



## Department of State.

### CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

**VICTORY MINES, INCORPORATED**

was filed in the office of the Secretary of State on the **2nd** day  
of **November** **A.D. One Thousand Nine Hundred Fifty-three** and  
duly recorded on Film No. **83** of Record of Domestic Corporations, of the State of Idaho,  
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for perpetual existence from the date hereof, with its registered office in this State located at

**Boise** in the County of **Ada**

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

**2nd** day of **November**,

**A.D., 19 53 .**

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
VICTORY MINES, INCORPORATED

5 KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned,  
6 citizens of the United States of America and residents of the  
7 State of Idaho over the age of 21 years, do hereby voluntarily  
8 associate ourselves together for the purpose of forming a corpora-  
9 tion under the laws of the State of Idaho, and we do hereby make,  
10 sign, acknowledge and file this certificate for that purpose as  
11 follows:

## ARTICLE I:

13 The name of this corporation shall be Victory Mines, Inc.

## ARTICLE II:

15 The existance of this corporation shall be perpetual.

### ARTICLE III:

17 The principal place of business of this corporation shall be  
18 in Custer and Lemhi Counties, Idaho, but the post office address  
19 of its registered office in the State of Idaho shall be P.O. Box  
20 913, Boise, Idaho. The place of business of the corporation and  
21 the place of holding its annual meeting and any special meetings  
22 may be changed from time to time by the Board of Directors.

#### ARTICLE IV:

24 In furtherence and not in limitation of the general powers  
25 conferred by the laws of the State of Idaho it is expressly  
26 provided that this corporation shall have the following powers  
27 and purposes:

28       A. To engage in, carry on, and continue a general mining  
29 business of every kind and character, including lode and placer  
30 mining operations, at any place in the State of Idaho or elsewhere;  
31 to lease, patent, acquire, buy, sell and dispose of mines, mining  
32 claims and lands, dredges, mills, and mining equipment; to own,

1 operate, build, and equip mines, mills, dredges, warehouses,  
2 stores and residences and any and all other facilities intended  
3 to be used for or in the conduct of a general mining business.

4 B. To purchase, own, lease, hold, represent, sell and convey  
5 real estate, and to contract, lease and maintain buildings there-  
6 on or such other improvements as shall be necessary or proper  
7 for conducting the business of this corporation in any place in  
8 the State of Idaho or elsewhere, and to buy or lease, represent  
9 or sell other real property as shall be acquired by this corpora-  
10 tion in the conduct of its business.

11 C. To purchase, own, hold, vote, sell, or pledge the stocks  
12 and bonds of other corporations and to take in the name of the  
13 corporation stocks, bonds, mortgages, notes or other evidences  
14 of indebtedness or title, or security as may be adquired by  
15 this corporation in the conduct of its business, and to acquire,  
16 retain, deal in, and retire its own corporate stocks in so far  
17 as it is lawful for it to do so.

18 D. To borrow money in the name of the corporation in such  
19 amounts as the stockholders or directors may determine and to  
20 issue notes, bonds, or other evidences of such indebtedness  
21 and to secure the payment of the same when required by mortgages,  
22 trust deeds, pledges, assignments and all other conveyances of  
23 all or any part of its property, real or personal.

24 E. To acquire the goodwill, rights and property of any person,  
25 firm, association or corporation and to pay for the same in cash,  
26 stocks, notes or bonds of this corporation or otherwise.

27 F. To make and enter into contracts of any kind or character  
28 necessary for the conduct of the business of the corporation.

29 G. To carry out all or any part of the foregoing objects of  
30 the corporation, either as principal or agent, whether alone  
31 or in connection with any person, firm or association, and to  
32 enter into partnerships with other corporations, firms, or persons  
for the attainment of the purposes of this corporation.

1       H. To carry on and to promote any other business which may  
2 seem to the officers or stockholders advisable to be conducted  
3 in connection with the business of the corporation or deemed  
4 to promote either directly or indirectly the interest of the  
5 corporation.

6       I. It is the intention hereby that the foregoing enumeration  
7 of specific powers shall not be construed to limit or restrict  
8 in any manner the powers of the corporation, but that the  
9 corporation shall have the power to do all things necessary,  
10 suitable, convenient or proper for the accomplishment of any  
11 of its purposes or incidental to the powers or purposes herein  
12 expressed.

## ARTICLE V:

14        The business of the corporation shall be managed and con-  
15        ducted by a Board of not less than five directors, and it shall  
16        not be necessary that the directors be stockholders of the  
17        corporation.

## ARTICLE VI:

19 The Board of Directors may meet and transact the business  
20 of the corporation at the principal place of business herein  
21 designated or at such other place within or without the State  
22 of Idaho as may be designated by resolution of the Board of  
23 Directors.

## ARTICLE VII:

25 The amount of the authorized capital stock of the corpora-  
26 tion shall be five million dollars divided into five million  
27 shares of par value of one dollar per share. The stock shall  
28 be non-assessable and shall all be voting stock.

## ARTICLE VIII:

The names and post office addresses together with the number of shares of stock subscribed by each of the incorporators are as follows:

	<u>Name</u>	<u>P.O. Address</u>	<u>No. of Shares</u>	<u>Par Value</u>
6	Rex Butler	Milner Hotel Boise, Idaho	1	\$1.00
7	Howard Kimber	3005 Kootenai Boise, Idaho	1	\$1.00
8	Mary Edwards Reigle	2925 Tamarack Drive, Boise, Idaho	1	\$1.00
9				
10				
11				

13 IN WITNESS WHEREOF we have hereunto set our hands and seals  
14 this 31<sup>st</sup> day of October, 1953.

Rex Butler (Seal)  
Edward Timbres (Seal)  
Mary Edwards Wright (Seal)

19 STATE OF IDAHO }  
20 COUNTY OF ADA } ss.

21 On this 31<sup>st</sup> day of October, 1953, personally appeared before  
22 me, the undersigned Notary Public in and for said State, REX  
23 BUTLER, HOWARD KIMBER, and MARY EDWARDS REIGLE, known to me to be  
24 the persons whose names are subscribed to the within instrument  
25 and acknowledged to me that they executed the same and that they  
26 are citizens of the United States and the State of Idaho and that  
27 they reside in the State of Idaho.

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

Pat Lopesser  
Notary Public for Idaho  
Residence: Boise, Idaho