

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

XXXXXXXXXXXXXX  
I, ARNOLD WILLIAMS, 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 **IDAHO TEXAS MINING AND MILLING CORPORATION**

was filed in the office of the Secretary of State on the **Seventh** day  
of **December** A.D. One Thousand Nine Hundred **Sixty-six** and  
~~will be~~ duly recorded on Film No. **microfilm** of Record of Domestic Corporations, of the State of Idaho,  
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

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  
~~perpetual existence~~ from the date hereof, with its registered office in this State located at  
**Ketchum** in the County of **Blaine**

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 **7th** day of **December**,  
A.D., 19 **66.**

Secretary of State.

ARTICLES OF INCORPORATION  
of  
IDAHO TEXAS MINING AND MILLING CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho;

AND WE HEREBY CERTIFY:

ARTICLE I.

That the name of the corporation is:

IDAHO TEXAS MINING AND MILLING CORPORATION

ARTICLE II.

That the purposes for which the corporation is formed shall be as follows:

(a) To conduct the business of mining, including milling, concentrating and all other forms of treating ores or mine products now known or hereafter found practicable.

(b) To locate, purchase, or otherwise acquire and own, and sell, lease, mortgage, or otherwise dispose of any lands containing minerals, or other lands necessary to carry out the objects for which this corporation is formed, including the acquisition, in any manner, of agricultural or grazing lands and to build and maintain roads to and from said properties.

(c) To purchase, lease or acquire, and to own, operate or control; and sell, mortgage, or otherwise dispose of or encumber any mills, smelters, concentrators and other plants for the

treatment or reduction of any and all kinds of ores and minerals; electric light plants, tramways, or other means of transportation (except the business of railroading), irrigation canals and ditches, mercantile establishments and boarding houses, which may be deemed necessary to conduct the business of the corporation.

(d) To own, hold, purchase, or otherwise acquire, and to sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock and bonds, debentures or other evidence of indebtedness created by this or other corporations, and while the owner thereof, to exercise all rights and privileges of ownership, including the right to vote thereon.

(e) To issue, sell and otherwise dispose of, bonds, debentures, promissory notes or other obligations necessary to raise money for the purpose of conducting the business of the corporation in any of its branches; and to secure the payment of any such obligations by properly executed mortgages, deeds of trust, pledges, or other encumbrances upon all or any of the property of the corporation.

(f) To enter into, make and perform contracts of any kind, with any person, firm, association, corporation, county, state, territory or government.

(g) The corporation shall have power, through its Board of Directors, to purchase, or otherwise acquire and own its own stock and bonds, or either, including the right to receive same at their cash value as determined by the Board of Directors for property or in payment of debts or obligations due the corporation.

(h) Generally, and in furtherance, not in limitation of any of the foregoing powers, to do all things herein set forth

to the same extent as a natural person might or could do, as principal, agent, contractor or otherwise, with all the powers conferred, but not in conflict with the laws of the State of Idaho, or the laws of any state in which the corporation may do business.

ARTICLE III.

The term for which the corporation is to exist is without limitation.

ARTICLE IV.

That the place where its principal business is to be transacted is at Ketchum, in Blaine County, State of Idaho; it may, also by resolution of its Board of Directors, establish branch offices, at other places in the United States, and may hold directors' meetings and transact other corporate business at any such branch offices.

ARTICLE V.

The number of the corporation's directors shall be five. At all elections of directors, each stockholder shall be entitled to as many votes as shall equal the number of his shares multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them as he may see fit.

The stockholders, in their discretion, may at any regular or special meeting elect alternate directors, one to be specifically assigned as substitute for each regular member of the Board, and to act in his place at any meeting of the Board when he is unable to be present, vacancies among the elected alternates to be filled in the same manner as in the case of regular directors.

To qualify as a director or alternate, it shall not be necessary that a member of the Board be a stockholder in the corporation. The Board of Directors shall have the power to adopt by-laws not inconsistent with these articles and to amend or repeal the same by a two-thirds vote of the Board.

The by-laws of the corporation may provide for an executive committee for the delegation of corporate powers to it and for the manner of their exercise.

The first meeting of the Board of Directors may be held at any place within or without the State of Idaho upon which they may agree.

Stockholders' meetings, either special or annual, may be held at any place in the United States at the discretion of the directors expressed thirty (30) days prior to any meeting, special or annual, and unless a meeting place is specifically designated, all meetings of stockholders shall be called and held at the company's main registered office in the State of Idaho, to-wit, Ketchum, Idaho.

There shall be a President, 1st Vice-President, 2nd Vice-President, 3rd Vice-President and Secretary-Treasurer, and such other officers as may be provided for in the by-laws. All officers shall be chosen by the directors in the manner prescribed by the by-laws.

The names and post office addresses of the persons appointed to act as the first directors, and until their successors are elected and qualified, are:

J. Thomas Barnes, President	Ketchum, Idaho
Bill Tapp, Secretary-Treasurer	1204 Douglas Odessa, Texas
Charles Chick Fair, 1st Vice-President	408 North Grant Odessa, Texas
Max Brownfield, 2nd Vice-President	518 North Grant Odessa, Texas
Wilburn Ussery, 3rd Vice-President	814 Borger Ave. Plainview, Texas

ARTICLE VI.

The Board of Directors shall have power to adopt any and all by-laws for the government and management of itself or the corporation, not inconsistent with these articles or with the laws of the State of Idaho or the United States, and to amend or repeal the same at pleasure.

ARTICLE VII.

The total authorized number of shares of capital stock to be issued by this corporation is 100 shares, having a no par value. Each share of capital stock to have full voting rights, i.e., each share of capital stock to have one vote.

ARTICLE VIII.

The amount of capital stock actually subscribed is Forty Thousand (\$40,000.00) Dollars, of no par value stock, which has been subscribed as follows:

J. Thomas Barnes	51 shares.
Bill Tapp	12 shares.
Charles Chick Fair	12 shares.
Max Brownfield	12 shares.
Wilburn Ussery	5 shares.
M. A. Nicholson	5 shares.
P. H. Green	2 shares.

The balance of the capital stock hereby authorized, namely one share, no par value, for the benefit of the treasury to be under the control and direction of the Board of Directors

who shall order it issued at such times and for such consideration as to them seem proper.

ARTICLE IX.

The capital stock of this corporation shall be and remain nonassessable.

ARTICLE X.

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XI.

The private property of the stockholders shall not be liable for the debts of the corporation.

ARTICLE XII.

The following are the names and post office addresses of each of the incorporators; the number of shares subscribed by each and the class of such shares have hereinbefore been listed:

J. Thomas Barnes	Ketchum, Idaho
Bill Tapp	1204 Douglas Odessa, Texas
Charles Chick Fair	408 North Grant Odessa, Texas
Max Brownfield	518 North Grant Odessa, Texas
Wilburn Ussery	814 Borger Ave. Plainview, Texas
M. A. Nicholson	2404 East County Road Odessa, Texas
P. H. Green	c/o Lincoln Hotel Odessa, Texas





STATE OF TEXAS )  
                  ) ss.  
COUNTY OF HALE )

On this 10<sup>th</sup> day of August, 1966, before me, a Notary Public, personally appeared, WILBURN USSERY, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

  
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Notary Public

