



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES 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

#### INTERMOUNTAIN DEVELOPMENT CO., INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Fifteenth** day of **December**, 1955,

original articles of amendment, as provided by Sections 30-146, 30-147, Idaho Code, reclassifying shares of authorized capital stock

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **92** of Record of Domestic Corporations of the State of Idaho,

I THEREFORE FURTHER CERTIFY, That **the Articles of Incorporation have been amended accordingly.**

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 **15th** day  
of **December**, in the year of our Lord  
one thousand nine hundred **fifty-five**,  
and the Independence of the United States of  
America the One Hundred **Eightieth**.

Secretary of State

ARTICLES OF INCORPORATION  
OF  
INTERMOUNTAIN DEVELOPMENT CO., INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are bona fide, natural born citizens of the United States of America, do, under and in pursuance of the general corporation laws of the State of Idaho, hereby organize, constitute and associate ourselves, and such other persons as may hereafter become associated with us, into a body politic and corporate, and to that end execute the following ARTICLES OF INCORPORATION, and we hereby set forth and declare as follows:

I.

That the name of this corporation is, and shall be INTERMOUNTAIN DEVELOPMENT CO., INC.

II.

That the period of the existence of this corporation shall be perpetual.

III.

That the principal office of this corporation shall be located at 773 Birch Street, Pocatello, Bannock County, Idaho, and that other offices for the transaction of the business of said corporation shall be established by the Board of Directors from time to time, both within and outside of the State of Idaho, and that the meetings of the Board of Directors may be had pursuant to the provisions of the By-Laws, either at the principal office or at such other places as the By-Laws shall provide.

IV.

The purposes for which this corporation is formed are as follows:

- a. To obtain, hold, explore, work, develop, lease and otherwise obtain lands and concessions of lands, containing mines of gold, silver and other minerals, and precious stones, and all other articles or substances of value, also, lead, copper, zinc, tin, manganese, uranium, and other radio active minerals, and all base metal mines, lime, phosphate, potash, gypsum, and non metallic mines, oil lands and placer deposits in the United States of America, or the territories thereof, or in foreign countries.

- b. To search for, prospect and explore for ores and minerals and to locate mining claims, grounds, lodes, or placer claims in the United States of America or the territories thereof, and in foreign countries, and to record the same pursuant to the mining laws of the said United States or other countries; to bore, drill, prospect and mine for gold, silver, copper, lead, zinc, iron, antimony, tin asbestos, manganese, uranium, and other radio active minerals, and all base metal mines, and all kinds of ores, metals, minerals and precious stones, oil, gas and coal, and to mill, convert, prepare for market and otherwise produce and deal in the same and in the products and by-products thereof; to purchase, or otherwise acquire, own, exchange, sell or otherwise dispose of, mortgage, hypothecate and deal in mineral lands of all kinds, oil, coal and timber lands, personal estate, water and water rights, and to work, explore, operate and develop the same and carry on the business of mining in all its branches; to carry on the business of searching for, prospecting, preparing, procuring, refining, piping, storing, transporting, supplying, buying, selling, manufacturing, and distributing petroleum and other oils and gold, silver, lead, zinc, iron, antimony, tin, asbestos, manganese, uranium, and other radio active minerals, and all kinds of ores, and their products or by-products; to construct, build, operate and maintain oil wells, refineries, buildings, works, workshops, laboratories, machinery, power plants, sawmills, stores, and warehouses, to acquire by grant, purchase or otherwise any property or privileges from any government or from any authority, individual, municipal or otherwise, and to perform and fulfill the conditions thereof.
- c. To erect or hire, smelting, concentrating, refining and reducing works, and to purchase ores and metals and non metals from persons and other mines and mining companies, and to manufacture, smelt, reduce, refine, concentrate, and dress such ores, minerals and products. And in general, to acquire by bond and lease or lease with option to purchase or otherwise own, operate, sell, enter into contracts to purchase or sell, mines or mining property, prospects or other lands, and in general to carry on a general mining business, and to do all things incident thereto.
- d. To do all things incident to hydro-electric and diesel generated power development for the sole use of this corporation in its mining and other business operations; to own and operate transmission lines, substations and necessary distribution lines incident to the development, transmittal and use of hydro electric and diesel generated current in its own business and operations.
- e. To acquire, handle, own, lease, sell and operate sawmills and other auxiliary machinery necessary or desirable for the cutting, dressing and handling of lumber and lumber products, for its own use and benefit and to do all things incident to such purposes.
- f. To invest the capital of the company for any of the purposes aforesaid, and in building or otherwise improving or adding to the marketable value of the lands or other properties from time to time acquired by the company.
- g. Subject to the provisions of law, the company may purchase or otherwise acquire, hold and re-issue the shares of its capital stock,
- h. To acquire by purchase, subscription or otherwise and to hold or dispose of, stocks, bonds, or any other obligations of any corporations formed for, or then or theretofore engaged in or pursuing any one or more of the kinds of business, purposes, objects or operations above indicated, or owning or holding any property of any kind herein mentioned, or of any corporation owning or holding the stocks or the obligations of any such corporation. To acquire and hold for investment, or otherwise to acquire and use, and to sell or dispose of, any stock, bonds or other obligations of any such other corporations; to aid in any manner any corporation whose stocks,

