

State of Idaho



Department of State.

I, F. A. JETER, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State, do hereby certify that the.....

WHITFIELD MINING & DEVELOPMENT COMPANY

a corporation duly organized and existing under the laws of the **State** of **Delaware** has fully complied with Section 10 of Article XI of the Constitution, and with Sections 4772 and 4773 of the Idaho Compiled Statutes, by filing in this office on the **17th** day of **March**, 19 **24**, a properly authenticated copy of its articles of incorporation, and on the **17th** day of **March**, 19 **24**, a certificate of appointment of.....

GEORGE I. WHITE in the County of **Butte**, State of Idaho, as 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 this State, as contained in Chapter 187 of the Idaho Compiled Statutes, 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 **seventeenth** day of **March**, in the year of our Lord one thousand nine hundred and **twenty-six**, and of the Independence of the United States of America the One Hundred and **Fiftieth**.

Secretary of State.

CERTIFICATE OF INCORPORATION
OF
WHITEDELPH MINING & DEVELOPMENT COMPANY.

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FIRST. The name of this corporation is
WHITEDELPH MINING & DEVELOPMENT COMPANY.

SECOND. Its principal office in the State of Delaware is located at No. 7 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is the Corporation Trust Company of America, No. 7 West Tenth Street, Wilmington, Delaware.

THIRD. The nature of the business, or objects or purposes proposed to be transacted, promoted or carried on are:

To purchase, take on lease, or otherwise acquire any mines, mining rights and metalliferous land, and any interest therein, and to explore, work, exercise, develop and turn to account the same; to crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate and prepare for market, ore, metal and mineral substances of all kinds and to carry on any other metallurgical operations which may seem conducive to any of the company's objects; to buy, sell, manufacture and deal in minerals, plant, machinery, implements, conveniences, provisions, and things capable of being used in connection with metallurgical operations, or required by workmen and others employed by the company; to develop water power for public or private use, and so far as permitted by the laws of Delaware to sell such power, and to construct, carry out, maintain, improve, manage, work, control and superintend any roads, ways, tramways, railways, bridges, reservoirs, watercourses, aqueducts, wharves, furnaces, sawmills, crushing works, hydraulic works, electrical works, factories, warehouses, ships, and other works and conveniences which may be

necessary, directly or indirectly in connection with any of the objects of the company, and to contribute to, subsidize, or otherwise aid or take part in any such operations.

To acquire by discovery, location, lease, license, bond, option, purchase, franchise, grant, gift, devise, conveyance, agreement or otherwise, and to hold, possess, enjoy, construct repair, develop, mine, work, operate and exploit, lead, iron, coal, placer or lode gold, silver or other mines, tunnels and mining and tunneling property, and any right, title or interest therein, as also such lands, mills, mill-sites, tunnel sites, buildings, constructions, machinery, plant, appliances, equipment, fixtures, dump, dump-rights, riparian rights, water and ditch rights, ditches, flumes, pipes and pipe lines, railways, tram-ways, rights-of-way, easements, appurtenances, real estate, patent rights, secret processes, franchises, licenses, charters, and other property or rights to property, real, personal or mixed, as may be deemed by the directors for the time being to be necessary or appropriate for the proper working, development, exploration or enjoyment thereof; the treatment or reduction of ores or minerals; the receiving, shipping or transportation of ores, minerals or supplies to or from any part of the workings upon the company's property, or for the accomplishment of any other purpose for which this company is formed.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets

and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To 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, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership.

To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or

limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

FOURTH: The total authorized capital stock of this corporation is One Hundred Thousand Dollars (\$100,000.) divided into three hundred (300) shares of Class A stock of the par value of One Hundred Dollars (\$100.) each and seven hundred (700) shares of Class B stock of the par value of One Hundred Dollars (\$100.) each.

The holders of the Class B stock shall have no voting power nor shall they be entitled to notice of meetings of stockholders, all rights to vote and all voting power being vested exclusively in the holders of the Class A stock until April 1, 1927, after which time each share of class B stock shall be entitled to the same voting power as each share of Class A stock.

FIFTH: The amount of capital stock with which this corporation will commence business is One Thousand

Dollars (\$1000).

SIXTH. The names and places of residence of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

<u>NAME</u>	<u>RESIDENCE</u>	<u>NO. OF SHARES</u> Class A
T. L. Croteau	Wilmington, Delaware	8
A. L. Miller	Wilmington, Delaware	1
Alfred Jervis	Wilmington, Delaware	1

SEVENTH. This corporation is to have perpetual existence.

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

NINTH. In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the by-laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation, (other than the stock ledger), or any of them, shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

If the by-laws so provide, to designate two or more of its number to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any or all of the powers of the board of directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

This corporation may in its by-laws confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the statute.

Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings, and to have one or more offices within or without the State of Delaware, and to keep the books of this corporation (subject to the provisions of the statutes), outside of the State of Delaware at such places as may be from time to time designated by the board of directors.

TENTH. This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware, and the acts amendatory thereof and supplemental thereto, do make and file this certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly have hereunto set our hands and seals this 3rd day of March A. D. 1926.

In presence of

Herbert E. Latter

T. L. Croteau

(SEAL)

A. L. Miller

(SEAL)

Alfred Jervis

(SEAL)

STATE OF DELAWARE

COUNTY OF NEW CASTLE

)
) ss
)

BE IT REMEMBERED that on this 3rd day
of March A.D. 1926, personally came before me Herbert E.
Latter, a Notary Public for the State of
Delaware T. L. Croteau, A. T. Miller and Alfred Jervis

parties to the foregoing certificate of incorporation, known
to me personally to be such, and severally acknowledged the
said certificate to be the act and deed of the signers
respectively and that the facts therein stated are truly set
forth.

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

Herbert E. Latter
Notary Public

Herbert E. Latter
Notary Public
Appointed Feb. 24, 1925
State of Delaware
Terms Two Years

STATE OF DELAWARE

OFFICE OF SECRETARY OF STATE:

I, Fannie S. Herrington, 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 "WHITEDEL MINING & DEVELOPMENT COMPANY", as received and filed in this office the third day of March, A.D. 1926, at 1 o'clock P.M.

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

(Secretary of State Seal)

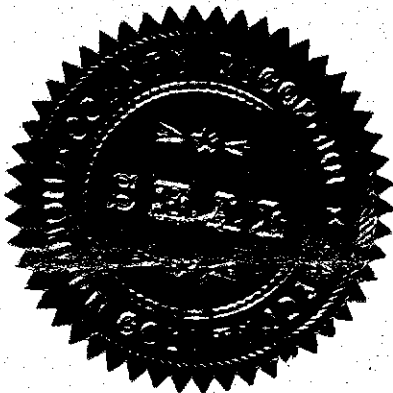
Fannie S. Herrington


Secretary of State

STATE OF IDAHO,)
) ss.
County of Bonner.)

I, Robert S. Mc Grea, County Recorder in and for the County and State aforesaid, do hereby certify the within and foregoing to be a full, true and correct copy of the whole thereof, of the Certified Copy of Certificate of Incorporation of the "Whitedelf Mining & Development Company," as the same appears on file in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal this 15th day of March, 1926.




County Recorder, Bonner County,
Idaho.