

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

#### CONTINENTAL RARE METALS INC.

a corporation duly organized and existing under the laws of **Montana** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twenty-sixth** day of **August**, 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-sixth** day of **August**, 19 **63**, a designation of **Wallace Moore** in the County of **Shoshone** as statutory 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 the State, as contained in Chapter 5 of Title 30, Idaho Code, 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 **26th** day of **August**, A.D. 19 **63**.

Secretary of State.

# Department of the Secretary of State



## OFFICE OF THE SECRETARY OF STATE

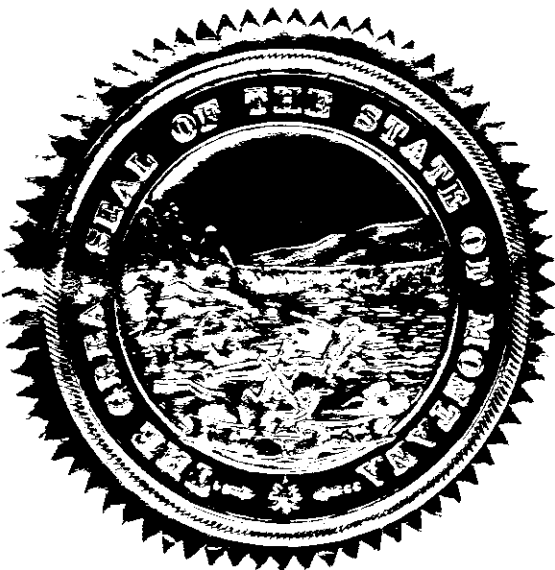
I, FRANK MURRAY, Secretary of State of the State of Montana, do hereby certify that the annexed is a full, true and correct copy of the Articles of Incorporation of CONTINENTAL RARE METALS INC. as filed in this office on July 22, 1958, at the hour of 1:38 P.M., and Amendment to Articles of Incorporation of CONTINENTAL RARE METALS INC. increasing number of directors from five (5) to seven (7) as filed in this office on December 22, 1959, at the hour of 9:30 A.M.

IN WITNESS WHEREOF, I have here-  
unto set my hand and affixed the  
Great Seal of the State of Montana,  
at Helena, the Capital, this 16th  
day of July, A. D. 1963.

*Frank Murray*  
FRANK MURRAY  
Secretary of State

*Gail M. DeWalt*  
GAIL M. DeWALT  
Chief Deputy

By





BE IT KNOWN THAT

CONTINENTAL RARE METALS INC.

In accordance with the provisions of the laws of the State of Montana on the           eighteenth           day of           July, A. D. 1958 , caused its Articles of Incorporation to be filed in the office of the County Clerk of           Ravalli           County, State of Montana, in which county the principal business of said company is to be transacted.

Frank Murray

Now, therefore, I, ~~Samuel M. McCall~~, Secretary of State of the State of Montana, do hereby certify that a copy of the Articles of Incorporation of

CONTINENTAL RARE METALS INC.

certified by the County Clerk of the aforesaid County, and containing the required statement of facts prescribed by law has been filed in this office, and that such corporation is a body politic and corporate, and is authorized to do business in the State of Montana for a term of    forty    years.

WITNESS my official Signature hereunto subscribed and the Great Seal of the State of Montana, hereunto affixed this twenty-second       day of       July, in the year one thousand nine hundred and fifty-eight.

*Frank Murray*

Secretary of State,

By

Deputy.

Articles of Incorporation

of

Continental Sales Corporation

Article III of the Charter of the Corporation, hereinafter referred to as the Charter, is hereby amended by the undersigned, hereinafter referred to as the incorporators, to read as follows: The undersigned, hereinafter referred to as the incorporators, do hereby certify that we have organized ourselves together for the purpose of forming a corporation pursuant to and under the provisions of Article 10 of the Charter of the 1947 Revised Code of the State of Montana, and hereby certify that

1.

The name of the corporation is Continental Sales Corporation.

2.

The objects for which the company is formed are as follows:

To prospect and explore for ores and minerals and to locate mining claims, grounds or lodes in the United States of America or the territories thereof, or in foreign countries, and record the same pursuant to the mining laws of the said United States of America, and to mine and all kinds of ores, minerals, gemstones and precious stones, clay, gas and coal, and to mine, process, prepare for market and otherwise dispose of the same and in the products and by-products thereof.

