

# State of Idaho



Department of State.

## CERTIFICATE OF INCORPORATION

I **GEO. H. CURTIS,** 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

### SHAKE RIVER MINING COMPANY

was filed in the office of the Secretary of State on the **THIRD** day of **FEBRUARY** A. D. One Thousand Nine Hundred Thirty-**NINE** and duly recorded in Book A- **52** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 29-103, Idaho Code, Annotated.

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 **THIRD** day of **FEBRUARY**, in the year of our Lord one thousand nine hundred **THIRTY-NINE**, and of the Independence of the United States of America the One Hundred **SIXTY-THIRD**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
SNAKE RIVER MINING COMPANY

\*\*\*\*\*

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  
SNAKE RIVER MINING COMPANY.

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

To prospect for, open, explore, develop, work, improve, maintain and manage gold, silver, copper, nickel, lead, coal, iron and other mines, quarries, mineral and other deposits and properties, and to dig for, dredge, raise, crush, wash, smelt, roast, assay, analyze, reduce and amalgamate, and otherwise treat ores, metals and mineral substances of all kinds, whether belonging to the company or not, and to render the same merchantable, and to sell and otherwise dispose of the same, or any part thereof, or any interest therein, and generally to carry on the business of a mining, milling, reduction and development company.

To acquire by purchase, lease, concession, license, exchange or other legal title, mines, mining lands, easements, mineral properties, or any interest therein,

minerals and ores, and mining claims, options, powers, privileges, water and other rights, patent rights, processes and mechanical or other contrivances, and either absolutely or conditionally, and either solely or jointly with others, and as principals, agents, contractors or otherwise, and to lease on a royalty basis or otherwise, place under license, sell, dispose of and otherwise deal with the same or any part thereof or any interest therein.

To carry on the business of smelting, treating, assaying, refining, concentrating, milling, reducing, precipitating, vaporizing, analyzing, and buying, selling all and every kind of minerals, ores, precious stones and metals, soil or earth and generally to carry on the business of a smelting, reduction, refining and milling company in all its branches.

To acquire by purchase, lease or otherwise mill sites, smelter sites, water powers, transmission lines and power plants and other or any means of generating and transmitting power.

To grade, excavate, construct, reconstruct, and erect roads, highways, streets, subways, tunnels, pavements, railroads, buildings, masonry, bridges, piers, abutments, breakwater, machinery, and to do any and every thing necessary to carry on a general construction business with the power to contract, recontract, and sublet said construction work.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

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.

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 registered office in the State of Idaho shall be located at 517 Idaho Building, Boise.

FIFTH: The total number of shares of stock which the corporation shall have authority to issue shall be five thousand (5,000), of which stock five thousand (5,000) shares of the par value of One Hundred Dollars (\$100.00) each, amounting in the aggregate to Five Hundred Thousand Dollars (\$500,000.00) shall be common stock.

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	NO. OF SHARES COMMON
ROBERT F. LEWIS	120 Broadway, New York, N.Y.	1
FRANK C. TAYLOR	120 Broadway, New York, N.Y.	1
KENDALL WILLIAMS	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, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, 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.

This corporation may in its by-laws confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the statutes.

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 31<sup>st</sup> day of January  
A. D. 1939.

Robert F. Lewis.....

Frank W. Taylor.....

Kendall Williams.....

State of New York, }  
 County of New York, } ss.:

No. 80258

I, ARCHIBALD R. WATSON, Clerk of the County of New York, and also Clerk of the Supreme Court in and for said county,  
 DO HEREBY CERTIFY That said Court is a Court of Record, having by law a seal; that

*John J. Canagan*  
 .....  
 whose name is subscribed to the annexed certificate or proof of acknowledgment of the annexed instrument was at the time of taking the same a NOTARY PUBLIC acting in and for said county, duly commissioned and sworn, and qualified to act as such; that he 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 *Brent* ..... with his autograph signature; that as such Notary Public, he was duly authorized by the laws of the State of New York to protest notes; to take and certify depositions; to administer oaths and affirmations; to take affidavits and certify the acknowledgment and proof of deeds and other written instruments for lands, tenements and hereditaments, to be read in evidence or recorded in this state; and further, that I am well acquainted with the handwriting of such Notary Public and verily believe that his signature to such proof or acknowledgement is genuine.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of said Court at the City of New York, in the County of New York, this 1 day of Feb 1939

*Archibald R. Watson*  
 Clerk.



STATE OF NEW YORK  
COUNTY OF NEW YORK

}  
} ss:

On this *31st* day of *January* A. D. 1939,  
before me, a Notary Public, personally appeared ROBERT  
F. LEWIS, FRANK C. TAYLOR and KENDALL WILLIAMS, 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, I have hereunto set my hand  
and affixed my official seal the day and year in this  
certificate first above written.



.....  
Notary Public, No. 6  
Bronx County, N. Y.  
Certificate filed in N. Y. Co. No. 194  
My Commission Expires March 30, 1940