

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

**IRA H. MASTERS**

I, **IRACONCEMANS**, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

#### **KLY SECURITIES COMPANY**

a corporation duly organized and existing under the laws of **Maine** has fully complied with Section 10 Article II of the Constitution, and with Sections 29-501 and 29-502, Idaho Code, Annotated, by filing in this office on the **Second** day of **July** 19**46**, a properly authenticated copy of its articles of incorporation, and on the **Second** day of **July** 19**46**, a designation of **J. C. Ashworth** in the County of **Twin Falls** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 29, Idaho Code, Annotated, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **2nd** day  
of **July**, in the year of our Lord  
one thousand nine hundred **forty-six**,  
and of the Independence of the United States of  
America the One Hundred **Seventieth**.

Secretary of State.

Augusta, Maine, November 1, 1927.

To the Honorable Secretary of the State of Maine:

I, Ernest L. McLean, Clerk of ELY SECURITIES COMPANY, hereby certify that the following is a true copy of a resolution adopted by vote of all the issued and outstanding capital stock of said company at a legal meeting held at the principal office of the company in this city this day:

RESOLVED: That the capital stock of Ely Securities Company be decreased from \$1,000,000 consisting of 200,000 shares of the par value of \$5 each to \$50,000 of 10,000 shares of the par value of \$5 each, and that the clerk of this corporation give notice to the Secretary of State of the action of this meeting within ten days hereafter and obtain his certificate thereto.

ATTEST:

Ernest L McLean  
Clerk.

STATE OF MAINE

Office of Secretary of State

Augusta, Nov 3 1927

Received and filed this day.

ATTEST:

.....Edgar C. Smith.....  
SECRETARY OF STATE.

Recorded Vol. 18 Page 172.

C O P Y

SPECIAL

STOCKHOLDERS MEETING OF ELY SECURITIES COMPANY

We, the undersigned stockholders of ELY SECURITIES COMPANY, owning the number of shares set after our respective names hereunder, do hereby waive all notice whatsoever of a special meeting of the stockholders of ELY SECURITIES COMPANY, to be held at the office of the Company with McLean, Fogg & Southard, at 242 Water Street, Augusta, Maine, on the first day of November, 1927, at two o'clock in the afternoon, and do hereby consent to holding said meeting and to the transaction at such meeting, or at any adjournment thereof, of any and all business pertaining to the affairs of ELY SECURITIES COMPANY, and particularly to the following business:

(1) To act upon a resolution to authorize the reduction of the capital stock of Ely Securities Company from one million dollars, consisting of 200,000 shares of the par value of \$5 each to fifty thousand dollars, consisting of 10,000 shares of the par value of \$5 each, and authorizing and empowering the Board of Directors of the Company to do any and all acts deemed to be requisite or necessary to effectuate such reduction of the capital stock.

(2) To act upon any and all reports or other business that may come before the meeting.

And we, the undersigned, do hereby appoint Ernest L. McLean, Sanford L. Fogg, and Frank E. Southard, or either of them, our true and lawful attorney or attorneys, with power of substitution, to represent us, and each of us, and for us and each of us and in our names and in the name of each of us to vote as our proxy or as the proxy of each of us on all shares of the capital stock of said company standing in our names on the books of said Company, at the special meeting of stockholders to be held at the time and place above stated, or at any adjournment thereof, giving and granting to our said attorneys, or either or any of them, all the powers which we or each of us would possess if personally present and

voting at the meeting.

IN WITNESS WHEREOF, we have hereunto set our hands and seals  
and the number of shares held by us respectively after our respective  
names this 14th day of October, 1927.