To carry on the business of mining, milling, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying, selling, exchanging and otherwise producing and dealing in all kinds of ores, minerals, gemstones and in the products and by-products thereof of every kind and description, in whatsoever places the same can be or may hereafter be produced, and generally and without limitation to the above.

buy, sell, exchange, lease, acquire and deal in and operate lands, mines, minerals, rights and claims, and in the above specified products, and to conduct all business appurtenant thereto.

To purchase or otherwise acquire, own, exchange, sell or otherwise dispose of, mortgage, hypothecate, and deal in minerals and mineral lands of all kinds, water and water rights, and to work, operate and develop the same, and to carry on the business of mining in all of its branches, its products and/or by-products.

To engage in, conduct and carry on in any and/or all of the respective branches thereof, the business of chemical, metallurgical, mining, hydraulic, contracting, consulting, civil and general engineers and in connection therewith to engage in any business and do and perform any and/or all work that may be deemed by this corporation to be necessary, useful, and/or convenient.

To buy, exchange, contract for, lease, and in any and all other ways acquire, take, hold and own, and to deal in, sell, mortgage, lease or otherwise dispose of lands, mining claims, mineral rights, oil wells, gas wells, oil lands, gas lands, and other real property, and the rights and interests in and to real property and to manage, operate, maintain, improve and develop the said properties, and each and all of them.

To purchase from time to time letters patent of the United States of America and foreign countries, or the right and license to use for certain purposes the inventions embodied in certain letters patent of the United States and foreign countries, heretofore granted, allowed, granted or issued, or which may be hereafter allowed, granted or issued, which may be deemed useful and advantageous in carrying out the further purposes of the corporation hereby created, as hereinafter set forth, and as incidental thereto; manufacture, procure, cause or license to be manufactured such inventions, or a part thereof, to be used in such manner, and for such purposes as the corporation hereby created and formed shall have the legal right and authority to use or license the same to be used under the letters patent of the United States and foreign countries, purchased or licenses acquired by it as aforesaid.

To manufacture, buy, sell, deal in, or in any lawful manner acquire, or dispose of any article, receptacle or things necessary, useful or convenient in connection with the manufacture, distribution, sale or service of any and/or all products of this corporation and generally in connection with any

undertaking of this corporation, to do any or all things, and to conduct any business, that may be deemed necessary, useful or convenient, all to the same extent as a natural person might or could do.

To institute, enter into, assist, promote or participate in commercial, mercantile, industrial works, contracts, undertakings, ventures, enterprises and operations. To endorse or underwrite stock, securities or undertakings of any corporation, firm, individual, syndicate or others.

To manufacture, buy, sell, deal in and to engage in, conduct and carry on the business of manufacturing, buying, selling, and dealing in goods, wares and merchandise of every class and description.

To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of or turn to account or deal with all or any part of the property of the company, and from time to time to vary any investment or employment of capital of the company.

To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise; and generally to make and perform agreements and contracts of every kind and description.

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 the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in, lands and leaseholds, and any interest, estate and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, own, use, develop, operate and introduce, and to sell, assign, grant licenses or territorial rights in respect to, or otherwise to turn to account or dispose of any copyrights, trademarks, trade names, brands, labels, patent rights, letters patent of the United States or any other country or government, inventions, improvements and processes, whether used in connection with or secured under letters patent or otherwise.

To engage in, carry on, and operate anywhere and everywhere, any and all business, affairs, enterprises and undertakings which any citizen of the United States of America might engage in, carry on, and operate, including any and all powers and rights of any such citizen to acquire, own, hold, deal in, and dispose of any and all kinds of property, real, personal, and mixed, and tangible and intangible, including powers and rights to mortgage and sell and otherwise dispose of any part of or all of its own corporate assets and property, subject only to any specific restrictions imposed by the laws of the State of Montana or the laws of the United States of America, unless specifically prohibited by the laws of the State of Montana or the laws of the United States of America, and further, in addition to the foregoing powers which any such citizen of the United States of America might have in engaging in, carrying on and operating any such business, affairs, enterprise or undertaking, to enjoy, exercise and hold any and all powers and rights which a corporation may enjoy, exercise and hold, including the holding and use of franchises, licenses and rights or acquiring property by eminent domain, subject to any specific restrictions imposed by the laws of the State of Montana or the laws of the United States of America.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

