

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, 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

BIG CREEK DEVELOPMENT COMPANY

was filed in the office of the Secretary of State on the **Third** day of **March** A.D. One Thousand Nine Hundred **Fifty-five** and duly recorded on Film No. **89** 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

Fifty (50) Years from the date hereof, with its registered office in this State located at

Big Creek

in the County of

Valley

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

3rd day of **March,**
A.D., 19 **55** .

Secretary of State.

ARTICLES OF INCORPORATION
OF
BIG CREEK DEVELOPMENT COMPANY

KNOW ALL MEN BY THESE PRESENTS: THAT WE, Charles W. Mason, of Big Creek, Idaho, Dr Clayton A. Terry, Richard K. Ruffo and Frank A. Ruffo, of Tacoma, Washn. desiring to form a corporation under the laws of the State of Idaho, do hereby associate ourselves together for said purpose, and file, acknowledge and adopt the following ARTICLES OF INCORPORATION.

ARTICLE -1-

The name of this Corporation shall be "Big Creek Development Company".

ARTICLE -2-

The names of the persons so associating themselves for the purposes aforesaid are: Charles W. Mason, of Bid Creek, Idaho, Dr Clayton A. Terry, Richard K. Ruffo, of Tacoma, Washington, all of whom are citizens of the United States and of legal age.

ARTICLE -3-

That the principal place of business of this corporation shall be at Big Creek, in the County of Valley, State of Idaho, at which place it shall maintain its registered office, and there may be such other subordinate and branch offices hereinafter established either within or without the State of Idaho as the Board of Directors of said corporation may determine.

ARTICLE -4-

The general nature of the business to be transacted by this corporation and the objects and purposes for which this corporation is formed, are as follows: To mine, mill, smelt, refine or otherwise treat all ores, minerals, fluids or deposits containing gold, copper and the several other metals and to that end to buy, own, locate, hold, patent, lease, bond, mortgage, sell and convey real estate and mining claims with the improvements and developments thereon containing deposits, minerals, ores and metals; to open up, develop and operate on such real estate and mining claims, mines containing

ARTICLE -4- Continued

such ores, minerals and metals, to build, equip, operate and maintain mills, smelteries and refineries for the treatment of such ores, mineral and metals; to buy, store, use, sell and deliver supplies, goods, wares and merchandise of every kind and nature required to maintain the said business; to buy, procure, use, maintain, operate, sell and convey water rights and franchises, and to build, equip and operate ditches, pipe lines and construct power plants for the benefit of said company; to procure franchises and rights of way, subject to the laws of the State, for roads, tramways and private railways, using whatever motive power may be convenient or desirable, and to transport thereon all products of the company; to buy, procure, own, hold, use, sell and convey lumber, timber and timber lands, for the present and future wants of said company; to build, equip, maintain, sell and convey store-rooms, warehouses, and dwelling houses for the use of said company; to own, hold, use, sell and convey such real estate and personal property as may be needed or desirable for the purposes of the company and to do and perform whatever else may be necessary and proper, and to borrow and raise money, and issue therefor its notes and bonds, (and) (or) other evidences of indebtedness, and to secure the same by pledge, deed, trust deed, mortgage or any other form of hypothecation of any or all of its property, both real and personal; to sell and convey all or any of the company property, either real or personal, giving to the purchaser thereof as full and complete title as is possessed by this company. To lease, buy, sell, use and hold, borrow on its own account and as agent, all such property, real or personal or mixed, as may be necessary, convenient or desired on the part of this company in connection with any and all of its business; to lease or purchase, and deal in, leases of mining properties; to do any and all things hereinbefore set forth, and to the same extent and as fully as natural persons might do, and in any ~~state~~ State or Territory of the United States of North America, and in Canada or in any of its provinces, or in any other part of the world, and to do and perform whatever else may be necessary or desirable for the accomplishment of the purposes aforesaid.

