

ARTICLES OF INCORPORATION
OF THE
SALMON RIVER MINING COMPANY.

Territory of Utah,)
) ss
County of Salt Lake.)

Know all men by these presents, that we the undersigned have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of Utah Territory, and we do hereby certify as follows, to-wit:

I

The name of the said corporation shall be the SALMON RIVER MINING COMPANY, and said corporation herein provided for and hereby created shall exist for the term of fifty years, unless sooner dissolved and disincorporated according to law.

II.

The business and pursuits of the corporation shall be to carry on a general mining business, and in the prosecution thereof, to buy, own and operate mines and mining claims, and to lease, sell or exchange ~~the exchange~~ the same or any part thereof; to produce, sell, buy and exchange mineral ores; to construct, buy, sell and operate smelting and reduction works; to produce, buy, and sell bullion; to construct, buy, sell and operate roads; tramways and transportation routes to facilitate handling, in the course of its business, and marketing any of its products, and for procuring supplies, and generally to do all acts and things incident or convenient to a general mining business.

III

The place of the general office of said corporation and of the general financial and commercial business thereof shall be at the City of Salt Lake, in Salt Lake County, Utah, but the Board of Directors may establish and maintain business offices, and offices for the transfer and registry of stock, at any place outside of Utah Territory at its discretion; and in the event one or more such offices are established outside of said

Territory the board of directors, or a quorum thereof may meet there and transact all matters of business with the same power and authority as if such meetings were held and such business transacted by the board of directors at the general office of the company at Salt Lake City.

IV.

The amount of the capital stock of the corporation shall be two million, five hundred thousand dollars, divided into five hundred and fifty thousand shares of the par value of ten dollars each.

V.

The names of the parties to this agreement, said undersigned and their places of residence in full, are as follows, to-wit:

James McGregor,	Terre Haute, Indiana,
Samuel D. Connor,	Mauch Chunk, Pennsylvania,
Hugh Anderson,	Salt Lake City, Utah,
William S. McCornick,	Salt Lake City, Utah,
Jeremiah C. Conklin,	Salt Lake City, Utah,
Melvin B. Sowles,	Salt Lake City, Utah,
Horatio M. Miller,	Salt Lake City, Utah,

and the amount of capital stock subscribed and taken by each of the corporators, above named, is as follows, to-wit:

James McGregor,	75,000 shares,
Samuel D. Connor,	50,000 shares,
Hugh Anderson,	12,500 shares,
William S. McCornick,	36,000 shares,
Jeremiah C. Conklin,	12,500 shares,
Melvin B. Sowles,	7,000 shares,
Horatio M. Miller,	7,000 shares.

VI.

The entire remaining capital stock of this corporation, consisting of fifty thousand shares, is hereby declared the property of the corporation, subject to such disposition and the disposal thereof as said corporation by its board of directors may from time to time resolve, direct and decide

VII

The officers of said corporation shall be as follows, viz: First, a Board

of five directors, with power to said board to increase its members to seven or nine. Second, a President; Third, a Vice-President; Fourth, a secretary, fifth, a Treasurer. The president, vice-president and treasurer must be directors. The secretary need not be a stockholder or director. The president or vice-president may be treasurer and the offices of secretary and treasurer may be held by the same person. Each director shall during his entire term of office, be the owner in his own right, as shown by the books of the company, of not less than one hundred (100) shares of the capital stock of the corporation. And when any director ceases to be such owner his place shall be vacant.

VIII.

The term of office of the directors and officers of the corporation shall be one year and until their successors shall be duly elected and qualified, unless sooner resigned or removed as hereinafter provided, or because disqualified as above, and any vacancy caused by the death, resignation, disqualification or removal of any of the directors or officers may be filled by the board of directors.

The board shall have the management, direction and control of the business, property and affairs of the company; it shall have the power to appoint the secretary and one or more assistant secretaries, also one or more assistant treasurers and such agents as the business of the company may require, and may remove any of them at its pleasure; it may require officers and agents of the company to give satisfactory bonds for the faithful performance of their duties.

The board shall meet as soon as practicable after each annual meeting of the stockholders and shall elect a president, a vice-president and a treasurer and it shall meet thereafter, pursuant to adjournment, or on call, in writing, of the president, or of any three of the directors, as often as the business of the company may require.