/s/ <u>Arthur Smith</u>	134687 shares
/s/ <u>Thomas A. Smith</u>	1 share
/s/ <u>J. M. Lockhart</u>	1 share
/s/ <u>M. K. Preston</u>	1 share
/s/ <u>George S. Brown</u>	1 share

C O P Y

Augusta, Maine November 1 1927

Pursuant to the foregoing Waiver of Notice and Consent, all of the stockholders of ELY SECURITIES COMPANY, represented by their proxies, Ernest L. McLean, Sanford L. Fogg, and Frank E. Southard, met at the office of the Company, 242 Water Street, Augusta, Maine, on the 1st day of November, 1927, at two o'clock in the afternoon.

In the absence of the President and vice president of the Company Frank E. Southard was duly elected president Pro tempore and presided.

Upon motion duly made, seconded and unanimously carried, the following preambles and resolutions were adopted:

WHEREAS, It is desired that the capital stock of ELY SECURITIES COMPANY be decreased from \$1,000,000 consisting of 200,000 shares of the par value of \$5 each to \$50,000 consisting of 10,000 shares of the par value of \$5 each, and

WHEREAS, There are now in the treasury of the said corporation 65,309 shares of unissued capital stock, and of the issued capital stock 134,687 shares is held by Arthur Smith and 1 share each by George S. Brown, T. A. Smith, James M. Lockhart and M. K. Preston, who are directors of the company, and the said Arthur Smith has agreed to surrender the number of shares necessary to reduce the said capital stock to 10,000 shares,

RESOLVED: That the capital stock of ELY SECURITIES COMPANY be decreased from \$1,000,000 consisting of 200,000 shares of the par value of \$5 each to \$50,000 consisting of 10,000 shares of the par value of \$5 each, and that the clerk of this corporation give notice to the secretary of state of the action of this meeting within ten days hereafter and obtain his certificate thereto, and

IT IS FURTHER RESOLVED: That the 65,309 shares of the capital stock now in the treasury and unissued shall be retired forthwith.

FURTHER RESOLVED: That the said Arthur Smith, in order to effectuate the proposed reduction of the capital stock shall, within three months after this meeting, surrender 124,691 shares of the stock now owned by him.

FURTHER RESOLVED: That the directors be and they hereby are authorized and empowered to do any and all other acts deemed to be requisite or necessary to effectuate said decrease of the capital stock.

There being no further business to come before the meeting, upon motion duly made, seconded and carried it was

VOTED TO ADJOURN.

Adjourned.

A true record.

ATTEST:

/s/ Ernest L. McLean  
Clerk

**State of Maine**  

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OFFICE OF  
**SECRETARY OF STATE**  

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I certify that

**Ernest L. McLean**

clerk of

**Ely Securities Company**

has this day filed in this office notice of the decrease in the capital stock  
from \$1,000,000 to \$50,000 consisting of 10,000 shares of the  
per value of \$5. each.

GIVEN under my hand at Augusta, this **third**  
day of **November**, one thousand nine hundred and **twenty-seven**

  
Ernest L. McLean, Secretary of State.

1. To purchase, subscribe for, acquire, hold, sell, exchange, dispose of and deal in shares, stocks, bonds, obligations, evidences of indebtedness or securities of any public or private, domestic or foreign corporation, government or municipality, and the company shall have express power to hold, purchase or otherwise acquire, to sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds, debentures or other evidences of indebtedness created by any other corporation or corporations, and while the owner thereof to exercise all the rights and privileges of ownership, including the right to vote thereon.

2. To undertake or aid any enterprise, and carry out any transactions or operations which may be lawfully undertaken and carried out by capitalists, promoters, financiers, contractors, merchants, commission men and agents, and to carry on a general financial business and general financial operations of all kinds so far as the same are not prohibited by the laws of the State of Maine against the exercise of banking powers by corporations.

3. To form, promote, assist financially or otherwise, companies, syndicates, partnerships and associations of all kinds, so far as incidental to or connected with the corporate purposes, and to give any guarantee in connection therewith or otherwise for the payment of money or for the performance of any obligation or undertaking, to the extent that this company may be lawfully interested therein.