To acquire by purchase, subscription or otherwise, and to hold for investment or otherwise and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stock, bonds, or any other obligations or securities of any corporation or corporations; to merge or consolidate with any corporation in such manner as may be permitted by law; to aid in any manner any corporation whose stock, bonds or other obligations are held or in any manner guaranteed by the company, or in which the company is in any manner interested; and to do any other act 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, powers and privileged of ownership thereof, and to exercise any and all voting powers thereon; to guarantee the payment of dividends upon any stock, or the principal or interest or both of any bonds or other obligations, and the performance of any contracts.

The business or purpose of the company is from time to time to do any one or more of the acts and things herein above set forth and it shall have power to conduct and carry on its said business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights, in the State of Montana, and in the various other states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

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.

III.

The name of the county and city within said county in which the principal office and principal place of business of said company is to be located is Hamilton, Ravalli County, Montana.

IV.

The term of existence of said company shall be FORTY (40) YEARS from and after the date of issuance of a Certificate of Incorporation by the Secretary of State.

V.

The number of directors shall be five (5), and the names and residences of those who shall manage the affairs of the company for the first three months or until their successors shall be elected and qualify are:

W. T. BOONE	Missoula, Montana
RUSSELL E. SMITH	Missoula, Montana
KARL R. KARLBERG	Missoula, Montana
VALBORG M. HUFFMAN	Missoula, Montana
MARTHA ALSTEENS	Missoula, Montana

VI.

The capital stock of this Corporation shall be Three Million One Hundred Fifty Thousand Dollars (\$3,150,000.00), of which three million dollars (\$3,000,000.00)



shall be common stock, divided into three million (3,000,000) shares of the par value of One Dollar (\$1.00) per share, and of which one hundred fifty thousand Dollars (\$150,000.00) shall be preferred stock, divided into fifteen hundred (1500) shares of the par value of One Hundred Dollars (\$100.00) per share.

The preferred stock shall be held subject to the following rights and conditions:

(a) In the event of the liquidation of the corporation before the redemption or conversion of all outstanding preferred stock, the holders of unredeemed and unconverted preferred stock shall be entitled to participate in the assets of the corporation to the amount of the par value thereof in preference to any distribution to the holders of common stock.

(b) The preferred stock is redeemable at the option of the corporation at any time after thirty (30) days notice of redemption at One Hundred Twenty-five Dollars (\$125.00) per share.

(c) A holder of preferred stock shall be entitled to receive dividends at the rate of six per cent (6%) per annum on the par value, payable only out of earnings. The dividends shall not be cumulative and shall be passed if not earned. The dividends if earned shall be paid annually.

(d) At any time before the preferred stock is redeemed, the holder thereof may at his option convert the preferred stock into common stock, and shall on

such conversion receive one hundred seventy-five (175) shares of common stock for each share of preferred stock so converted.

The amount of capital stock of said company actually subscribed is as follows, to-wit:

<u>SUBSCRIBER</u>	<u>AMOUNT OF STOCK SUBSCRIBED</u>
W. T. BOONE	One (1) Share Common Stock
RUSSELL E. SMITH	One (1) Share Common Stock
KARL R. KARLBERG	One (1) Share Common Stock
VALBORG M. HUFFMAN	One (1) Share Common Stock
MARTHA ALSTEENS	One (1) Share Common Stock

VII.

The stock of the said corporation shall at all times be non-assessable.

VIII.

No stockholder of the Company shall at any time have any pre-emptive right to subscribe to any or all additional issues of stock of this corporation of any class or any bonds, debentures or other obligations convertible into stock.

WITNESS our hands and seals in duplicate this  
17<sup>th</sup> day of July, 1958.