The board of directors may enact by-laws, not inconsistent herewith, for the government and regulation of the affairs and business of the company. A majority of the board must be present at all meetings of said board to constitute a quorum for the transaction of business, but a less number may

adjourn from time to time. In the absence of the president and vice-president, or in case of their inability to act, the board ~~of~~ may elect a president-pro-tem with the same powers and duties as president.

IX.

Until the first annual meeting of the stockholders the following named persons shall be the directors and officers of the corporation, viz:

James McGregor,	Director and President,
Jeremiah C. Conklin,	Director and Vice-President,
Hugh Anderson,	Director and Secretary,
William S. McCornick,	Director and Treasurer,
Horatio M. Miller,	Director.

X.

The annual meeting of the stockholders of said corporation for the election of five directors, and for the transaction of any and all such business as shall lawfully come before it, shall be held on the first Wednesday in May in each year after May A.D., 1886 at Salt Lake City, Utah, at the general office of the company, between the hours of nine o'clock A. M. and five o'clock P. M. A representation of the majority of the capital stock of the corporation shall be necessary to legally hold said meeting, as well as all stockholders meetings, either special or general. The directors shall be elected by ballot and the persons receiving the majority of the votes of the stockholders cast at said meeting shall be held and declared to be elected as directors. Each stockholder shall be entitled to as many votes as he holds shares of stock in his name on the books of the company, and representation by proxy, duly created in writing shall be allowed. Such authority in writing must previously be filed with the secretary of the company and shall be left in his possession. It is provided that a failure to hold any annual meeting or any general meeting of the stockholders of this corporation, at the day appointed for the same shall not forfeit nor in any way interfere with the corporate rights acquired under this agreement, but any such meeting may be held at any subsequent time upon giving twenty days notice thereof in the manner

herein below provided for calling such meeting.

Special meetings of the stockholders may be called by the President by a majority of the directors, or by stockholders representing one third of the capital stock.

The secretary shall or in case of his failure, any other officer may give twenty days previous notice of all annual or special meetings of stockholders by publication thereof in a daily newspaper published at Salt Lake City, Utah, and he shall specify the purpose or purposes for which any meeting may be called.

XI.

Any or either of the directors or of the following named officers, viz: President, Vice-President or Treasurer may be removed at a stockholders meeting called for that purpose; the holders of a majority of the capital stock of such corporation represented at such meeting, either in person or by proxy, voting for such removal, and any or either of them may resign by filing a written resignation with the secretary of the company.

XII

The individual or private property of the officers and stockholders or of one or more of them, shall not be liable for the corporate liabilities, debts or obligations.

XIII.

The capital stock of the corporation shall be non-assessable for three years.

XIV

In consideration of the transfer and conveyance by James McGregor and Samuel D. Connor, who now hold the same as trustees for that purpose to this corporation of the properties hereinafter described, the said conveyance having been procured and caused to be made by the incorporators herein named the the shares of stock herein set forth as subscribed for by the parties hereto respectively, and the entire capital stock of said corporation, are taken, deemed and considered full paid stock and said conveyance and transfer shall be deemed, taken and considered full payment for said stock.

The following is a list and description of the properties as held in trust by the said James McGregor and Samuel D. Connor and so by them to be conveyed to this corporation as soon as its incorporation shall be completed to-wit: The "Keno" Mining claim embracing 13-77/100 acres of surface area.

The "Pacific" mining claim, embracing 19-01/100 acres of surface area.

The "Old Cabin" mining claim, embracing 16-356/1000 acres of surface area and the "Little Fellow" mining claim, embracing 15-264/1000 acres of surface area, all of said claims being situate in Bay Horse Mining District, Custer County, Idaho Territory. The said claims having been surveyed for United States patents and duly entered at the United States Land Office at Haily, Idaho, Nov. 8th, 1884.

Witness our hands this 15th day of March, A.D., 1886.

In presence of	James McGregor	(seal)
Christopher Diehl	Melvin B. Sowles	(seal)
	Horatio M. Miller	(seal)
	Hugh Anderson	(seal)
	Jeremiah C. Conklin	(seal)
	William S. McCornick	(seal)
	Samuel D. Connor by James McGregor his atty in fact	(seal)

Territory of Utah,)
)ss
County of Salt Lake.)

