



## 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

#### **GOLDEN EAGLE CONSOLIDATED MINES COMPANY**

was filed in the office of the Secretary of State on the **Tenth** day of **April** A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** 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

**Lawiston**

in the County of

**Mon Perce.**

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 **April**, A.D., 19**61**.

Secretary of State.

1 ARTICLES OF INCORPORATION  
2 OF  
3 GOLDEN EAGLE CONSOLIDATED MINES COMPANY  
4

5 We, the undersigned, J. F. Arnold of Spokane, Washington,  
6 William Tanke of Spokane, Washington, and Ruth McConnell of Lew-  
7 iston, Idaho, all being of legal age and citizens of the United  
8 States of America, and Ruth McConnell being a citizen and resident  
9 of the State of Idaho, do hereby associate ourselves together for  
10 the purpose of forming a corporation under the laws of the State  
11 of Idaho, and do hereby sign and acknowledge these Articles of  
12 Incorporation in triplicate as follows:

13 ARTICLE I

14 The name of this corporation is GOLDEN EAGLE CONSOLIDATED  
15 MINES COMPANY.

16 ARTICLE II

17 The principal place of business of said corporation shall  
18 be at 521 Bryden Street, Lewiston, Idaho.

19 ARTICLE III

20 The term for which this corporation shall exist is perpetu-  
21 ally from and after its date of incorporation.

22 ARTICLE IV

23 The objects and purposes for which this corporation is  
24 formed are as follows:

25 1. To work, operate, buy, sell, locate, lease, acquire,  
26 procure, hold and deal in, mines, mineral lands, mining rights,  
27 metals and mining claims, and water rights of every description  
28 and kind, and carry on and conduct a general mining, smelting,  
29 milling, reduction, extraction and manufacturing business, and to  
30 buy or otherwise acquire and deal in minerals, plants, machinery  
31 and implements and things capable of being used in connection with  
32 the business of the corporation.

1           2. To work, operate, buy, sell, lease, locate, acquire,  
2 procure, hold, and deal in oil lands; to drill, operate and explore  
3 for petroleum, oil and gas, and produce petroleum, oil and gas and  
4 other minerals incidentally developed; to manufacture and refine  
5 and compound all such products or minerals or substances found in  
6 and upon any lands acquired by the company, transport the same to  
7 market, and to sell the same in crude or manufactured form; to buy,  
8 sell, lease, hold and dispose of such real and personal estate as  
9 may be necessary and convenient in connection with this power, and  
10 to construct and erect such pipe lines, buildings, machinery and  
11 appliances as may be necessary and convenient in conducting such  
12 business.

13           3. To own, buy, lease, locate and deal in timber and timber  
14 claims, necessary and convenient for carrying out the several ob-  
15 jects hereof.

16           4. To construct, maintain, improve, work, control, buy,  
17 sell, operate, deal in and superintend roads, ways, tramways, rail-  
18 ways, steamboats, steamships, steamship lines, bridges, reservoirs,  
19 water courses, furnaces, sawmills, crushing works, concentrating  
20 works, hydraulic works, electrical works, power plants, chemical  
21 plants, power lines, dams, ditches, aqueducts, flumes, telephone  
22 and telegraph lines, necessary or convenient in carrying out the  
23 principal objects hereof, and to furnish and supply consumers with  
24 power, light and heat, and to charge therefor, where the same may  
25 be done profitably and incidentally to the use of the same, for the  
26 principal purposes hereof.

27           5. To purchase, take by lease or in exchange, or otherwise  
28 acquire, deal in, lease, mortgage, buy, sell, improve and hold  
29 lands, estates, buildings, rights of way and real and personal  
30 property generally, and to conduct a general mercantile business  
31 as far as the same is necessary and convenient in carrying out the  
32 principal purposes hereof.

1           6. To borrow, raise or secure the payment of money in such  
2 manner as the corporation may see fit; to mortgage, bond and other-  
3 wise encumber any of the properties acquired by the corporation,  
4 and issue its bonds, promissory notes and other evidences of in-  
5 debtedness and security therefor in such manner as the corporation  
6 may deem convenient, expedient and conducive to the business of  
7 the corporation.

8           7. To engage in the manufacturing business of every nature  
9 and kind, necessary or convenient to carry out the principal ob-  
10 jects hereof.

11           8. To hold, subscribe for, purchase, or otherwise acquire,  
12 to sell, assign, transfer, mortgage, pledge, or otherwise dispose  
13 of shares of the capital stock or bonds, debentures or other evi-  
14 dences of indebtedness of other corporations, and with the holder  
15 thereof to exercise all the rights and privileges of ownership,  
16 including the right to vote such stock, and do all and everything  
17 necessary, suitable, convenient or proper for the accomplishment  
18 of any of the purposes or the attainment of any one or more of the  
19 objects herein enumerated or incidental to the powers herein named,  
20 or which at any time appear conducive or expedient for the protect-  
21 ion and benefit of the corporation, and to do everything consistent,  
22 proper and requisite for the carrying out of the objects and pur-  
23 poses aforesaid in their fullest and broadest sense.

