

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

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

#### **TIRA-MALL MINING CO.**

was filed in the office of the Secretary of State on the **Thirty-first** day of **March** A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** 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

**Sandpoint** in the County of **Bonner.**

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 **31st** day of **March**, A.D., 1961 .

Secretary of State.

ARTICLES OF INCORPORATION

of

TIRA-MALL MINING CO.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each being of full age and all of whom are citizens of the United States, having associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and in pursuance thereof, do hereby sign and acknowledge the following Articles of Incorporation in triplicate originals and do state as follows:

ARTICLE I.

That the name of this corporation shall be:

TIRA-MALL MINING CO.

ARTICLE II.

That the objects for which this corporation is formed are:

1. 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 all kinds of ores, metals and minerals, and the products and by-products thereof of every kind and description, and by whatever process the same can be, or may hereafter be produced, and generally and without limit as to amount, own, buy, sell, exchange, lease, acquire and deal in mines, minerals, mineral rights and claims, and to conduct all business pertaining thereto; to purchase, lease or otherwise acquire, mining rights, timber rights, water rights, mines, buildings,

dwellings, plants, machinery, tools and other properties whatsoever which this corporation may from time to time find to be of advantage; to mine and market any mineral or other products that may be found in or on such lands, and to explore, work, exercise, develop or turn to account the same.

2. Generally, to purchase, own, lease, hire, or otherwise acquire, hold, maintain, operate and deal in any real, mixed and/or personal property, wherever situated, and any rights and privileges which the company may think necessary or convenient for the purposes of its business, and to sell or otherwise dispose of and turn to account all or any part of the same.

3. To borrow or raise money for any purpose of the company, and to secure the repayment of money and the interest thereon in such manner and on such terms as the directors may deem expedient, and in particular, by mortgage and/or by the issue of bonds, debentures and debenture stock charged upon the whole or any part of the undertaking, property and assets of the company present or after acquired, including its uncalled capital.

4. To do all acts and things which may be necessary or desirable in connection with or to procure for the company legal recognition, domicile, and status in any colony, state or territory in which any of its property, estate, effects or rights may be situated, or in which the company may desire to carry on business, and to appoint local boards or committees, attorneys or agents with such powers as the directors of the company may determine, to represent the company in any such colony, state or territory.

5. To engage in any and all kindred occupations usual or germane to the business hereinbefore expressed, and to exercise every power

and authority granted or conferred by the general incorporation laws of the State of Idaho, or under any special laws of said State applying to corporations of this character and to do and perform any and all things necessary, proper or convenient for the carrying out or accomplishment of the objects and purposes herein specified.

#### ARTICLE III.

That this corporation shall continue perpetually.

#### ARTICLE IV.

That the location and post office address of the registered office of this corporation shall be 202 South 1st Avenue, Sandpoint, in the County of Bonner, State of Idaho.

#### ARTICLE V.

That the names and the post office addresses of each of the incorporators and the number of shares subscribed by each are as follows, to-wit:

<u>Name</u>	<u>Post Office Address</u>	<u>Stock Subscription</u>
Martin R. Timian	P.O. Box 461, Bonners Ferry, Idaho	815,000 shares
George M. Hill	323 Olympic Avenue, Bremerton, Washington	300,000 shares
Howard L. Smalley	2316 Burwell Street, Bremerton, Washington	75,000 shares

#### ARTICLE VI.

That the amount of capital stock of this corporation shall be One Hundred Fifty Thousand Dollars (\$150,000.00), divided into One Million Five Hundred Thousand (1,500,000) shares of common stock of the par value of Ten Cents (10¢) each.

#### ARTICLE VII.

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

ARTICLE VIII.

That the number of directors of this corporation shall be not less than three nor more than seven; that the number, qualification, terms of office, manner of election, time and place of meeting and the powers and duties of the directors shall be such as are prescribed by the by-laws of this corporation; that the names and post office addresses of the directors who shall manage the affairs of the corporation for a period of three years after its incorporation, all of whom are citizens of the United States, are as follows:

<u>Name</u>	<u>Post Office Address</u>
Martin R. Timian	P.O. Box 461, Bonners Ferry, Idaho
George M. Hill	323 Olympic Avenue, Bremerton, Washington
Howard L. Smalley	2316 Burwell Street, Bremerton, Washington

ARTICLE IX.

That the authority to make by-laws for this corporation is hereby expressly vested in the Board of Directors of this corporation, subject to the power of shareholders to change or repeal such by-laws.

ARTICLE X.

That the Board of Directors may delegate any power not expressly required by law to be exercised by the whole Board to an executive committee composed of members of such board and with such powers and duties as are provided in the by-laws.

IN WITNESS WHEREOF, we, the incorporators hereinbefore

mentioned, have hereunto set our hands and seals to these presents,  
in triplicate, this 16<sup>th</sup> day of March, 1961.

Martin P. Zinsman


George M. Hall

Howard L. Smalley

STATE OF WASHINGTON     )  
                                      : ss  
County of King            )

THIS IS TO CERTIFY, that on this 16<sup>th</sup> day of March, 1961, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally came MARTIN R. TIMIAN, GEORGE M. HILL and HOWARD L. SMALLEY, to me known to be the persons described in and who executed the foregoing Articles of Incorporation of TIRA-MALL MINING CO., and each for himself and not for the other, acknowledged to me that he signed the same freely and voluntarily for the uses and purposes therein mentioned.

WITNESS my hand and official seal, the day and year in this Certificate first above written.

  
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Notary Public in and for the State of  
Washington, residing at Seattle.