

ARTICLES OF INCORPORATION  
SILVER TRIUMPH MINING COMPANY.  
-----

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, at least one of whom is a bona fide resident of the State of Idaho, have this day voluntarily associated ourselves, and do hereby and by these Articles of Incorporation unite and associate ourselves for the purpose of forming a corporation under the laws of the said State of Idaho:

First: The name of this corporation shall be SILVER TRIUMPH MINING COMPANY.

Second: The period of the existence of this corporation shall be fifty years.

Third: The principal office and the principal business of said corporation shall be transacted at the City of Hailey, in the County of Blaine and State of Idaho.

Fourth: The purposes for which this corporation is formed, are as follows:

To acquire by purchase, lease, location, denouncement or in any other lawful manner, and to sell, lease, trade and deal in mines, mining claims and mining property of every description.

To work, mine and operate property, and to acquire, construct, erect and maintain, and to sell and deal in mining machinery, mills, milling plants, smelters, reduction works, electric plants, and every other sort of property for the proper working of mines and the treatment of the products thereof.

To buy, sell and deal in, and to contract for the reduction and treatment of ores, metals and minerals of all sorts and descriptions.

To acquire by purchase, location, lease, license or in any other lawful manner waters and water rights, flumes, ditches, rights of way, easements and all other means for the utilization of waters, and to sell, lease, dispose of and deal in all of the foregoing enumerated property.

To acquire, own, operate and to sell, dispose of and deal in trams, tramways, roads, tunnels and easements and rights of way for the same, and from time to time to take proceedings to acquire such easements and rights of way;

To manufacture, buy, sell, deal in, and to engage in, conduct and carry on the business of manufacturing, buying, selling and dealing in goods, wares and merchandise of every class and description;

To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of or turn to account or deal with all or any part of the property of the company, and from time to time to vary any investment or employment of capital of the company;

To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise; and generally, to make and perform agreements and contracts of every kind and description;

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in mining claims, lands, leaseholds, and any interest, estate and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of

the purposes herein expressed;

To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, own, use, develop, operate and introduce, and to sell, assign, grant licenses or territorial rights in respect to, or otherwise to turn to account or dispose of, any copyrights, trademarks, trade names, brands, labels, patent rights, letters patent of the United States or of any other country or government, inventions, improvements and processes, whether used in connection with or secured under letters patent or otherwise;

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or to attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either along or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers of any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized;

To acquire by purchase, subscription or otherwise, and to hold for investment or otherwise and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds or any other obligations or securities of any corporation or corporations; to merge or consolidate with any corporation in such manner as may be permitted by law; to aid in any manner any corporation whose stock, bond or other obligations are held or in any manner guaranteed by the company, or in which the company is in any way interested; and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds or other obligations, or to do any acts or things designed for any such purpose; and

while owner of any such stock, bonds or other obligations exercise all the rights, powers and privileges of ownership thereof, and to exercise any and all voting powers thereon; to guarantee the payment of dividends upon any stock, or the principal or interest or both of any bonds or other obligations, and the performance of any contracts;

The business or purpose of the company is from time to time to do any one or more of the acts and things hereinabove set forth, and it shall have power to conduct and carry on its said business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights, in the State of Idaho, and in the various other states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

Fifth: The business and prudential affairs of this corporation shall be managed by a board of five directors.

Sixth: The names and residences of the persons chosen directors to manage the business and prudential affairs of said corporation for the first year are as follows:

Names.	Residences.
<u>W. H. Clayton</u>	<u>Oakland Calif.</u>
<u>Frank Dillon</u>	<u>Hailey Idaho</u>
<u>N. K. Lewis</u>	<u>Hailey Idaho</u>
<u>Geo. D. Wheeler</u>	<u>Hailey Idaho</u>
<u>Geo. K. Ford</u>	<u>San Francisco Calif.</u>

Seventh: The amount of the capital stock of this corporation is One Hundred and Fifty Thousand (150,000) Dollars,

divided into One million, five hundred thousand (1,500,000) shares of the par value of ten (10) cents per share.

