

TERRITORIAL AUDITOR.

Territory of Arizona

Territory of Arizona, do hereby certify that the annexed is a true and complete transcript of the Articles of Incorporation and Appointment of Agent of the "WERDENHOFF EXTENSION GOLD MINING COMPANY" which were filed in this office on the sixth day of April A.D. 1903 at 4 o'clock P.M. as provided by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand and
affixed my official seal. Done at the City of Phoenix the

Capital this 9th day of April A.D. 1903.

" Seal of the Territorial
" Auditor of Arizona Territory.
" Ditat Deus.

W. F. Nichols,
Territorial Auditor of the Terri-
tory of Arizona.

ARTICLES OF INCORPORATION

Of

WERDENHOF EXTENSION GOLD MINING COMPANY.

ARTICLE I.

We, William B. Guntton, William H. Powell and Albert H. Graham agree to form a corporation under the laws of the Territory of Arizona under the name of the "VERDENHOFF EXTENSION GOLD MINING COMPANY, with its principal place of transacting business at Phoenix , Arizona, but the corporation shall have power to conduct its business in all its branches, or any part thereof, in any of the states, territories, colonies, dependencies of the United States, in the District of Columbia, and in any and all foreign or other countries, to have one or more offices therein, to hold, purchase, mortgage and convey real or personal property, without limit as to amount, in any such state, territory, colony

dependency, district or foreign or other country, but always subject to the laws thereof.

ARTICLE II.

The enterprise, pursuits, business and occupation in which this corporation proposes to engage is to acquire by purchase and in any lawful manner, real estate, lands, and all kinds of property, real, personal or mixed; to lay out, construct and acquire by purchase or in any other lawful manner and accept, hold, possess, enjoy, operate and use franchises from any other state and Territory of the United States or in any other country or municipal or private corporations, wagon-roads, mills, factories, houses, capital stock and bonds of corporations, chattels, goods, wares and merchandise, choses in action; to transact any and all kinds of business which may be transacted by a natural person; to hold, use and enjoy the same, and to alienate, sell, lease, demise and dispose of the same or any part thereof, as well as any other property this corporation possesses to be seized of or entitled to; to borrow money and contract to pay the same or any part thereof, as well as any other property this corporation possesses may be seized of entitled to; to borrow and contract to repay the same at such time or times as its Board of Directors deem proper and see fit and to hypothecate, mortgage or pledge all or any part of the property which this corporation may hereafter acquire; to secure the payment of such money with interest, or to secure the payment of any debts of this Corporation with such interest thereon, as it may be legally obligated to pay; and to conduct a general merchandise and trading business; to form subsidiary companies to work them, and to erect quartz mills, furnaces or other reduction works for the treating of all kinds of mineral ores; to acquire, own, enter or lease mines and mineral lands of every kind, nature and description, also to acquire own, enter or lease mill sites, water rights and terminal facilities. To work, prospect or develop mines and mineral lands of every nature or description either for itself or other companies, corporation or individuals upon such terms and to accept, take and hold mineral lands and claims of every kind and nature either as an

entirety or any interest in the same; to buy, sell, own or control stock of other corporations as it deems fit and proper. To do everything that may be necessary and proper in the conduct of its business in the way of developing, prospecting, locating, acquiring, buying and selling mineral lands and mining claims of every kind, nature and description, and working such mines, and the production of ores and minerals therefrom and in reducing such ores and minerals to the most profitable merchantable value, and in doing the same to contract, build, buy, sell, own and operate all necessary mills, smelters, machinery, roads, rail-roads, tramways, ditches, flumes and such other property as shall be fit and necessary in carrying out the objects herein stated. To buy, sell or lease mining property of every kind, nature and description useful or necessary in operating and maintaining the same, and in reducing the ores and in refining the minerals, taking therefrom upon commission, whether such commission is paid in money or otherwise. To erect buildings, operate saw-mills and engage in trade of every kind both in stores and provisions, steam and sail transportations, road building, engineering, freighting and carrying.

ARTICLE III.

The capital stock of said corporation shall be Two Million (\$2,000,000) dollars divided into two million shares of the par value of one dollar each, which stock shall be issued paid up and non-assessable in exchange for cash, services or property. The amount of capital stock with which it will commence business is three thousand (\$3,000) dollars, being three thousand shares of one dollar each.

The holders of all or any part of the shares of the capital stock of the corporation shall have the right from time to time at their discretion to create and form either a voting trust or pooling trust.

ARTICLE IV.

The names and places of residence of each of the subscribers of the capital stock are as follows:

Names.	Addresses.	No. of shares.
William B. Gunton	#108 West 109 Street Borough of Manhattan. New York City, New York.	1,000.
William H. Powell	#116 Vroom Street Jersey City, Hudson County, New Jersey.	1,000.
Albert H. Graham,	#108 Fulton Street Borough of Manhattan New York City, New York.	1,000.

ARTICLE V.

