

No. 187.

ARTICLES OF INCORPORATION

of the

AMERICAN STANDARD MINING AND MILLING COMPANY.

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KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, Frank T. Clemmons, Thomas F. Walsh, and I. S. Dane, all of the City and County of Denver, and State of Colorado, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the provisions of Chapter Two (2) Title Twelve (12), of the Revised Statutes of the Territory of Arizona, and all amendments thereto, to transact the business hereinafter mentioned do hereby adopt these presents as the Articles of such Incorporation, and certify and declare:

First: That the names of incorporators of said Incorporation are the names of the persons aforesaid, to-wit: Frank T. Clemmons, Thomas F. Walsh and I. S. Dane.

Second: That the name of said Corporation shall be The American Standard Mining and Milling Company and its principal place of transacting business shall be in the City of Prescott, County of Yavapai and Territory of Arizona, and branch offices shall be established at such other places in the United States or in foreign countries as the Board of Directors may deem necessary. Meetings of the Stockholders and Directors, or any or any other meetings of the Company may be held and the business of the company transacted in any other state, territory, or foreign country as the interests of the corporation shall demand, and any and all business of the Corporation may be transacted at branch offices as well as at the general office of the company.

Third: That the general nature of the business proposed to be, transacted by said Corporation is as follows, to-wit:

1st. To purchase, acquire, take conveyance of, own, develop, work and operate mines, mining properties, mining claims, oil wells

and salt wells, or any option thereon, or any share or interest therein, and to sell, convey, transfer, dispose of, lease or mortgage the same, or any part thereof, or any interest or share therein.

2nd. To erect and operate mills, smelters and all kinds of mining and smelting machinery, and plant for mining and producing, reducing, smelting, concentrating or refining any of the precious metals, or other minerals, and to sell, transfer, dispose of, lease or mortgage, the same or any part thereof.

3d. To buy, acquire, sell, dispose of and deal in all kinds of merchandise of every description which may be required, for any of the purposes for which this Company is formed.

4th. To erect, operate, own, maintain and to grant permission to others to erect, operate and carry on hotels, boarding houses and dwelling houses on the property of the Company or in the vicinity of same.

5th. To buy, acquire, lease, improve, build upon, mortgage, sell or otherwise dispose of and in every manner to deal in real estate for the purposes aforesaid.

6th. To borrow money and to give, execute, negotiate and transfer any deeds, conveyances, bonds, promissory notes or other securities, or other evidences of indebtedness, and take, acquire and receive the same in any and every manner in connection with the business of the Company.

7th. To construct, equip, purchase and acquire, and to maintain, use and develop water rights, water power, or water privileges, or any interest therein, also to grant, sell, lease or otherwise dispose of the same, and to construct, acquire, equip and maintain the plant and machinery necessary for the generation of steam power and electrical power and for the application and working of the same, and also an electric light plant, and to generate, use and apply such power and light for the purpose of the Company, and to sell or lease the same to others.

8th. To transact a general storage, warehouse, forwarding and

transportation business, wherever or whenever necessity or expedient for carrying on the business of the Company.

9th. To acquire, receive, hold, transfer, sell or otherwise dispose of the stocks or shares of other mining companies or corporations, and to sell our own Company's stock at any price less or more than their par value.

10th. To organize, incorporate, or to promote the organization, incorporation or development of other mining companies or incorporations, and to undertake the sale and disposal of the shares thereof.

11th. To locate, run and operate tunnels and tunnel sites upon government and other lands; and to locate, record and patent any and all lode and placer mining claims, tunnels, and tunnel sites.

12th. To own, handle and control, letters, patent and inventions relating thereto, and incident to the mining, milling, smelting and reduction of ores.

13th. To construct, own, operate by animal, steam or any other power tramways, roadways and such wagons, carriages, conveyances, engines, plant, boats and vessels as may be necessary, convenient or desirable for carrying out of the objects of this Company.

14th. To manufacture, purchase, acquire in any lawful manner, and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in oil, gas, coal, iron, and all minerals, lumber, goods, wares, merchandise or property of any kind and any class and description.

15th. To acquire, receive, hold, own, survey, plat, transfer, sell or otherwise dispose of town sites and town lots, and to lease and mortgage the same or any part thereof.

16th. And in general to do any and all acts, and things which may be deemed for the successful prosecution of the Company's business for the attainment of its objects as above set forth, or any of them.

Fourth. The amount of Capital Stock of this Corporation shall be and is One Million Dollars divided into One Million Shares of the

par value of One Dollar (\$1.00) each and each share fully paid up and forever non-assessable. (Four Hundred Thousand) shares of said Capital Stock shall be set aside as Treasury Stock and shall be sold at such price per share as the Board of Directors may direct; and the proceeds arising from the sale of said Treasury Stock shall be used only in legitimate operations of the Company, acting under the authority vested by these Articles of Incorporation, and the laws of the United States, and the Territory of Arizona.

Fifth. That the highest amount of indebtedness or liability that this Company can subject itself at any time is Four Hundred Thousand Dollars (\$400,000.00).

Sixth. That the time of filing these Articles of Incorporation for record in the office of the County Recorder of said Yavapai County shall be the time of the commencement of said Corporation, and its termination shall be on the expiration of the period of twenty-five (25) years next following said time of commencement.

Seventh. That all and singular, each and every the property of the corporators, stockholders and officers of said corporation, and each and every one of them shall at all times be exempt from all and singular, each and every corporate debts of said corporation.