Eighth: The amount of capital stock of said corporation actually subscribed is fifty (50) shares, as follows:

<u>Name of Subscriber:</u>	<u>No. shares.</u>	<u>Amount.</u>
<u>W. H. Clayton</u>	<u>10</u>	<u>\$1.00</u>
<u>Frank Dillon</u>	<u>10</u>	<u>1.00</u>
<u>W. H. Lewis</u>	<u>10</u>	<u>1.00</u>
<u>E. H. Loh</u>	<u>10</u>	<u>1.00</u>
<u>Geo. H. Ford</u>	<u>10</u>	<u>1.00</u>

TOTAL

Ninth: After the stock of said corporation has been issued, fully paid up, no assessment shall be levied against such stock for any purpose whatsoever.

Tenth: Meetings of the Board of Directors of the corporation or of its executive committee may be held, and offices of the corporation may be established and maintained at such places within or without the State of Idaho as shall be provided by the By-Laws or determined from time to time by resolution of the Board of Directors.

Eleventh: The Board of Directors shall have power by vote of four (4) of their number, and without the assent or vote of the stockholders, to repeal and amend the By-Laws, and adopt new By-laws; the Board of Directors shall also have power without the assent or vote of the stockholders to fix the times for the declaration and payment of dividends; to fix and vary the amount to be reserved as working capital; to authorize and cause to be executed mortgages and liens upon all the property of the corporation,

or any part thereof, and from time to time to sell, assign, transfer, pledge or otherwise dispose of any or all of its property; to determine the use and disposition of any surplus or net profits over and above the capital stock paid in, and in their discretion the directors may use and apply any such surplus or accumulated profits in purchasing or acquiring the bonds or other obligations or shares of capital stock of the corporation, to such extent and in such manner and upon such terms as the directors shall deem expedient; but shares of such capital stock so purchased or acquired may be resold unless such shares shall have been retired for the purpose of decreasing the corporation's capital stock as provided by law.

Twelfth: The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the capital stock of the company which is represented in person or by proxy at such meeting (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the corporation and upon all the stockholders, as though it had been approved or ratified by every stockholder of the corporation, whether or not the contract or act would otherwise be open to legal attack because of director's interest, or for any other reason.

Thirteenth: In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation; subject, nevertheless, to the provisions of the statutes

of Idaho, and of this certificate, and to any By-Laws from time to time made by the stockholders; provided, however, that no By-Laws so made shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been made.

IN WITNESS WHEREOF, we have hereunto set our hands this 12 day of November, 1919.

W. H. Slayton  
Frank Dillon  
H. K. Lewis  
Geo. W. Lusk  
Geo. Ford

STATE OF IDAHO,  
COUNTY OF BLAINE, } ss.

I, CASSIE M. RUSSELL, Ex-Officio Recorder in and for said County and State, do hereby certify that the foregoing is a full, true and correct copy of that certain instrument of ~~record~~ ~~XXXXXX~~ Filed in my Office on the 12th ~~day~~ day of Nov. 1919 Records of Blaine County, State of Idaho.

Witness my hand and official seal this 12th day of November, 1919.

STATE OF CALIFORNIA,  
CITY AND COUNTY OF SAN FRANCISCO } ss.

On this 8th day of November in the year  
One Thousand Nine Hundred and Nineteen before me **MARIE FORMAN** a Notary Public in and for said  
City and County residing therein, duly commissioned and sworn, personally appeared

Geo I C Ford  
known to me to be the person.....described in, whose name is subscribed to, and  
who executed the within annexed instrument and.....he.....acknowledged to me that  
.....he.....executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my  
Office, in the said City and County of San Francisco, the day and year above written.

Marie Forman

NOTARY PUBLIC

In and for the City and County of San Francisco, State of California.  
My Commission Expires January 10, 1921

**ACKNOWLEDGMENT.**

STATE OF IDAHO, {

County of Blaine, { ss.

On this 12th day of November, 1919  
before me J. J. McFadden, a Notary Public  
in and for said State, personally appeared W. H. Slayton, Frank Dillon,  
H. K. Lewis, and Geo. D. Wheeler, -----

known to me to be the person..... whose name are subscribed to the within instrument and  
acknowledged to me that they..... executed the same.

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

J. J. McFadden  
Notary Public,  
Residing at Hailey, Idaho.

NEWS-MINER PRINT, HAILEY, IDAHO