

CERTIFICATE OF INCORPORATION

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UNITED MINES COMPANY.

STATE OF NEW YORK, :
COUNTY OF NEW YORK, : SS: .
Borough of Manhattan. :

WE, the undersigned, all being persons of full age, and all being citizens of the United States and residents of the State of New York, desiring to form a stock corporation for the purposes hereinafter set forth, pursuant to the provisions of the Business Corporations Law of the State of New York, as amended from time to time, DO HEREBY CERTIFY:

FIRST. The name of the proposed corporation is
UNITED MINES COMPANY.

SECOND. The purposes for which said corporation is to be formed are as follows, that is to say:

1. To promote, purchase, lease, acquire, develop, operate sell and deal in, in any part of the United States of America and of Canada, Mexico and other foreign countries, mines and quarries of all kinds and any interests therein, and any and all products thereof; to mine, mill, reduce, smelt, manufacture, prepare for market, buy, sell and merchandise in copper, gold, silver and other ores, and also copper, gold, silver and other metals and metallic compounds, coal, coke, charcoal and other fuels, and all products and bi-products, mediates or immediates, of all ores and minerals, but not to buy gold or silver bullion or foreign coins.

2. To promote, purchase, lease, acquire, develop, build, construct, repair, enlarge, extend, improve, equip, complete, maintain and operate, rent or sell outside the limits of this State, tunnels, shafts, conduits, water courses, docks, wharves, reservoirs, dams, hydraulic works, water works, gas works and oil wells, coking and charcoal plants, car, engine and machine works, mills, factories, furnaces, reduction works, smelters, shops, warehouses, hotels, dwellings and other houses, buildings, structures, conveniences and establishments:

3. To manufacture, buy, acquire, own, hold, enjoy, sell, trade, venture and deal in goods, wares, merchandise and real and personal property of whatever description:

4. To purchase, acquire, hold and dispose of the stocks, bonds and other evidences of indebtedness of any corporation, domestic or foreign, and issue in exchange therefor its stock, bonds or other obligations; the corporation being hereby expressly authorized thereto, as provided by Section 40 of the Stock Corporation Law:

5. To purchase, lease, acquire, own, hold, sell and convey such real and personal property as may be necessary or convenient for the transaction of its business.

The business or purpose of the corporation is from time to time to do any one or more of the acts and things herein set forth and generally to do any and all things which may be necessary or proper in connection with the said business which may not be contrary to law.

THIRD. The amount of the capital stock of said corporation shall be \$500,000., divided into 5,000 shares of the par value of \$100. each, of which 2,500 shares of the par value of \$250,000. shall be preferred stock and 2,500 shares of the par value of \$250,000. shall be common stock.

The preferred stock shall be entitled out of any and all surplus net profits, whenever ascertained, to cumulative dividends at the rate of and not exceeding eight per cent. per annum in each and every year hereafter, in preference and priority to any payment of any dividend on the common stock for such year.

If after providing for the payment of full dividends for any year on the preferred stock and for any balance that may remain due on cumulative dividends on such preferred stock for preceding years, there shall remain any surplus net profits, any and all such surplus net profits not in the opinion of the Board of Directors required to provide for the maintenance, improvement, enlargement and operation of the property and business of the corporation, or for the payment of its liabilities, shall be applicable to dividends upon the preferred and common stock for such year when and as from time to time the same shall be declared by the Board of Directors, in the following proportion and manner, wiz: The Board of Directors may fix the amount of such remaining surplus net profits which they may decide to declare as dividends, and one-half of the amount so fixed and declared shall be declared and paid as dividends upon the preferred stock, and the other one-half of the amount so fixed and declared shall be declared and paid as dividends upon the common stock of the said corporation; but no such further dividends shall be declared or paid until the cumulative dividends shall have been paid in full upon the preferred stock for such year and for all preceding years.

In case of the dissolution or termination of the corporation the preferred stock and the holders thereof shall also be entitled to preference in the distribution of the assets and property of the corporation, and any and all such assets and property, in case of such dissolution and termination, shall be applied first to the payment in full of the principal of the said preferred capital stock at par and all cumulative dividends thereon in preference and priority

to any payment upon the common stock, and any balance remaining shall be divided into two equal parts, and one of such parts shall be divided equally per share among the holders of the preferred stock, and the other of such parts shall be divided equally per share among the holders of the common stock. The common stock shall be subject to the prior rights of holders of the preferred stock, as herein declared.

