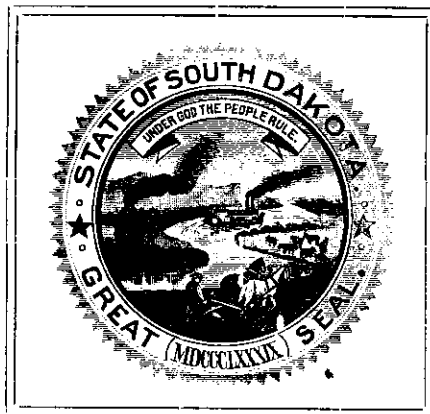


# STATE OF SOUTH DAKOTA

## DEPARTMENT OF STATE



UNITED STATES OF AMERICA, }  
STATE OF SOUTH DAKOTA, } SECRETARY'S OFFICE

I, O. C. BERG, Secretary of State of the State of South Dakota, do hereby certify that the attached instrument of writing is a true and correct copy of

*Articles of the  
Corporation of the Standard Mines  
and Milling Company*

as the same appears of record in this office and of the whole thereof.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the

State of South Dakota; done at the City of Pierre this

*26<sup>th</sup>*

day of

*June* 190*3*

*O. C. Berg*  
Secretary of State.

By \_\_\_\_\_

Assistant Secretary of State.

ARTICLES OF INCORPORATION  
OF THE  
STANDARD MINES & MILLING COMPANY.  
" " " "

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, H. W. Fairfax, D. J. McHamara Jr, and T. P. Estes, for ourselves, our associates, and successors, have associated ourselves together for the purpose of forming a corporation under and by virtue of the statutes and laws of the State of South Dakota and we do hereby certify and declare as follows, to wit:-

FIRST: The name of the corporation shall be the  
STANDARD MINES & MILLING COMPANY.

SECOND: The nature of the business and the objects and purposes for which this Company is formed are:-

To do all things hereinafter set forth to the same extent as natural persons might or could do, and in any part of the world, as principal, agent, contractor, trustee or otherwise and either alone or in company with others, viz:

To carry on the business of mining, milling, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying, selling, exchanging and other wise producing and dealing in gold, silver, copper, lead, zinc, brass, iron, steel and in all kinds of ore, metals and minerals and in the products and by-products thereof, of every kind and description, and by whatsoever process the same can or may hereafter be produced; and generally and without limit as to the amount; to buy, sell, exchange, lease, acquire and deal in lands and mines, minerals, rights and claims, and in the above specified products, and to conduct all business appurtenant thereto.

THIRD:-

The place where the principal business will be transacted ~~in this State~~ will be in the City of Pierre, State of South Dakota, but a <sup>business</sup> branch office may be located in the City and State of New York, ~~and may have one or more or more branch offices at such places as may be from time to time provided for in the By-laws and by the Board of Directors.~~

FOURTH:

The duration of the Company shall be twenty years.

IN FURTHERANCE AND NOT IN LIMITATION of the general powers conferred by the laws of the State of South Dakota and of the objects and purposes herein set forth, it is hereby expressly provided that this Company shall have also the following powers that is to say:-

To acquire the good-will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association, or corporation, incidental to or useful in or to the advantage of any of the purposes, powers or objects for which this Company is formed, and to pay for the same in cash, stock of this Company or otherwise.

FIFTH:

The corporation may use and apply its surplus earnings or accumulated profits authorized by law to be reserved, to the purchase or acquisition of property, and to the purchase or acquisition of its own capital stock from time to time, to such extent and in such manner and upon such terms as its Board of Directors shall determine, and neither the property or the capital stock so purchased or acquired, nor any of the capital stock taken in payment of or satisfaction of any debt due to the corporation, shall be regarded as profits for the purpose of declaration or payment of dividends unless otherwise determined by a major-

ity of the Board, or a majority of the stockholders.

SIXTH:

The corporation may become seized and possessed of real estate as may be necessary for the business of the Company and personal estate to an unlimited extent, and the stockholders <sup>holding fully paid stock</sup> shall not be liable for the payment of corporate debts to any extent whatsoever.

SEVENTH:

The Board of Directors, by resolution passed by a majority of the whole Board, may designate three or more directors to constitute an Executive Committee, which Committee, to the extent provided in said resolution, or in the By-laws of the corporation, shall have, and may exercise <sup>such as may be directed by</sup> the powers of the Board of Directors in the management of the business and affairs of the corporation and shall have power to authorize the seal of the corporation to be affixed to all papers which may require it.

~~Stockholders and directors shall have power~~ to hold their meetings and keep the books, documents and papers of the corporation outside of the State of South Dakota, and at such places as may from time to time be designated by the By-laws or by resolution of the Board of Directors, except as otherwise required by the laws of the State of South Dakota. ~~The By-laws may prescribe the number of directors necessary to constitute a quorum of the Board of Directors, which number may be less than a majority of the whole number of the directors, and the Board of Directors shall from time to time determine whether and to what extent and at what times and places 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 stockholders, and no stockholder shall have any right to inspect any account or book or~~

document of the corporation except as conferred by the statutes of the State of South Dakota, or authorized by the directors.

EIGHTH:

The amount of the capital stock of this corporation shall be one million (1,000,000) dollars divided into ten million (10,000,000) shares of the par value of ten cents each.

NINTH:

The number of directors of this corporation shall be ~~three, five, seven, nine or eleven~~ and the names and addresses of such who are to serve until the election of their successors are as follows:-

NAME.	RESIDENCE.
H. W. Fairfax	World B'l'g, New York.
D. J. McNamara Jr.	66 B'way, N. Y. City.
T. P. Estes,	Pierre, South Dakota.

IN WITNESS WHEREOF we have hereunto set our hands this sixteenth day of June 1902.

H. W. Fairfax  
D. J. McNamara Jr.  
T. P. Estes of Pierre, S.D.

STATE OF NEW YORK  
SS:  
COUNTY OF NEW YORK

BE IT REMEMBERED that on this 16th day of June 1902, before the undersigned personally appeared the above named D. J. McNamara Jr and H. W. Fairfax, well and personally known to me to be the same persons described in and who executed the foregoing instrument and severally duly acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County the day and year above written.

W. G. Brown  
Notary Public,  
New York Co.  
(No. 261)

Seal

STATE OF SOUTH DAKOTA

SS:

COUNTY OF HUGHES

Be it remembered that on this 26<sup>th</sup> day of June 1902, before me the undersigned personally appeared T. P. Estes, well and personally known to me to be the person described in and who executed the foregoing instrument and duly acknowledged to me that they executed the same.

In Witness Whereof I have hereunto set my hand and affixed my official seal at said County, the day and year above written.

Ivan W. Goodner

Notary Public,  
Hughes Co.  
S.D.

STATE OF NEW YORK

SS:

COUNTY OF NEW YORK

W. Fairfax and D. J. McNamara Jr, being duly sworn each for himself deposes and says:- That he is one of the persons described in and who signed the foregoing Articles of Incorporation as an incorporator therein; that he has read said articles and knows the contents thereof; that the incorporators intend in good faith to form a corporation for the purpose of promotion of a lawful business and as set forth in said Articles, and not for the purpose of enabling several ~~other~~ corporations to avoid the provisions of Chapter 154, Session Laws of 1890, being an Act entitled "An Act to declare certain combinations, agreements or trusts unlawful and to restrain and punish the same."

W. Fairfax

D. J. McNamara Jr.

Subscribed and sworn to before this  
16th day of June 1902.

W. G. Brown,  
Notary Public,  
New York Co.  
(261.)

Seal