24           9. And finally, without limiting in any particular the  
25 objects of the corporation hereinabove expressed, it is hereby  
26 expressly declared and provided that the corporation shall have  
27 power to do any and all other acts and things and to exercise any  
28 and all powers which a co-partnership or a natural person could do  
29 and exercise, and which now or hereafter may be authorized by law  
30 and practice; and to carry out the objects herein expressed, espec-  
31 ially within the State of Idaho, and generally throughout the United  
32 States of America or any Territory owned or controlled by the said

1 United States of America, Dominion of Canada, or elsewhere.

2 ARTICLE V

3 The stock to be issued by this corporation shall consist  
4 of Fifteen Million (15,000,000) shares divided into Three Million  
5 (3,000,000) shares of common voting stock, each share of said  
6 stock with equal rights and powers and without restriction or pre-  
7 ference; and Twelve Million (12,000,000) shares of preferred stock,  
8 each share of this class to have equal rights and powers and with-  
9 out restriction or preference. The preferred stock shall have no  
10 voting rights but shall have a preference in the distribution of  
11 profits as follows:

12 The holders of preferred stock shall be paid a dividend of  
13 Four per cent (4%) based on its par value from any declared profits  
14 derived from the operation of this corporation in any fiscal year,  
15 if any, and after such dividend is paid to the preferred share-  
16 holders, then the remainder of the profits from any fiscal year,  
17 if any, shall be distributed pro rata to the holders of the out-  
18 standing shares of stock of both classes. The par value of each  
19 and all the shares of the classes of stock set forth hereinabove  
20 shall be one (1) mill (.001) per share.

21 The amount of paid-in capital with which this corporation  
22 shall commence business is the sum of Five Hundred Dollars  
23 (\$500.00) in cash.

24 The number of shares of common stock subscribed by each of  
25 the incorporators is as follows:

26 J. F. Arnold	2,940,000 shares common stock
27 William Tanke	50,000 shares common stock
Ruth McConnell	10,000 shares common stock

28 ARTICLE VI

29 All corporate powers, including the sale, mortgage, hypothe-  
30 cation and pledging of the whole or any part of the corporate  
31 property, may be exercised by the Board of Directors, except as  
32 otherwise expressly prohibited by law. With the assent of the

1 holders of two-thirds (2/3) of all the Stock of the Corporation  
2 issued and outstanding, at meeting expressly called for that pur-  
3 pose, or at any annual meeting, the Board of Directors shall have  
4 power and authority to sell, assign, transfer, convey, or other-  
5 wise dispose of the property and assets of the corporation as an  
6 entirety or going concern, on such terms and conditions as the  
7 Board shall deem fit, right and just, either for cash, or bonds,  
8 or shares of capital stock of any corporation or corporations, or  
9 for any kind or species of property or obligations or securities.

10 ARTICLE VII

11 The number of Directors of this corporation shall be three  
12 (3), consisting of a president, vice-president and secretary-  
13 treasurer.

14 ARTICLE VIII

15 The annual meeting of the shareholders of this corporation  
16 shall be held the second Tuesday in January, 1962, at the hour of  
17 2:00 O'Clock P.M. at the principal office of said corporation.  
18 The names and addresses of the persons who shall act as Directors  
19 until the first annual meeting of the shareholders are as follows:

20 J. F. Arnold	618 S. Jefferson St., Spokane, Wash.
William Tanke	151 S. Spruce St., Spokane, Wash.
21 Ruth McConnell	521 Bryden Avenue, Lewiston, Idaho.

22 ARTICLE IX

23 The length of the term of the members of the Board of  
24 Directors and the manner in which Directors shall be replaced and  
25 vacancies filled shall be provided in the By-Laws of this corpor-  
26 ation.

27 IN WITNESS WHEREOF, we, the undersigned, as incorporators  
28 of said corporation have hereunto set our hands and seals this  
29 30th day of March, 1961.

30 J. F. Arnold  
31 William Tanke  
32 Ruth McConnell

1 STATE OF IDAHO  
2 County of *Myer* } ss.

3 I, *Edward H. Mendenhall*, Notary Public in and for the  
4 State of Idaho, residing at Lewiston, do hereby certify that on  
5 this *30th* day of March, 1961, personally appeared before me  
6 J. F. Arnold, William Tanke and Ruth McConnell to me known to be  
7 the individuals described in and who executed the within and fore-  
8 going instrument and acknowledged that they signed and sealed the  
9 same as their free and voluntary act and deed for the uses and  
10 purposes therein mentioned.

11 GIVEN UNDER MY HAND and official seal this *30th* day of  
12 March, 1961.

13

14

15

16

17

18

19

20

21

22

23

24

25

26

27

28

29

30

31

32

*Edward H. Mendenhall*  
NOTARY PUBLIC in and for the State  
of Idaho, residing at Lewiston in  
said County.