

State of Oregon,        )  
County of Multnomah.    ) ss.

I, W. W. Chambreau, do hereby certify that on the 31st day of March, 1910, and at all times thereafter until the dissolution of Wood River Zinc Company, I was the Secretary of said corporation.

That on the 31st day of March, 1910, at a meeting of the stockholders of said corporation called for the purpose of authorizing the dissolution of said corporation, of which notice was duly and regularly given, and at which meeting 14,343 shares of stock were represented in person or by proxy and 657 shares of stock were not represented, the following resolutions were adopted:

RESOLVED:

That this corporation, Wood River Zinc Company, cease the operation of the business for which it was incorporated and be dissolved. And be it further

RESOLVED:

That the board of directors of this corporation be and they are hereby authorized, empowered and directed to proceed as rapidly as practicable, to wind up the affairs of this corporation, to collect all sums of money due it, and to sell and dispose of all of its property, real, personal and mixed, of whatsoever nature and wheresoever situate, either as a whole or in parcels, as the board of directors may deem for the best interests of this corporation, at such times and for such consideration or considerations, and to such person, persons, corporation or corporations as may be satisfactory to the board of directors and in their judgment for the best interests of this corporation, provided that any and all such sales authorized by said directors shall be made in consideration of lawful money of the United States, or in satisfaction of indebtedness of this corporation. And be it further

RESOLVED:

That in selling and disposing of the property of this corporation, the

board of directors of this corporation shall have power to make sales thereof upon such terms of payment of the consideration for such sales as to said board of directors may be satisfactory. And be it further,

RESOLVED:

That the said board of directors be and they are hereby authorized, empowered and directed as rapidly as practicable, to settle up the business of this corporation by paying all just sums of money due from it and to distribute or cause to be distributed to the stockholders of this corporation, in proportion to their respective shares, all sums of money remaining in the treasury of this corporation and under its control after discharging all lawful obligations of every nature, now or hereafter becoming due from this corporation; that such distribution of assets be made to the stockholders at such times and in such amounts as the board of directors may deem proper, to the end that such distribution shall be made as rapidly and as early as practicable. And be it further,

RESOLVED:

That the amount of each distribution made to the stockholders pursuant to this resolution shall be endorsed upon the face of the stock certificate of each stockholder at the time of making such distribution; provided, that any stockholder shall have the right to surrender to the Secretary of this corporation all certificates for the capital stock of this corporation held by such stockholder, and to receive from such Secretary in exchange therefor an acknowledgement of the receipt thereof under condition that upon the final distribution of the final assets of this corporation to the stockholders thereof, pursuant to this resolution, that such certificate or certificates shall be cancelled. And be it further,

RESOLVED:

That the directors of this corporation may, in their discretion, continue to operate the business of this corporation until the property of this corporation is delivered to the purchasers thereof, but the directors shall not engage in any business on behalf of this corporation other than such as may be necessary, in their discretion, to subserve the best

interests of this corporation until its business can be settled, as provided in this resolution.

The foregoing resolution being placed upon its passage was adopted by the vote of 13093 shares of the capital stock of this corporation. The vote upon the adoption of the said resolution being as follows:

Voting Yes: G. W. Holcomb,	976 shares.
E. T. Peterson,	452 shares.
S. E. Holcomb,	100 shares.
W. W. Chambreau,	11,389 shares.
J. J. Chambreau,	1 share.
G. E. Chambreau,	75 shares.
L. Nicolai,	100 shares.

O. E. Overbeck refused to vote and Mabel McDowell Williams, by proxy, voting 1000 shares against the adoption of the resolution.

The following resolution was offered:

RESOLVED:

That the Secretary of this corporation be and he is hereby authorized, empowered and directed to execute under the seal of this corporation, a certified copy of all of the minutes and record of this meeting of the stockholders of Wood River Zinc Company and to file such certificate with the Secretary of the State of Oregon, together with a statement that the said resolution was duly adopted by a vote of the majority of all of the capital stock of this corporation at this meeting.

The foregoing resolution being placed upon its passage was adopted by the affirmative vote of 13093 shares, all of the stock represented in person or by proxy voting in the affirmative except Mabel McDowell Williams who voted no, and O. E. Overbeck who refused to vote.

That at a meeting of the directors of said Wood River Zinc Company duly called and held at the office of the corporation on the 1st day of April, 1910, at which a majority of said directors were present and voting, the following resolutions were adopted by the majority of the directors present:

WHEREAS, this corporation has disposed of all of its property and has paid and provided for the payment and discharge of all of its indebtedness. And,

WHEREAS, the funds remaining in the hands of this corporation amount to \$15.42 only, which sum is not more than sufficient to pay for the filing fees of resolutions of dissolution of this corporation and the cost of preparing such copies of resolutions. And,

WHEREAS, the stockholders of this corporation at a meeting of said stockholders duly and regularly called for that purpose and held on the 31st day of March, 1910, by the vote of the owners of more than a majority of all of the capital stock of this corporation, directed the dissolution of this corporation and the settling of its business. And,

WHEREAS, the directors of this corporation have discharged the duties imposed upon them by the said stockholders,

NOW, THEREFORE, BE IT

RESOLVED:

That this corporation cease to do business and be dissolved. And be it further,

RESOLVED:

That the Secretary of this corporation be and he is hereby authorized, empowered and directed to make and file with the Secretary of the State of Oregon a copy of this resolution of dissolution in manner and form as provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Wood River Zinc Company this 18th day of October, 1910.

  
\_\_\_\_\_