4. To prospect, explore, purchase, lease or otherwise acquire, and to sell, dispose of, lease and deal in lands, mines, minerals, ores, mining and water rights and claims and interests therein, in any part of the world, to develop, improve and work the same; to conduct mining and dredging operations of every kind by any method now known or hereafter to be devised, and to operate plants for reducing, smelting and refining and otherwise treating ores, minerals, matte and bullion; and to manufacture, acquire, deal in or otherwise dispose of products of ores, minerals and mines; to enter into contracts with other persons, firms or corporations (including any corporation in which the directors of this company may be interested or of which they may be officers or directors, or which



may be the owner of a large or controlling interest in the stock of this company), for the mining, dredging or working of mineral deposits, for the operation of canals, ditches and hydraulic works for the reduction, treatment, smelting and refining of the ores, minerals, matte and bullion produced by the corporation hereby organized; to construct, maintain, lease and operate hydraulic canals, ditches and plants for hydraulic mining.

5. To manufacture, produce and deal in gold, silver, copper, lead and other metals.

6. To own and acquire woodlands and coal mines, and to manufacture lumber and produce coke and gas and other products of coal; provided that the gas business shall be conducted only within the limitations expressed in the eighth paragraph of these purposes.

7. To buy and sell or otherwise to deal or traffic in metals, ores, coal, coke, wood, lumber and other materials, and any of the products thereof and any articles consisting or partly consisting thereof.

8. To acquire and develop water rights and water power, and to produce and transmit electric power, and to construct, maintain and operate water works, gas works and electric power, but before it shall exercise the powers and purposes set forth in this paragraph in any city or town within the State of Maine, it shall acquire by legislative act the right so to operate within such city or town, and, before such act, the business of manufacturing, generating, distributing or supplying gas and electricity, shall be carried on only in other states and jurisdictions when and where permissible under the laws thereof.

9. To acquire, construct, own, maintain and operate railroads and tramways and other means of transportation and telegraph or telephone lines, except that the company shall not acquire, construct or aid in the construction of, maintain or operate any railroad, canal, telegraph or telephone line in the State of Maine, but only in other states and jurisdictions when and where permissible under the laws thereof.

10. To acquire by purchase, lease, exchange, hire or otherwise, lands or any interest therein, to erect and construct houses,

buildings or works of every description on any land of the company, or upon any other lands, and to rebuild, enlarge, alter and improve existing houses, buildings or works thereon, to convert and appropriate any such lands into and for roads, streets or other conveniences, and generally to deal with and improve the property of the company; to sell, lease, let, mortgage or otherwise dispose of the lands, houses, buildings, hereditaments and other property of the company; to undertake or direct the management and sale of any property, buildings and lands; to transact on commission the general business of a real estate agent; to do a general realty business.

11. To acquire and own lands, buildings, sites and town sites, and to construct, sell and lease dwelling houses, stores, warehouses, factories, hotels, lodging houses, and other buildings and structures.

12. To manufacture, purchase, sell, deal and trade in merchandise, supplies, wares and goods of every variety.

13. To make and enter into contracts of every name and nature incidental to these purposes with any individual, firm, association or corporation, private, public or municipal and with the government or public authorities of the United States or of any state or territory thereof, and with any foreign government.

14. To purchase, acquire, hold and dispose of and generally deal in the stocks, bonds, and other evidences of indebtedness of any corporation, domestic or foreign, and to acquire, manage and operate, all or any part of the business or property of any company engaged in a business similar and incidental to that authorized to be conducted by the company, and as the consideration therefor to pay cash or exchange other property, or issue or deliver shares of stock, bonds, or other obligations of the company or of any other corporation.

15. To purchase, subscribe for or otherwise acquire, and to hold the shares, stocks or obligations of any company organized under the laws of the State of Maine, or of any other state, or of any territory of the United States, or of any foreign country, and to sell or exchange the same.

16. To borrow or raise money for any of the objects of the company, and to secure the same and the interest thereon; and for that or any other proper purpose to mortgage or charge all or any part of the present or after acquired property, rights or franchises of the company.

