

BRADY DEVELOPMENT COMPANY

CERTIFICATE OF INCORPORATION.

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of an act of the Legislature of the State of Delaware, entitled "An Act Providing a General Corporation Law" (approved March 10, 1899) and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

I. The corporate name is BRADY DEVELOPMENT COMPANY.

II. The location of the principal office of the corporation is 927 Market Street, in the City of Wilmington, County of New Castle, and the Corporation Guarantee and Trust Company is designated as the statutory agent therein, in charge thereof, and upon whom process against the corporation may be served.

III. The objects for which the corporation is established are primarily:

To buy, lease, or otherwise acquire mines, mining rights, quarries, and mineral lands and claims of every kind, nature, and description, and to work, mine, prospect, develop, and promote the same; to mine, quarry, and excavate gold, silver, copper, lead and other ores and metals and minerals of all descriptions.

To carry on the business of mining, milling, concentrating, converting, smelting, treating, preparing for market, reducing, buying, selling and merchandising in gold, silver, copper, and other metals and metallic compounds, coal, coke, charcoal, and other fuels, and all products and by-products of all ores and minerals; but not to buy gold or silver bullion or foreign coins.

To buy, sell, manufacture, produce, and dispose of all kinds of goods wares, merchandise, manufactures, commodities, food stuffs, drugs, furniture, machinery, tools, supplies, and agricultural products, and generally to engage in and carry on any forms of manufacturing or mercantile enterprise, necessary or incidental to the business of the Company.

To purchase, lease, or otherwise acquire, and hold lands, buildings, tenements, and factories for the offices, workshops, and store-rooms of the company, and to lease, mortgage, sell and convey such real estate in such manner as may appear for the best interests of the company.

As subsidiary to and in connection with the foregoing from time to time the corporation may:

Manufacture, purchase or otherwise acquire goods, wares, merchandise and personal property of every class and description, and hold, own, mortgage, sell or otherwise dispose of, trade, deal in and deal with the same.

Acquire and undertake the good-will, property, rights, franchises, contracts and assets of every manner and kind and the liabilities of any person, firm, association or corporation, either wholly or in part, and pay for the same in cash, stock or bonds of the corporation or otherwise.

To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, body politic, county,

territory, state, government or colony or dependency thereof, and without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidence of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Delaware.

Issue bonds, debentures or obligations of the corporation, and at the option of the corporation, to secure the same by mortgage, pledge, deed of trust or otherwise.

Acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, trade marks and trade names, relating to or useful in connection with any business of the corporation.

Hold, purchase, or otherwise acquire, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock and bonds, debentures or other evidences of indebtedness created by other corporation or corporations, and, while the holder thereof, exercise all the rights and privileges of ownership, including the right to vote thereon.

Purchase, hold and re-issue the shares of its capital stock, its bonds or other securities.

Remunerate any person or corporation for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing or underwriting of any of the shares of stock of the corporation, or any debentures, bonds or other securities of the corporation, or in or about the formation or promotion of the corporation, or in the conduct of its business.

With a view to the working and development of the properties of the corporation, and to effectuate, directly or indirectly, its objects and purposes, or any of them, the corporation may, in the discretion of the directors, from time to time carry on any other lawful business, manufacturing or otherwise, to any extent and in any manner not unlawful.

The corporation may conduct business in the State of Delaware and elsewhere, including any of the states, territories, colonies or dependencies of the United States, the District of Columbia, and any and all foreign countries, have one or more offices therein, and therein to hold, purchase, mortgage and convey real and personal property, except as and when forbidden by local laws.

The foregoing clauses shall be construed both as objects and powers, but no recitation expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

IV. The corporation is authorized to issue capital stock to the extent of Twenty-five thousand (\$25,000.00) Dollars, divided into two hundred and fifty (250) shares of the par value of One Hundred (\$100.00) Dollars each.

V The capital stock with which the corporation will commence business is subscribed by the incorporators as follows:

Name	Residence	No. of Shares
F. R. Hansell	Philadelphia, Pa.	1
E. M. MacFarland	Camden, N. J.	1
J. Vernon Pimm	Philadelphia, Pa.	13

VI. The existence of this corporation is to be perpetual.

VII. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

VIII. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors are expressly authorized:

To hold their meetings, to have one or more offices, and to keep the books of the corporation within, or except as otherwise provided by statute, without the State of Delaware, at such places as may from time to time be designated by them.

To determine from time to time whether, and if allowed, under what conditions and regulations the accounts and books of the corporation shall be open to the inspection of the stockholders, and the stockholders' rights in this respect are and shall be restricted or limited accordingly, and no stockholder shall have any right to inspect any account or book or document of the corporation, except as conferred by statute or authorized by the Board of Directors or by a resolution of the stockholders.

