

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

#### C & H MILLING CORPORATION

was filed in the office of the Secretary of State on the **Tenth** day of **March,** A.D. One Thousand Nine Hundred **Sixty-five** and **will be** duly recorded on ~~microfilm~~ **microfilm** 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 **Idaho Falls** in the County of **Bonneville.**

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 **10th** day of **March**, A.D., 19**65**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

C & H MILLING CORPORATION

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, all of legal age and citizens of the United States and of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

The name of the corporation shall be "C & H Milling Corporation."

ARTICLE II

That the purposes for which the corporation is formed are:

A. 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 gold, silver, copper, lead, zinc, brass, iron, steel and all kinds of ores, metals and minerals, and the products and by-products thereof of every kind and description and by whatsoever process the same can be or may hereafter be produced, and generally and without limit as to amount, to buy, sell, exchange, lease, acquire and deal in lands, mines and mineral rights and claims, and to conduct all business appertaining thereto; to purchase, lease or otherwise acquire, mining rights, timber rights, oil and gas rights, mines, buildings, dwellings, plants,

machinery, tools and other properties whatsoever which this corporation may from time to time find to be for its advantage and purposes; to mine and market any mineral or other product that may be found in or on such land, and to explore, work, exercise, develop or turn to account the same.

B. To buy, acquire, sell, retain, deal in or otherwise dispose of, absolutely or contingently, petroleum and/or gas properties and interests (whether like or different), and any right, title or interest therein, and to do all other acts and things required to be done in connection therewith, either within or without the state of Idaho, United States of America.

C. To underwrite, purchase, acquire, hold, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, stocks, bonds, and other evidences of indebtedness and obligations of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and evidences of any interest in respect of any such stocks, bonds, and other evidences of indebtedness and obligations; to issue in exchange therefor its own stocks, bonds, or other obligations; and, while the owner or holder of any such, to exercise all the rights, powers and privileges of ownership in respect thereof; and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guaranty or otherwise those issuing, creating or responsible for any such stocks, bonds or other evidences of indebtedness or obligations or evidences of any interest in respect thereof.

D. To purchase, acquire, hold, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, commodities and other personal property and real property of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

E. To engage in any mercantile, manufacturing or trading business of any kind or character whatsoever, within or without the state of Idaho, and to do all things incidental to any such business; to cause to be formed, merged or reorganized or liquidated, and to promote, take charge of and aid in any way permitted by law the formation, merger, reorganization or liquidation of, any corporation, association or entity in the United States of America or abroad.

F. To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession or co-operation, with any corporation, association, partnership, syndicates, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business which the Corporation is authorized to carry on or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the Corporation.

G. To acquire by purchase or lease, or otherwise, lands and interests in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the Corporation, buildings, or other structures with their appurtenances, and to

rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any stores, shops, suites, rooms or parts of any buildings or other structures at any time owned or held by the Corporation.

H. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the Corporation other than its franchise of being a corporation, and 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.

I. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the Corporation.

J. To acquire by purchase or otherwise and hold, sell, convey, encumber or transfer all kinds of real and personal property of every kind and description required in connection with the conduct of the business of the Corporation.

K. To borrow money and otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute, and issue bonds, debentures, notes, checks, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, negotiable or nonnegotiable, and whether secured or unsecured.

L. To conduct business in this state, other states, District of Columbia, 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 or personal property situate out of this state.

M. To acquire the good will, rights, and property and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or organization; to pay for the good will, rights, property and assets in cash, the stock of this Corporation or bonds or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary and expedient in and about the conduct and management of such business.

N. To apply for, purchase, register, or in any manner to acquire, and to hold, own, use, operate and introduce, and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trade-marks, trade names, and to acquire, own, use or in any manner dispose of any and all inventions, improvements, and processes, labels, designs, brands, or other rights, and to work, operate, or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

O. To purchase, insofar as the same may be done without impairing the capital of the Corporation, except as otherwise permitted by law, and to hold, pledge and reissue shares of its own capital stock; but such stock, so acquired and held, shall not be entitled to vote nor to receive dividends.

P. To have, exercise and enjoy all the powers now or hereafter granted to corporations organized under the laws of the state of Idaho, and particularly all of the powers and privileges granted to corporations by Chapter I of Title 30 of the Idaho Code, and any present and/or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business and/or carrying into effect any and all of the aforesaid objects and purposes.

Q. All the foregoing provisions of this Article II are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the Corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or to exercise any power or do any act which corporations formed under the laws of Idaho now or hereafter existing may not, at the time, lawfully carry on or do. It is the intention that the purposes, objects, and powers specified in each of the paragraphs of this Article II of these Articles of Incorporation shall, except as otherwise provided, in nowise be limited or restricted by reference to or inference from the terms of any other clause or paragraph in this Article contained,

or of any other provision of these Articles of Incorporation.

In general, to do all acts permitted by the Business Corporation Act of Idaho, and all such other acts as are necessary and expedient to accomplish the stated purposes of the Corporation.