Eighth. That the Board of Directors shall consist of five members and the Directors for the first year shall be Frank T. Clemmons, Thomas F. Walsh, I. S. Dane, R. H. Walker, and F. L. Walsh and the officers of said Corporation to conduct its affairs until the next annual meeting shall be a President, Vice-president, Secretary, Treasurer and General Manager to be chosen by the Board of Directors who shall serve until their successors are duly qualified and elected. After the first annual Stockholders' meeting the Directors of this Company shall hold their respective offices, to which they are elected, for the period of one (1) year, or until their successors are duly elected and qualified. The annual Stockholders' meeting shall be held on the first Tuesday in December of each year, and the annual meeting of the Board of Directors shall be held immediately after the

adjournment of the annual Stockholders' meeting. The Board of Directors shall have and exercise full power and authority as follows:

(1) To sell or exchange the stock of the Company at such times, and upon such terms and for such prices as they shall agree upon, and may take in payment therefor any real or personal property, service or thing, or things of value which they ^{may} deem a just equivalent.

(2) To sell, assign, pledge, mortgage, or encumber the real or personal property of the corporation, but no sale or assignment of all the property of the corporation shall be made in entirety without the written consent of the stockholders holding three-fifths of the shares of all of the capital stock of said corporation.

(3) To make, alter, amend, anul or rescind the bylaws of the corporation, and fill vacancies in the Board of Directors between the dates of the annual meetings of the Stockholders, no special place of residence shall be necessary to the right to hold the office of Director, but all Directors, except such as are elected before any of the stock shall have been issued, shall be stockholders.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 9th day of December, A. D., 1903.

Frank T. Glemmons (SEAL)

Thomas F. Walsh (SEAL)

I. S. Dane (SEAL)

State of Colorado,

City and County of Denver.

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On the 9th day of December A. D., 1903, before me, Chauncey A. Lovelace, a Notary Public in and for the City and County of Denver and State of Colorado, came Frank T. Glemmons, Thomas F. Walsh, and I. A. Dane, personally known to me to be the identical persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged the same to be their free and voluntary act and deed for the uses and purposes therein set forth.

Witness my hand and notarial seal this 9th day of December A. D.,

1903.

My Commission expires on the 28th day of February, 1907.

(NOTARIAL SEAL)

Chauncey A. Lovelace,

Notary Public.

Recorded at request of E. Chapin Gard, Dec. 19th, A. D., 1903,
at 9:00 o'clock A. M. in Book 7 Articles of Incorporation, pages____
et seq., Records of Yavapai County, Arizona.

(SEAL)

P. J. Farley,

County Recorder.

By _____ Deputy.

Territory of Arizona, :

:--ss.

County of Yavapai. :

I, P. J. Farley, County Recorder in and
for the County of Yavapai, Territory of Arizona, and custodian of the
records thereof, do hereby certify that I have compared the within
and foregoing with and the same is a full, true and correct copy of
the articles of "The American Standard Mining and Milling Company" as
the same appears of record in my office in Book 7 Articles of Incor-
poration, pages____et seq., Records of Yavapai County, Arizona.

In Witness Whereof, I have hereunto set my hand and affixed my
official seal this the 19th day of December, A. D., 1903.

(SEAL)

P. J. Farley,

County Recorder.

Filed in the office of the Territorial Auditor of the Territory
of Arizona, this 21 day of Dec., A. D., 1903, at 10 A. M.

W. F. Nichols,

Territorial Auditor.

TERRITORY OF ARIZONA.

Office of the

TERRITORIAL AUDITOR.

United States of America, :

:--ss.

Territory of Arizona. :

I, I. M. Christy, Territorial Auditor

of the Territory of Arizona, do hereby certify that the annexed is a true and complete transcript of the Articles of Incorporation of "The American Standard Mining and Milling Company" which were filed in this office the 21 day of December, A. D., 1903, at 10 o'clock A. M., as provided by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal. Done at the City of Phoenix, the Capital, this 16 day of May, A. D., 1904.

(SEAL)

I. M. Christy,

Territorial Auditor of the Territory of Arizona.

OFFICE OF THE SECRETARY OF THE TERRITORY OF ARIZONA.

United States of America,

Territory of Arizona.

I, W. F. Nichols, Secretary of Arizona,

do hereby certify that the Territorial Auditor of the Territory of Arizona is, by law, the custodian, of all Articles of Incorporation under the General Incorporation laws of Arizona and is authorized to issue and certify to transcripts of the same. I further certify that the signature and seal attached to the within transcript is the signature and seal of the Territorial Auditor of said Territory.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the Territory of Arizona, at Phoenix, the Capitol, this 16 day of May, A. D., 1904.

(GREAT SEAL)

W. F. Nichols,

Secretary of Arizona.

State of Idaho,

:
:--ss.

Owyhee County.

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Filed for record this 25th day of May, 1904, at 9:25 o'clock A. M., at request of Thomas F. Walsh, and recorded in Book 1 Articles of Incorporation, page 185 et seq., of the records of said County.

J. S. St. Clair,

Ex-Officio Recorder.

State of Idaho, :
County of Owyhee. :—ss.

I, J. S. St Clair, Ex-officio Recorder in and for the County of Owyhee, State of Idaho, do hereby certify that I have compared the foregoing copy of Articles of Incorporation of THE AMERICAN STANDARD MINING AND MILLING COMPANY, and the endorsements thereon, with the original records of the same remaining in this office, and that the same are correct transcripts therefrom, and of the whole of said original records.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 25th day of May, 1904.



J. S. St Clair
Ex-officio Recorder.