bonds or other obligations are held or are in any manner guaranteed by the company, and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds, or other obligations, or to do any acts or things designed for any such purpose; and while owner of any such stock, bonds or other obligations, to exercise all the rights and powers and privileges of ownership thereof, and to exercise any and all voting powers thereon.

- i. To acquire the good will, rights, property and assets of all kinds, and to undertake the whole or any part of the liabilities of any person, firm, association or associations, corporation or corporations, on such terms and conditions as may be agreed on, and to pay for the same in cash, stocks, bonds, debentures, or other securities of this corporation or otherwise; to acquire and undertake any or all part of the business and assets and liabilities of any person, firm, association or corporation.
- j. In the purchase or acquisition of property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs, and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferrable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.
- k. To enter into, make, perform and carry out contracts of every sort and kind with any person, firm, association, corporation, private, public or municipal, or body politic and with the Government of the United States, or any state, territory or colony thereof, or any foreign government.
- l. To remunerate any person, firm, syndicate, association or corporation for services rendered or to be rendered directly or indirectly, in selling, placing or guaranteeing the selling or placing of any shares of the capital stock bonds, debentures or other securities issued, owned or controlled by the corporation, or by any other corporation in which it is interested, or in or about the formation, promotion or operation of the corporation, or in the conduct of its business and affairs or the protection of its property and interests, either in cash, stock, bonds or other securities, commissions or otherwise.
- m. In general, but in connection with the foregoing, the company may carry on any other business, whether manufacturing or mining, or otherwise, and have and exercise all the powers conferred by the laws of Idaho upon corporations formed under the laws of said state; it being hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the company.

#### V.

The corporate powers, business and property of the company shall be exercised, conducted and controlled by the board of (5) five directors, who shall be elected by the stockholders in accordance with the by-laws, and who shall have the power to repeal and amend and adopt new by-laws of and for the company and to hold their meetings pursuant to the provisions of the by-laws, and at such places and at such times as the said Board of Directors may, by resolution direct, or by act of the Board may fix, both within, and

outside the State of Idaho.

VI.

That the amount of the authorized capital stock of this corporation shall be FIVE HUNDRED THOUSAND DOLLARS (\$500,000.00) divided into FIVE HUNDRED THOUSAND SHARES of the par value of One Dollar (\$1.00) per share.

VII.

That the amount of said capital stock, i.e., five hundred thousand shares, shall be non-assessable.

VIII.

That the amount of said capital stock that has been actually subscribed is twenty shares, and the names and residences of the persons who have subscribed therefor, and the number of shares subscribed by each, are as follows:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>
Clinton R. Rupp	773 Birch St., Pocatello, Ida.	5
Mary F. Rupp	773 Birch St., Pocatello, Ida.	5
Wayne G. Taylor	950 Willow Lane, Pocatello, Idaho	5
Lyle Leslie	767 Birch St., Pocatello, Ida.	5

That the foregoing named incorporators are all persons of full age and fully competent, and that all of them are citizens of the United States of America.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 9th day of February, 1955.

Clinton R. Rupp (SEAL)  
Mary F. Rupp (SEAL)  
Wayne G. Taylor (SEAL)  
Lyle Leslie (SEAL)

STATE OF IDAHO                    )  
                                      )    ss.  
COUNTY OF BANNOCK            )

On this 9<sup>th</sup> day of February, 1955, before me, the undersigned, a  
Notary Public in and for said County and State, personally appeared,

Clinton R. Rupp, Mary F. Rupp, Wayne G. Taylor and Lyle Leslie,  
known to me to be the persons whose names are subscribed to the foregoing  
instrument and acknowledged to me that they executed the same.

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

Arthur P. Oliver  
NOTARY PUBLIC in and for Idaho,  
Residing at Pocatello, Idaho