ARTICLE -5-

The Capital Stock of this Corporation shall be

"TWO MILLION (2,000,000) DOLLARS

divided into

TWO MILLION (2,000,000) SHARES

of the par value of

ONE DOLLAR (1.00) per share.

Said stock shall be non-assessable and all certificates of stock issued to any purchaser of stock of this Corporation shall have printed thereon the following words:

"THIS STOCK IS FULLY PAID UP & IS NON-ASSESSABLE".

ARTICLE -6-

That of the Capital Stock of this Corporation, the following number of shares, of the following par value, have been subscribed by the following named persons, TO WIT:

Name	Number of shares	Par Value
Charles W. Mason	<u>50,000</u>	\$1.00 (One)
Dr Clayton A. Terry	<u>50,000</u>	\$1.00 (One)
Richard K. Ruffe	<u>50,000</u>	\$1.00 (One)
Frank A. Ruffe	<u>50,000</u>	\$1.00 (One)

ARTICLE *** 7 ***

That the government and management of the business of this corporation shall be vested in a board of four directors; and that Charles W. Masen, Dr Clayton A. Terry, Richard K. Ruffe and Frank A. Ruffo shall be and constitute the first Board of Directors of the Corporation, and shall hold their offices as such until their successors are elected and qualified.

ARTICLE -8-

The Directors, as well as the stockholders, shall have the power to make such prudential By-Laws as they may deem proper for the management of the company, not inconsistent with the By-Laws of the Company, and power is hereby conferred upon the Board of Directors, by a two thirds vote of said Directors, to repeal and amend the By-Laws and to adopt new By-Laws.

ARTICLE -9-

Meetings of the Stockholders and meetings of the Directors may be held in such place or places either within or without the State of Idaho, as may be provided for in the By-Laws of the Corporation.

ARTICLE -10-

That the commencement of this Corporation shall be on the day on which a copy of these ARTICLES OF INCORPORATION is filed in the office of the SECRETARY OF STATE of the STATE OF IDAHO, and this Corporation shall continue for the term of FIFTY YEARS thereafter. IN WITNESS WHEREOF, the said parties have hereunder set their hands and seals upon the dates specified in their sworn signatures and subscriptions to these ARTICLES OF INCORPORATION herein and hereunder appended

BIG CREEK, Idaho

Charles W. Masen
Charles W. Masen

TACOMA, Washington

Dr Clayton A. Terry
Dr Clayton A. Terry

TACOMA Washington

Richard K. Ruffe
Richard K. Ruffe

TACOMA Washington

Frank A. Ruffo
Frank A. Ruffo

STATE OF ~~WASHINGTON~~ ^{Idaho})
County of ~~Pierce~~ ^{Asler}) SS

I, T. M. Roberts a Notary Public in and for the said State, do hereby certify that on this 3rd day of March 1958, personally before me appeared Charles W. Masen, Br Clayton A. Terry, Richard K. Ruffe and Frank A. Ruffe, whose signatures are appended herein subscribing to the within Articles of Incorporation of BIG CREEK DEVELOPMENT COMPANY to me known to be the individuals described in and who executed the within instrument and each for himself and not one for the other acknowledged that he signed and sealed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

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

T. M. Roberts
Notary Public in and for the
State of ~~Washington~~ ^{Idaho}, residing
at ~~Tacoma~~ ^{Boise} in said County.

AFFIDAVIT

STATE OF IDAHO

County of Ada

C. W. Mason, being first duly sworn, deposes
and says:

That he is one of the incorporators of BIG CREEK DEVELOPMENT
COMPANY., an Idaho corporation;

That said Corporation, BIG CREEK DEVELOPMENT COMPANY
is a non-productive mining corporation.

C. W. Mason

Subscribed and sworn to before me,

this 3rd day of March, 1955.

Paul L. Fluenor

Notary Public for Idaho

Residing at Paris, Idaho

My Commission Expires Oct 23, 1956

(SEAL)