To make, alter, amend and rescind the By-Laws of the corporation, to fix, determine from time to time and vary the amount to be reserved as working capital, to determine the times for the declaration and payment and the amount of each dividend on the stock, to determine and direct the use and disposition of any surplus or net profits, and to authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation, provided always that a majority of the whole Board concur therein

Pursuant to the affirmative vote of the holders of a majority of the stock issued and outstanding, at a stockholders' meeting duly convened, to sell, assign, transfer or otherwise dispose of the property, including the franchises of the corporation as an entirety, provided always that a majority of the whole Board concur therein

To appoint additional officers of the corporation, including one or more vice-presidents, one or more assistant treasurers, and one or more assistant secretaries; and, to the extent provided in the By-Laws, the person so appointed shall have and may exercise all the powers of the president, of the treasurer and of the secretary respectively, provided, however, that all vice-presidents shall be chosen from the directors.

By a resolution passed by a majority vote of the whole Board, under suitable provision of the By-Laws to designate two or more of their number to constitute an Executive Committee, which committee shall, for the time being, as provided in said resolution, or in the By-Laws, have and exercise any or all the powers of the Board of Directors, which may be lawfully delegated, 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.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate in the manner now or hereafter prescribed by statute for the amendment of the certificate of incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 3rd day of March, 1920.

R. R. Hansell (L.S.)
E. M. MacFarland (L.S.)
J. Vernon Pimm (L.S.)

WITNESS to the foregoing signatures:
Geo. H. B. Martin

STATE OF PENNSYLVANIA, COUNTY OF PHILADELPHIA.) ss

BE IT REMEMBERED that on this 3rd day of March A.D. 1920 personally appeared before me F. R. Hansell, E. M. MacFarland and J. Vernon Pimm parties to the foregoing Certificate of Incorporation, known to me personally to be such, and I having first made known to them and each of them the contents of said Certificate, they did each severally acknowledge that they signed, sealed and delivered the same as their several voluntary act and deed, and each deposed that the facts therein stated were truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid

Geo. H. B. Martin
Notary Public
Phila, Pa.

Geo. H. B. Martin
Notary Public. Commission
expires April 2, 1921.

STATE OF DELAWARE.

Office of Secretary of State.

I, EVERETT C. JOHNSON, Secretary of State of the State of Delaware, do HEREBY CERTIFY that the above and foregoing is a true and correct copy of Certificate of Incorporation of the "BRADY DEVELOPMENT COMPANY," as received and filed in this office the fourth day of March, A. D. 1920, at 9 o'clock A. M.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, at Dover, this fourth day of March in the year of our Lord one thousand nine hundred and twenty.

(Seal)

Everett C. Johnson,
Secretary of State.

THE BRADY DEVELOPMENT COMPANY, under the laws of Delaware. CHARTER RECEIVED FOR RECORD this 4th day of March, A. D. 1920

F. G. Cole
Recorder.

STATE OF DELAWARE, NEW CASTLE COUNTY, ss)

Recorded in the Office for the Recording of Deeds, etc., at Wilmington in and for the County aforesaid, in Corporation Record D Volume 12 Page 404 etc., the 4th day of March 1920.

Witness my hand and the seal of said Office the day and year last aforesaid.

(Seal)

F. G. Cole
Recorder.

ENDORSED: INSTRUMENT NUMBER 54887. ARTICLES OF
INCORPORATION of the BRADY DEVELOPMENT
COMPANY.

FILED at the request of H. Fred
Mercer, September 7th, 1920, at 9
o'clock, A. M., Records of Shoshone
County, State of Idaho.

Harry A. Rogers,
County Recorder,
By Elmer Johnson, Deputy.

STATE OF IDAHO, COUNTY OF SHOSHONE) ss:

I, HARRY A. ROGERS, County Recorder in and for said
County of Shoshone, in the State of Idaho,

DO HEREBY CERTIFY that the foregoing is a full, true
and correct copy of the Articles of Incorporation of the BRADY
DEVELOPMENT COMPANY, together with all official endorsements
thereon, as appears after a careful comparison of the same
with a certified copy of the original articles of incorpora-
tion of said company, now on file at my office and in my cus-
tody, Records of Shoshone County, State of Idaho.

IN TESTIMONY WHEREOF, I hereunto set my hand and
affix my official seal, at my office in the City
of Wallace, Idaho, this seventh day of September,
1920.

Harry A. Rogers
County Recorder,

By

Elmer Johnson
Deputy.