1. The affairs of this corporation are to be conducted by a Board of not less than three (3) Directors, the number to be determined by the by-laws, and elected annually at such times and places as may be determined by the By-Laws, and the said Directors shall appoint or elect such officers as the by-laws may prescribe.

2. A majority of the Board of Directors shall constitute a quorum of said Board for the transaction of business, and any meeting of said Board at which a quorum is present shall be deemed a regular meeting and shall have the same authority as a full Board whether the notice of the meeting to the absent members of the Board shall have been given or not.

3. The By-laws shall determine whether and to what extent all books and accounts or any of them shall be open to the inspection of the stockholders, and no stockholder shall have any right of inspecting any accounts or books or documents of this corporation except as conferred by such by-laws, or by resolution of stockholders.

4. The stockholders and Directors shall have the power to hold their meetings and keep their books, documents and papers of this Corporation outside the Territory of Arizona at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders except as otherwise required by the laws of the Territory of Arizona.

5. The Board of Directors are especially authorized to make, alter and rescind the by-laws of the company, to fix the amount to be reserved as working capital, to fix the time for the declaration and payment of dividends, to authorize and cause to be executed mortgages and liens upon the real and personal property of the company, provided always, that

a majority of the whole Board concur therein.

6. The Board of Directors are especially authorized by a resolution passed by a majority however of the whole Board under suitable provisions of the By-laws to designate two or more of their number to constitute an executive committee, which executive 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 Company, and shall have power to authorize the seal of the Company to be affixed to all papers which may require it.

7. The Board of Directors and the Executive Committee shall, except as otherwise provided by law, have power to act in the following manner. A resolution in writing signed by all ^{the} members of the Board of Directors or executive committee shall be deemed to be an action by such Board of executive committee, as the case may be, to the effect therein expressed, with the same force and effect as it the same has been duly passed by the same vote at a duly convened meeting, and it shall be the duty of the Secretary of the Company to record such resolution in the minute book of the company under its proper date.

8. The company may use and apply its surplus earnings, or accumulated profits 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 and acquired shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by the majority of the Board of Directors.

ARTICLE V.

This corporation shall commence business on the date these articles are filed in the office of the Territorial Auditor of Arizona, and shall terminate twenty-five years thereafter.

ARTICLE VII.

The highest amount of indebtedness or liability, direct or contingent, to which this corporation shall subject itself at any time is

two hundred thousand (\$200,000) dollars.

ARTICLE VIII.

The private property of stockholders of this corporation shall be exempt from its corporate debts.

ARTICLE IX.

That C. H. Akers, a resident for three years last past of Phoenix, Arizona is the agent of this Company upon whom all notices and processes including all services of summons may be served.

IN WITNESS WHEREOF we have hereunto subscribed our names this 28th day of March Nineteen Hundred and Three .

William B. Gunton (L.S.)

William H. Powell (L.S.)

Albert H. Graham (L.S.)

STATE OF NEW YORK)

County of New York) :ss
On this 28th day of March in the year 1903, before me Louis F. Braun, Notary Public in and for the County aforesaid, residing therein, duly commissioned and sworn personally appeared William B. Gunton, William H. Powell and Albert H. Graham, known to me to be the persons described in, whose names are subscribed to, and who executed the annexed instrument and they acknowledged to me that they executed the same for the purposes and considerations therein expressed.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal the day and year last above written.

(Notary Seal)

Louis F. Braun.
Notary Public N.Y. Co.

My Commission expires March 31-1903.

TERRITORY OF ARIZONA)

County of Maricopa) :ss

I, B. F. McFALL, County Recorder in and for the County and Territory aforesaid, hereby certify that I have compared the foregoing copy with the original Articles of Incorporation of WER-ENHOFF EXTENSION GOLD MINING COMPANY filed and recorded in my office on the 6th day of April 1903, in Book No. 14 of incorporations, at page ----- and

that the same is a full, true and correct copy of such original and of the whole thereof.

Witness my hand and seal of office this 6th day of April 1903.

(Seal)

B. F. McFall, County Recorder.

By A. S. Arthur, Deputy.

F I L E D in the office of the Territorial Auditor of the Territory of Arizona this 6 day of April A.D. 1903 at 4 o'clock P.M.

W.F. Nichols, Territorial Auditor

(Endorsed)

"STATE OF IDAHO) 1974.

County of Idaho) :ss
Filed in the office of the Recorder of Idaho County at the request of Johnson & Johnson on the 9 day of May A.D. 1904 at 10 o'clock A.M.

Fee 50 ¢.

J. I. Overman, County Recorder."

STATE OF IDAHO)

County of Idaho) :ss

I/ J. I. Overman, County Recorder, in and for said County in the State aforesaid, do hereby certify that the foregoing is a full, true and correct copy of the instrument it purports to be as the same appears on file in my office, together with the endorsements thereon

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal this 9 day of May. 1904.



County Recorder.