17. To guarantee the payment of dividends or interest on any shares, stocks, debentures or other securities issued by, or any other contract or obligation of any corporation whenever proper or necessary for the business of the corporation in the judgment of its directors and so far as incidental thereto.

18. To apply for, obtain, register, lease, purchase or otherwise acquire, and to own, hold, use and enjoy trade marks, trade names, patents and patent rights and rights granted by letters patent of the United States of America or by foreign governments for discoveries or inventions and the inventions and discoveries therein described which may be useful, convenient or desirable, or deemed so to be, in connection with the business of the company or any part thereof, to sell and grant such rights to others and to license others to use and enjoy the same.

19. So far as incidental to these purposes, to undertake or aid any enterprise, and carry out any transactions or operations which may be lawfully undertaken and carried out by capitalists, and to carry on a general financial business and general financial operations of all kinds so far as the same are incidental hereto and not prohibited by the laws of the State of Maine against the exercise of banking powers by corporations.

20. To acquire from time to time in exchange for shares of the capital stock of the company to the extent of the capital herein fixed or as the same may hereafter be increased by proceedings lawfully taken for such increase, such property or shares of the capital stock of any other corporation or corporations as the Board of Directors shall deem of advantage to the company, at such valuation of the property or shares so acquired as in the judgment of said Board shall be fair and just; and in so far as the shares of the capital stock of the company, as now fixed or as the same may be hereafter increased, shall be allotted for exchange as aforesaid, the

stockholders of the company at the time of such allotment, shall not be entitled to subscribe for the same or any part thereof, a waiver by each stockholder of the right to subscribe therefor being deemed an essential part of his contract with the company.

21. To authorize and permit any or all of the directors of the company, notwithstanding their official relations to it, to enter into, negotiate, consummate and perform any contract or agreement of any name or nature between the company and themselves, or any or all of the individuals from time to time constituting the Board of Directors of the company, or any firm or corporation in which any such directors may be interested directly or indirectly, whether such individual or individuals, firm or corporation, thus contracting with the company, shall thereby derive personal or corporate profit or benefits, or otherwise; the intent hereof being to relieve each and every person who may be or become a director of the company from any disability that might otherwise exist of contracting with the company for the benefit of himself, or of the copartnership or corporation in which he may be in any wise interested.

22. To do any and all of the things herein set forth, and such other things as are incidental or conducive to the attainment of the above objects, to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors or otherwise, inso far as the same will not be inconsistent with the Revised Statutes of the State of Maine.

The objects and powers specified in any paragraph or clause hereof shall, except where otherwise expressed herein, be in no wise limited or restricted by reference to or inference from the terms of any other clause or paragraph herein, but the several objects and powers specified herein shall be regarded as independent objects and powers, any and all of which may at any time be undertaken and availed of by the company.

The Board of Directors when elected shall, subject to the provisions of Chapter eighty-four of the Public Laws of 1891, have power with the assent in writing or pursuant to the vote of the holders of three-fourths of the capital stock issued and outstanding,

to sell, assign, transfer or convey, or otherwise dispose of the property, assets, effects, franchises and good will of the corporation as an entirety.

The corporation shall have power to conduct its business in all of its branches, and have one or more offices, and to hold, purchase and convey real and personal property both within and without the State of Maine, and in all the States and territories and dependencies of the United States, and in all foreign countries.

The directors shall from time to time determine at what time and place 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 subscribers, and no stockholder shall have the right to inspect any account, book or document of the corporation except as conferred by the statutes of the State of Maine.

The directors shall have power to hold their meetings, to have one or more offices, and to keep the books of the corporation, excepting those books which under the laws of this State are required to be kept within the State of Maine, outside of the State of Maine, and at such places as may from time to time be designated by them.

