



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

FEDERAL MINING AND SMELTING COMPANY

was filed in the office of the Secretary of State on the 11th day of May A.D. One Thousand Nine Hundred Fifty-three and duly recorded on Film No. 80 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

Wallace in the County of Sheeshone

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 11th day of May,

A.D., 19 53.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
FEDERAL MINING AND SMELTING COMPANY

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KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all of whom are of full age, and at least two of whom are citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho.

AND WE HEREBY CERTIFY:

FIRST: That the name of the corporation shall be FEDERAL MINING AND SMELTING COMPANY.

SECOND: That the purposes for which it is formed shall be:

To acquire, by purchase or otherwise, mines and mining and mineral lands and mining rights; to mine minerals of any and all kinds, and to build, own, control, operate and maintain, mills and works for the crushing, sampling and treating of mineral bearing ores, and for the smelting, refining, and reducing of all kinds of mineral bearing ores; to buy, sell, assay, hold, store, ship and deal in such ores and their products on its own account and as factor or agent for others; to acquire, own and use water and water rights incident to said mines, mills and works; to acquire by purchase or otherwise, and to hold, improve and sell, or otherwise dispose of, mines, mining rights, mill sites and other real property; to mine ores from any lands acquired or occupied by the Company or from any other lands; to acquire, deal in, sell, smelt, reduce, refine and otherwise treat or dispose of ores, minerals and metals; and to manufacture, acquire, deal in, sell and otherwise dispose of products of ores, minerals and metals.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To conduct business in this state, other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of, and/or convey real and personal property situate out of this state.

To do any and all other acts and things necessary, appropriate or convenient for the furtherance of the business, objects and purposes herein enumerated and for the exercise of the powers herein conferred.

In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of Idaho upon corporations formed under the laws of the State of Idaho, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted, by reference to, or inference from, the terms of any other clause in these articles of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

THIRD: That this corporation is to have perpetual existence.

FOURTH: That the location and post office address of its registered office in the State of Idaho shall be 516 Bank Street, Wallace, Shoshone County, Idaho.

FIFTH: The total number of shares of stock which the corporation shall have authority to issue shall be ten (10) all of which shares shall be Common Stock, of the par value of One Hundred

Dollars (\$100.00) each, amounting in the aggregate to One Thousand Dollars (\$1,000.00).

All shares of stock to be issued by the corporation shall have equal voting rights and equal rights to participate in the profits of the corporation, if any, and equal rights in the assets thereof upon liquidation.

SIXTH: The names and post office addresses of the subscribers and the number of shares and class of stock subscribed for by each, are as follows:

NAMES	POST OFFICE ADDRESS	NUMBER OF SHARES Common
R. Worth Vaughan	120 Broadway, New York, N.Y.	1
Harry Smith	120 Broadway, New York, N.Y.	1
John F. O'Conor	120 Broadway, New York, N.Y.	1

SEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To repeal and amend the by-laws of the corporation and to adopt new by-laws.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for depreciation and depletion and losses of every character, or to abolish any such reserves in the manner allowed by the laws of the State of Idaho.

By resolution passed by a majority of the whole board, to designate two or more of the directors to constitute an executive committee, which to the extent provided in such resolution shall have and exercise the authority of the Board of Directors in the management of the business of the corporation.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a shareholders' meeting duly called for that purpose, the Board of Directors shall have power and authority to sell, lease or exchange all the assets of the corporation, other than its franchise of being a corporation, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

EIGHTH: Fully paid shares of the stock of the corporation shall not be subject to assessment.

NINTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we do make and execute this certificate in triplicate, this 29<sup>th</sup> day of April, A.D. 1953.

R. Worth Vaughan  
Harry Smith  
John F. O'Conor

STATE OF NEW YORK )  
COUNTY OF NEW YORK ) ss:

On this 29<sup>th</sup> day of April, A.D. 1953, before me, Harold Howe, a notary public in and for the County and State of New York, personally appeared R. Worth Vaughan, Harry Smith, and John F. O'Conor, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF

State of New York, } ss:  
County of New York, }  
I, ARCHIBALD R. WATSON, County Clerk and Clerk of the Supreme Court, New York County, a Court of Record having by law a seal, DO HEREBY CERTIFY that

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Form 1

id affixed

above

whose name is subscribed to the annexed affidavit, deposition, certificate of acknowledgment or proof, was at the time of taking the same a NOTARY PUBLIC in and for the State of New York, duly commissioned and sworn and qualified to act as such throughout the State of New York; that pursuant to law a commission, or a certificate of his official character, and his autograph signature, have been filed in my office; that as such Notary Public he was duly authorized by the laws of the State of New York to administer oaths and affirmations, to receive and certify the acknowledgment or proof of deeds, mortgages, powers of attorney and other written instruments for lands, tenements and hereditaments to be read in evidence or recorded in this State, to protest notes and to take and certify affidavits and depositions; and that I am well acquainted with the handwriting of such Notary Public, or have compared the signature on the annexed instrument with his autograph signature deposited in my office, and believe that the signature is genuine.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal.

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Ob. Register

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