding, the Directors shall have power and authority to sell, assign, transfer or otherwise dispose of the whole property of this corporation.

The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account or book or document of the corporation, except as conferred by statute or ~~statute~~ authorized by the Directors, or by a resolution of the stockholders.

The Directors shall have power to hold their meetings, and to keep the books of the corporation (except the stock ledger or duplicate thereof) outside of this State, at such places as may be from time to time designated by them. The corporation may conduct its business in the State of Delaware, in other States, the District of Columbia, the Territories

and Colonies of the United States, and in foreign countries, and may have one or more offices out of this State, and may hold, purchase, mortgage, lease and convey real and personal property in and out of the State of Delaware.

Witness our hands and seals, this-twenty-fourth-day of February  
A. D. 1906.

John E. Watkins )  
witness as to )  
Wm. H. Fox & )  
P.P.Curtis. )

Wm. H. Fox, (seal)

P. P. Curtis, (seal)

Chas.M. Tiers, )  
as to S. P. C. )

S. P. Curtis (seal)

#### Acknowledgement.

State of New York )  
                              )ss.  
County of Yates, )

Be it remembered, that on this-----twenty- eighth  
day of February--A. D. 1906 personally came before me, John E. Watkins--  
a Notary Public for the State of New York-----  
-----W. H. Fox and P. P. Curtis---two of the original  
corporators named in the foregoing certificate, who signed and sealed  
the same, known to me personally to be such, and severally acknowledged  
the same to be the act and deed of the signers respectively and that  
the facts therein stated are truly set fourth.

In witness whereof, I have hereunto set my  
hand and official seal, the day and year  
aforesaid.

John E. Watkins,

(Seal)

Notary Public.

ACKNOWLEDGEMENT.

State of Pennsylvania )  
County of Philadelphia ) ss.

Be it remembered, that on this-----twenty-fourth--  
day of----February--A. D. 1906, personally came before me, B. W.  
Beesley-----a Notary Public for the State of Penn-  
sylvania-----S. P. Curtis-----  
one of the original corporators named in the foregoing certificate,  
who signed and sealed the same, known to me personally to be such,  
and acknowledged the same to be the act and deed of the signer and  
that the facts therein stated are truly set fourth.

In witness whereof, I have hereunto  
set my hand and official seal, the day  
year aforesaid.

B. W. Beesley

Notary Public.

Commission expires

April 17th, 1907.

(Seal)

STATE OF DELAWARE.

(Seal)

OFFICE OF SECRETARY OF STATE.

I, Joseph L. Cahall, 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 Amigo Mining Company,\* as received and filed in this office the third day of March, A. D. 1906, at 8 o'clock A. M.

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

Jos. L. Cahall

(Seal)

Secretary of State.

OFFICE OF RECORDER OF DEEDS.

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State of Delaware )  
New Castle County ) ss.

Recorded in the Office for the Recording of Deeds,  
&c., at Wilmington, in and for the County aforesaid,  
in Certificate of Incorporation Record M. Volume  
2, Page 33 &c., the fifth day of March A. D. 1906.

Witness my hand and the seal of said office  
the day and year last aforesaid.

H. H. Billamy

(Seal)

Recorder.



State of Idaho )  
(ss.  
County of Boise)

I, Kate Gorman, Auditor and Recorder of Boise County,  
State of Idaho, do hereby certify the foregoing to be a full,  
true and correct copy of the original Certificate of Incorpor-  
ation of Amigo Mining Company, filed in my office July 6, 1906,  
at 10:45 A. M. and the whole thereof.

In witness Whereof, I have hereunto set my hand and affixed  
my official seal this 19 day of July 1906.

*Kate Gorman*  
Ex-officio Auditor and  
Recorder.