W. T. Boone  
W. T. Boone

Russell E. Smith  
Russell E. Smith

Karl R. Karlberg  
Karl R. Karlberg

Valborg M. Huffman  
Valborg M. Huffman

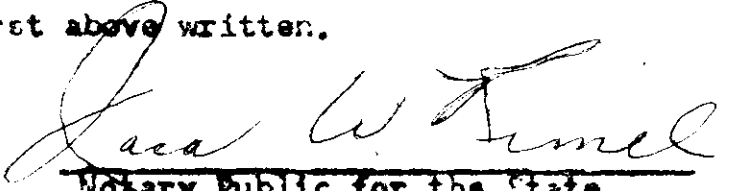
Martha Alsteens  
Martha Alsteens

STATE OF MONTANA,                    }  
County of Missoula.                } ss

On this 12 day of July, 1958, before me,  
the undersigned, a Notary Public for the State of  
Montana, residing at Missoula, Montana, personally  
appeared W. T. BOONE, RUSSELL E. SMITH, KARL R.  
KARLBERG, VALBORG M. HUFFMAN and MARTHA ALSTEENS  
known to me to be the persons whose names are sub-  
scribed to the within instrument, and acknowledged  
to me that they executed the same.

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

(Seal)

  
Notary Public for the State  
of Montana, residing at Missoula,  
Montana. My Commission expires  
Oct 21, 1960.

Certificate of Proceedings  
of  
Special Meeting of Stockholders  
of  
CONTINENTAL RARE METALS, INC.

\* \* \* \*

A special meeting of the Stockholders of CONTINENTAL RARE METALS, INC., a Montana corporation, was held at the Sportsman Motel, Hamilton, Montana, at 11:00 o'clock a.m., on the 12th day of June, 1959, pursuant to written notice thereof mailed to all stockholders of said corporation entitled to notice of said meeting, and pursuant to written waiver and consent to the holding of said meeting on file in the office of the corporation.

The meeting was called to order by the President of the corporation, who presided as Chairman, and the Secretary of the corporation, being present, acted as Secretary of the meeting.

The following stockholders were represented in person:

Continental Columblum Corp.	1,188,575 shares
Laurence & Mrs. Schaeffer	20,125 shares
Paul & Mrs. Onstad	105,000 shares

Represented by proxy were the following stockholders:

Frank & Mrs. Chvilicek	3,500 shares
John & Mrs. Chinadle	4,375 shares
Melvin & Mrs. Good	1,000 shares
Harold & Mrs. Blair	1,250 shares
John Douglas	50 shares

The Secretary reported that the above listed stockholders, represented in person or by proxy, constituted more than the 2/3rds of the stockholders required to amend the Articles of Incorporation and the By-Laws of the corporation. He reported that his records revealed that there were 1,416,150 eligible votes and that a total of 1,323,875 votes were represented at the meeting.

The purpose of the meeting, as stated in the notice thereof, was to amend the By-Laws and the Articles of Incorporation by increasing the number of authorized directors from five to seven.

Mr. Laurence Schaeffer moved that the Articles of Incorporation of the corporation be amended to conform with the desire of the meeting to increase the number of authorized directors from the present five to seven and that in order to effect such change, the following resolution be adopted:

RESOLVED, that the Articles of Incorporation of this corporation be amended with respect to the number of Directors as contained in Article V of the Articles of Incorporation, which now reads as follows, to-wit:

"The number of directors of said company shall be five (5), and the names and residences of those who shall manage the affairs of the company for the first three months or until their successors shall be elected and qualified are:"

And Be it Amended to read as follows, to-wit:

"The number of directors of said company shall be seven (7), and the names and residences of those who shall manage the affairs of the company for the first three months or until their successors shall be elected and qualify are:"

The motion was duly seconded and the vote thereon was unanimous.

There being no further business to come before the meeting, upon motion, it was adjourned.

R. H. Jensen  
President

Attest:

William M. Mays  
Secretary

Hamilton, Montana  
December 3, 1959

STATE OF MONTANA           )  
                                      : ss.  
County of                        )

A. V. JENAN, being first duly sworn on oath, deposes and says: That he was Chairman of the meeting at which the above and foregoing action for amending the Articles of Incorporation of Continental Rare Metals, Inc., a Montana corporation, was taken; that at said meeting stockholders holding in excess of 2/3rds of the outstanding stock of the corporation entitled to vote were present in person or by proxy; and that on motion duly made and seconded and unanimously carried, the foregoing resolution was adopted.

*A. V. Jenan* Chairman

Countersigned:

*William Mc Coy*  
Secretary

Subscribed and sworn to before me this 17<sup>th</sup> day of December 1959.

(Seal)

*C. W. Leaphart*  
Notary Public for the State of Montana  
Residing at Helena, Montana  
My commission expires: 7/19/68