**State of Maine**

~~XX~~  
~~Certificate of Organization of a Corporation under the General Law~~  
~~XX~~

The undersigned, officers of a corporation organized at 242 Water Street, Augusta, Maine,  
at a meeting of the signers of the articles of agreement therefor, duly called and held at  
the office of Williamson & Burleigh  
in the city of Augusta, Maine,

on Thursday the fifteenth day of August A. D. 1907,

hereby certify as follows:

The name of said corporation is ELY SECURITIES COMPANY.

The purposes of said corporation are :

The amount of capital stock is one million dollars.

The amount of common stock is one million dollars.

The amount of preferred stock is nothing.

The amount of capital stock already paid in is nothing.

The par value of the shares is five dollars.

The names and residences of the owners of said shares are as follows:

NAMES:	RESIDENCES.	No. of Shares	
		Common.	Preferred.
Lewis A. Burleigh,	Augusta, Maine.	2	
M. H. Simmons,	Hallowell, Maine.	2	
I. E. Chadbourne,	Augusta, Maine.	2	
E. M. Leavitt,	Winthrop, Maine.	2	
W. M. Bearce,	Winthrop, Maine.	2	
Balance of stock unissued,		199,990	
	Total,	200,000	

Said corporation is located at Augusta, Maine, in the County of Kennebec.

The number of ~~directors~~ DIRECTORS is five and their names are  
Lewis A. Burleigh, M. H. Simmons, I. E. Chadbourne, E. M. Leavitt and  
W. M. Bearce.

CLERK is  
The name of the ~~clerk~~ Lewis A. Burleigh and his residence is Augusta, Maine.  
The undersigned, E. M. Leavitt is PRESIDENT: ~~the undersigned~~  
signed, E. M. Leavitt is Treasurer; and the undersigned  
Lewis A. Burleigh, I. E. Chadbourne and E. M. Leavitt  
are a MAJORITY OF THE DIRECTORS of said corporation.

~~xxxx majority of the directors of said corporation xxx~~

Witness our hands this fifteenth day of August A. D. 1907.

..... E. M. Leavitt .....	PRESIDENT
..... E. M. Leavitt .....	<del>TREASURER</del>
..... Lewis A. Burleigh .....	} DIRECTORS
..... E. M. Leavitt .....	
..... I. E. Chadbourne .....	

KENNEBEC SS. ~~xxx~~ August 15, A. D. 19 07.

Then personally appeared Lewis A. Burleigh, I. E. Chadbourne and  
E. M. Leavitt

and severally made oath to the foregoing certificate, that the same is true.

Before me,

Melvin H. Simmons Justice of the Peace.

## State of Maine

ATTORNEY GENERAL'S OFFICE,  
~~xx Attorney General's Office x~~ August 16 A. D. 19 07.

I hereby certify that I have examined the foregoing certificate, and the same is properly drawn  
and signed, and is conformable to the Constitution and laws of the State.

Warren C. Philbrook, ~~XXXXXXXXXXXX~~  
ASST. ATTORNEY GENERAL.



COPY

(Name of Corporation)

ELY SECURITIES COMPANY.

Kennebec ss.

Registry of Deeds

Received Aug 16 19 07,

at 3 h. - m. P. M.

Recorded in Vol. 481 Page 213

ATTEST:

L. O. Tebbetts Register

A true copy of record.

ATTEST:

L. O. Tebbetts Register

STATE OF MAINE

Office of Secretary of State

Augusta, Aug 16 1907.

Received and filed this day.

ATTEST:

J. E. Alexander

Deputy Secretary of State

Recorded in Vol. 61 Page 565

## State of Maine

### OFFICE OF SECRETARY OF STATE

I hereby certify that the foregoing is a true copy from the records of this office.

In Testimony Whereof, I have caused the seal of the State to be hereunto affixed.

Given under my hand at Augusta, this nineteenth

day of June

nine hundred and forty-six

and seventieth

States of America.

in the year of our Lord one thousand and in the one hundred

year of the Independence of the United

Harold J. Goss Secretary of State