On the 15th day of March, A.D., 1886, before me Elias A. Smith, Judge of the Probate Court in and for Salt Lake County, Utah Territory, personally appeared James McGregor, Jeremiah C. Conklin and Hugh Anderson who are personally known to me to be the same persons named in and who subscribed to the foregoing articles of incorporation, and they severally acknowledged that they executed the same freely and voluntarily, and for the uses and purposes therein mentioned, also personally appeared before me at the same time and place, James McGregor, who executed by power of attorney the foregoing articles of incorporation as attorney-in-fact of Samuel D. Connor, named in said articles as one of the parties thereto, and the said James McGregor acknowledged to me that he executed the same

freely and voluntarily as and for the act of the said connor, and for the uses and purposes therein mentioned.

WITNESS my hand the day and year aforesaid, at my office in
Salt Lake City, Utah.

Elias A. Smith, Probate Judge.

Territory of Utah,)
County of salt Lake) ss

James McGregor, Jeremiah C. Conklin and Hugh Anderson being each duly sworn doth each for himself depose and say: I am one of the subscribers to the foregoing Articles of Incorporation of the Salmon River Mining Company; it is bona fide my intent and the intent of the subscribers to said agreement to commence and carry on the business mentioned in said agreement, and I verily believe that each subscriber and party to said agreement is able to pay and will pay, the amount of his stock subscribed in the manner provided in said agreement.

James McGregor

Jeremiah C. Conklin

Hugh Anderson

Subscribed and sworn to before me Probate Judge of said county, this 15th day of March, A.D., 1886.

Elias A. Smith, Probate Judge.

ENDORSED: No 475, in the matter of the incorporation of the Salmon River
: Mining Company. Filed March 15th, 1886. John C. Cutler, Probate
: Clerk Salt Lake Co.

UNITED STATES OF AMERICA,)
TERRITORY OF UTAH,) ss
COUNTY OF SALT LAKE.)

I, JOHN C. CUTLER, Clerk of the Probate Court in and for the afore-said County, under and by the direction of Hon. Elias A. Smith, Judge of the said Court, do hereby certify that the "Salmon River Mining Company" duly filed in my said office the Agreement of Incorporation, duly acknowledged, together with the oath of the incorporators and oath of office and bond of each officer; as required by acts of the Governor and Legislative Assembly of the Territory of Utah, entitled "An Act Compiling and Amending the Laws relating to Private Corporations", approved March 13th, 1884.

In witness whereof I have hereunto set my hand and affixed the seal of said court, this 15th day of March, 1886.

(S E A L.)

John C. Cutler, Probate Clerk.

Territory of Utah,)
County of Salt Lake.) ss

I hereby approve of the issuance of the foregoing certificate.

Elias A. Smith, Probate Judge

ENDORSED: No. 475 in the matter of incorporating of the Salmon River Mining Company. CERTIFICATE. Dated March 15, 1886.

Territory of Utah,)
County of Salt Lake.) ss

To John C. Cutler, Clerk of the Probate Court in and for Salt Lake County
Territory of Utah.

Having carefully examined the record in the case of incorporating
the association known by the name and style of the "SALMON RIVER
MINING COMPANY" and finding that the law in the premises has been com-
plied with, you are hereby directed to issue under the seal of said court
in due form of law, a certificate to the effect that the Agreement and
oath or affirmation and oath of office and bonds have been filed in your
office as provided for by the Act of the Governor and Legislative Assem-
bly, entitled "An Act Compiling and Amending the laws relating to Private
Corporations" approved March 13th, 1884.

WITNESS my hand this 15th day of March, A.D., 1886

Elias A. Smith, Probate Judge.

ENDORSED: No 475 In the matter of incorporating "Salmon River Mining
: Company" Order Authorizing certificate to Issue. Filed March
: 15th, 1886. John C. Cutler, Clerk.

State of Utah, } ss.
County of Salt Lake.

I, DAVID C. DUNBAR, County Clerk in and for the County of Salt Lake, State of Utah, do hereby certify that the foregoing is a full, true and correct copy of the Articles and Certificate of Incorporation and Oath and Acknowledgment of Incorporators of
"SALMON RIVER MINING COMPANY"

as appears of record in my office.

In Witness Whereof, I have hereunto set my hand and
affixed my official seal, this 7th day of
September, 1900.

David C. Dunbar,

County Clerk.

By *Albert J. Lewis* Deputy Clerk.