FOURTH. The number of shares of which the capital stock shall consist is five thousand shares of one hundred dollars (\$100.) each, and the amount of capital with which the corporation will begin business is twenty-five thousand dollars (\$25,000.)

FIFTH. The principal business office of the corporation is to be located at Southampton, L. I. in the County of Suffolk in the State of New York.

SIXTH. The duration of the corporation is to be one hundred years.

SEVENTH. The number of the directors of the corporation is to be three.

EIGHTH. The names and the post office addresses of the directors for the first year are:

Austin M. Poole,	36 Wall Street,	New York, N. Y.
William T. Pendleton,	36 Wall Street,	New York, N. Y.
Edson Pearsall,	36 Wall Street,	New York, N. Y.

NINTH. The names and post office addresses of subscribers and the number of shares of common stock which each agrees to take in the corporation are as follows:

Austin M. Poole,	36 Wall Street, New York, N. Y.,	200 Shares.
William T. Pendleton,	36 Wall Street, New York, N.Y.,	25 Shares.
Edson Pearsall,	36 Wall Street, New York, N.Y.,	25 Shares.

TENTH. The directors need not be stockholders. In case of any vacancy in the Board of Directors, through death, resignation, disqualification or other cause, the remaining directors by affirmative vote of a majority of the Board of Directors, may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election of a successor.

The Board of Directors shall have power to hold their meetings outside the State of New York at such places as from time to time may be designated by the by-laws, or by resolution of the Board.

IN WITNESS WHEREOF, We, the subscribers, have made, signed and acknowledged this certificate in duplicate and have hereunto subscribed our names, this $\frac{1}{11}$ st day of February, Nineteen hundred and two.

Austin M. Poole,
William T. Pendleton
Edson Pearsall

STATE OF NEW YORK, :
County of New York, : SS:
Borough of Manhattan.:

On the first day of February A. D. 1902, before me, personally came AUSTIN M. POOLE, WILLIAM T. PENDLETON and EDSON PEARSALL, to me personally known and known to me to be the individuals described in and who made, signed and executed the foregoing certificate, and severally acknowledged to me that they made, signed and executed the same for the uses and purposes therein set forth.

(Seal)

H. L. Braynard

Notary Public, Westchester County.

Cert. filed in New York Co.

(Endorsed)

CERTIFICATE OF INCORPORATION
OF

UNITED MINES COMPANY

Dated: February 1st, 1902.

Tax for privilege of organization
of this corporation

\$250#

Under Chapter 448, Laws of 1901.

Paid to

State Treasurer before filing.

State of New York.

Office of Secretary of State.

Filed and Recorded Feb 5 1902

J. B. H. Mongin

Deputy Secretary of State.

State of New York,)
)SS:--
Office of the Secretary of State)

I have compared the preceding with the original Certificate of incorporation of UNITED MINES COMPANY, filed and recorded in this office on the 5th day of February, 1902, and do HEREBY CERTIFY the same to be a correct transcript therefrom and the whole of said original.

WITNESS, my hand and the seal of office of the Secretary of State, at the City of Albany, this fifteenth day of December, one thousand nine hundred and three.

(SEAL). Horace G. Tennant,
Second Deputy, Secretary of State.

STATE OF IDAHO, }
COUNTY OF ADA, } ss.

CERTIFICATE

I, W. L. CUDDY, Ex-Officio Recorder in and for Ada County, State of Idaho, do hereby certify that the annexed is a
full, true and correct copy of a certain

Article of Incorporation
of the "United Mines Company"

from _____ to _____
Numbered 558 as the same appears on file in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official Seal this

day of ~~January~~ A. D. 1904

By Charles L. Stewart
Deputy.

W. L. Cuddy
Ex-Officio Recorder

STATE OF NEW YORK,)
) SS.:
County of New York,)

Form 3.

I, THOMAS L. HAMILTON, Clerk of the County of New York, and also
Clerk of the Supreme Court for the said County,
the same being a Court of Record, DO HEREBY CER-
TIFY, That

H. L. BRAYNARD

(SEAL)

has filed in the Clerk's Office of the County of New York, a certified copy of his appointment and qualification as Notary Public for the County of Westchester with his autograph signature, and was at the time of taking the proof or acknowledgment of the annexed instrument, duly authorized to take the same. And further that I am well acquainted with the handwriting of such Notary, and believe the signature to the said certificate of proof or acknowledgment to be genuine.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the said Court and County, the 3 day of Feb. 1902.

Thos: L. Hamilton

Clerk.