### ARTICLE III

The Corporation is to have perpetual existence.

### ARTICLE IV

The location and post office address of its registered office shall be Idaho Falls, Bonneville County, Idaho.

### ARTICLE V

The number of shares of capital stock of this Corporation shall be 100 shares of common stock, no par value, divided into fifty shares of Class A Common stock, no par value, and fifty shares of Class B Common Stock, no par value.

### ARTICLE VI

The relative rights, voting power, preferences and restrictions of each class of stock are as follows:

Voting Power. Each share of stock, whether Class A or Class B, shall have the same voting rights.

Dividends. No dividend shall be paid on Class B stock until dividends in the aggregate gross cumulative dollar amount of \$40,000.00 shall have been paid on Class A stock. Thereafter, each share of stock, whether Class A or Class B, shall have the same dividend rights.

Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, the first \$40,000.00 of liquidation



distributions, less the aggregate gross cumulative dollar amount of dividends previously paid on Class A stock, shall be distributed pro rata on the Class A stock. Thereafter, each share of stock, whether Class A or Class B, shall have the same liquidation distribution rights.

Other. For all other purposes each share of stock, whether Class A or Class B shall have the same rights.

#### ARTICLE VII

The names and Post Office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>NAMES</u>	<u>POST OFFICE ADDRESSES</u>	<u>NO. OF SHARES</u>	<u>CLASS OF STOCK</u>	<u>AMOUNT</u>
D. Grimmett	Idaho First Nat'l Bank Bldg. Idaho Falls, Idaho	1	Class B Common	No Par Value
E. B. Krantz	Idaho First Nat'l Bank Bldg. Idaho Falls, Idaho	1	Class B Common	No Par Value
P. H. Jensen	Idaho First Nat'l Bank Bldg. Idaho Falls, Idaho	1	Class B Common	No Par Value

#### ARTICLE VIII

The Board of Directors shall consist of three directors, but during their term of office or thereafter, the number of directors may be increased or decreased from time-to-time, as may be provided by the By-Laws.

#### ARTICLE IX

The Board of Directors by a majority vote shall have the power to repeal and amend the By-Laws and to adopt new By-laws.

#### ARTICLE X

An amendment of these Articles of Incorporation may be adopted by the vote of the holders of a majority of the voting

power of all shareholders.

#### ARTICLE XI

No contract or other transaction between the Corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the Corporation, and no act of the Corporation shall be in any way effected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof; and any director of the Corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

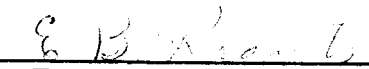
#### ARTICLE XII

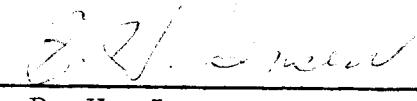
Each director and each officer of the Corporation and any director or officer of any other corporation serving as such at the request of the Corporation because of the Corporation's interest as a stockholder or creditor of such other corporation, shall be indemnified by the Corporation against all expenses, as

hereinafter defined, which shall necessarily or reasonably be incurred by him in connection with any action, suit or proceeding to which he is or shall be a party, or with which he may be threatened, by reason of his being or having been a director or officer of the Corporation or of such other corporation, whether or not he continues to be a director or officer at the time of incurring such expenses. As used in this Article, expenses shall include amounts of judgments against, or amounts paid in settlement by, such director or officer, other than amounts payable or paid to the Corporation, but shall not include any (a) expenses incurred in connection with any matters as to which such director or officer shall be adjudged in such action, suit or proceeding, without such judgment being reversed, to be liable by reason of his negligence or wilful misconduct in the performance of his duties as such director or officer, or (b) expenses incurred in connection with any matters which shall have been the subject of such action, suit or proceeding disposed of otherwise than by adjudication on the merits, unless in relation to such matters such director or officer shall not have been liable for negligence or wilful misconduct in the performance of his duties as a director or officer. As to whether or not a director or officer was liable for negligence or wilful misconduct in the performance of his duties as such director or officer, the board of directors and each director and officer may conclusively rely upon an opinion of legal counsel selected by or in the manner designated by the board of directors. The foregoing right of indemnification shall be in addition to any rights to which any director or officer may be or become entitled by law, vote of stockholders or otherwise.

IN WITNESS WHEREOF, we have hereunto set our hands and  
seals this 8th day of March, 1965.

 (Seal)  
D. Grimmert

 (Seal)  
E. B. Krantz


 (Seal)  
P. H. Jensen

STATE OF IDAHO            )  
                                  ) ss.  
County of Bonneville )

On this 8th day of March, 1965, before me, the under-  
signed, a Notary Public, in and for said State of Idaho, personally  
appeared D. GRIMMETT, E. B. KRANTZ and P. H. JENSEN, known to me  
to be the persons whose names are subscribed to the within and  
foregoing Articles of Incorporation and acknowledged to me that  
they executed the same.

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

(seal)

  
Notary Public  
For the State of Idaho  
Residing at Idaho Falls, Idaho

My Commission Expires: 7/15/67