

ARTICLES OF INCORPORATION
OF
THE EAGLE MOUNTAIN MINING COMPANY.

STATE OF UTAH :
COUNTY OF SALT LAKE : SS

This agreement made in Salt Lake City, Utah, this 25th day of September, A. D. 1905, by and between Andrew F. Gregerson of Leeds Post Office, Washington County, Utah, Obed E. Hamblin of Barclay, Lincoln County, Nevada, Peter Porter, William E. Smith and Benjamin F. Kelly of Salt Lake City, Salt Lake County Utah.

W I T N E S S E T H:

That said parties for the purpose of forming a corporation under the laws of the State of Utah, agree with each other as follows:

1. The name of the incorporation shall be the Eagle Mountain Mining Company.

11. This corporation shall exist for fifty years.

111. The pursuit and business of this corporation is, and shall continue to be to carry on and conduct a general mining business, and in so doing, to buy, locate and hold, develop, operate, sell and lease mines and mining claims and mining properties or stocks, to construct, buy or hire mills, smelters and refining works, and operate or sell the same, to produce, buy, sell and exchange ores, bullion and mineral products, and to own and transfer water ways, and to appropriate waters and acquire water rights and sell or use the same, and generally to do all acts and things necessary and convenient to conduct its said general business.

IV. Its office and principal place of business shall be at Salt Lake City, Salt Lake County, State of Utah.

*Aug 8th 1908 Amended Article IV to change place of business
to St George Washington Co Utah*

V. The capital stock of the corporation is \$300,000. divided into 300,000 shares of the par value of \$1.00 per share.

VI. The incorporators take shares as follows, to-wit:

B. F. Kelly,	98,000	shares.
Peter Porter,	1,000	"
William E. Smith,	1,000	"
Obed E. Hamblin,	50,000	"
Andrew F. Gregerson,	50,000	"
Treasury,	100,000	"

VII. The officers of the corporation shall be:

1. A Board of five Directors.
2. A President.
3. A Vice-president.
4. A Secretary.
5. A Treasurer.

Benjamin F. Kelly, Andrew F. Gregerson, Obed E. Hamblin Peter Porter and William E. Smith shall be directors, and the said Benjamin F. Kelly shall be president and treasurer, Andrew F. Gregerson vice-president and Peter Porter secretary until the first regular election as hereafter provided for, and until their successors shall have been duly elected and qualified.

Any officer may resign by filing a written resignation with the president or secretary of the company. Any officer may be removed by proceedings in accordance with the laws of Utah. Any vacancy caused by the death or resignation or removal of any of the officers may be temporarily filled by the Board of Directors until the stockholders meet and fill vacancy. Three of the directors shall constitute a quorum, and may exercise all corporate powers.

LX. The term of office of the officers, except as otherwise provided in these articles, shall be one year, or until their successors shall have been duly elected and qualified, unless sooner resigned or removed.

XI. The annual stockholders' meeting for the election of officers and for the transaction of such other business as shall legally and properly come before it, shall be held on the fourth Monday in September in each year, at two o'clock P. M. of said day, at the general office of the said company, which is now established at Salt Lake City, Utah.

A representation of a majority of the capital stock shall be necessary to hold such meeting, or any stockholders' meeting, but a less number may adjourn any meeting from time to time.

Officers shall be elected by ballot. Each stockholder shall be entitled to one vote for each share of stock held. Proxies shall be allowed.

A failure to hold any meeting of the stockholders at the appointed time shall not forfeit or impair the rights of this agreement. Any meeting may be held at any subsequent time upon the giving of such notice as required by law, or as may be determined by the Board of Directors.

XII. The capital stock of this corporation is fully paid and is and shall be non-assessable.

XIII. The private property of the stockholders shall not be liable for the debts or obligations of this corporation.

XIV. The property conveyed and caused to be conveyed by the incorporators to this incorporation, in consideration of which the total capital stock, to-wit, 300,000 shares, shall be taken to be, and is fully paid, consists of the following lode mining claims, situated in the Bull Valley Mining District, Washington

County, State of Utah, to-wit:

The Old General Grant Mine.

The Barclay Mine.

The McKinley Mine.

The Clark Mine.

The Morrison Mine.

The Oyama Mine.

Kuroki Mining Claim one and two.

The Rob Roy Mining Claim.

The Liacyang Mining Claim.

The Brad Mining Claim.

The Apex " "

The Floral " "

The General Grant Mill Site and Water Right.

The fair cash value of said mining property is \$300,000.

XIV. Of the capital stock of this company 100,000 shares are set aside as treasure stock to be disposed of under the directions of the Board of Directors as they may determine for the best interests of the Company.

XV. This corporation may at any time, at any regular or special meeting of the stockholders herein, sell and transfer its entire property by resolution passed by a majority vote of the stock then outstanding.

IN WITNESS WHEREOF we have hereunto set our hands and seals this 25th day of September, 1905.

Amos J. Hegenon (SEAL)

Obed E. Hansen (SEAL)

Peter Porter (SEAL)

In presence of

Lillian E. Young

William E. Smith (SEAL)

Benjamin J. Kelly (SEAL)

STATE OF UTAH :
COUNTY OF SALT LAKE : SS

We, the undersigned, having been, by the articles of incorporation of the Eagle Mountain Mining Company appointed to the following respective offices, to-wit:

Benjamin F. Kelly, President, Treasurer and Director.

Andrew F. Gregerson, Vice-President and Director.

Peter Porter, Secretary and Director.

William E. Smith, Director.

Obed E. Hamblin, Director; and each of us being duly sworn according to law, says- That I will discharge the duties of said office to the best of my ability and judgment, and will not do, or consent to the doing of any matter or thing relating to the business of the corporation with the intent to defraud any stockholder, or director, or the public.

Benjamin F. Kelly

Andrew F. Gregerson

Peter Porter

William E. Smith

Obed E. Hamblin

Subscribed and sworn to before me this 25th day of September, A. D. 1905.

Alban S. Young
Notary Public.



STATE OF UTAH)
 : SS
COUNTY OF SALT LAKE)

Obed E. Hamblin, Andrew F. Gregerson and B. F. Kelly, each being duly sworn, sayeth that they are incorporators of the Eagle Mountain Mining Company, and it is their bona fide intention and the bona fide intention of said Incorporation to commence to carry on the business mentioned in the aforesaid agreement and articles of incorporation, and that each party to said agreement has paid the amount of the stock subscribed for by him, and that affiants are acquainted with the property in said agreement which has been accepted by the corporation in full payment of its full payment of its capital stock, and that it is reasonably worth the amount in cash for which it was accepted by the corporation.

Obed E. Hamblin

Andrew F. Gregerson

Benjamin F. Kelly

Subscribed and sworn to before me this 25th day of
September, A. D. 1905.

Lillian E. Young
Notary Public.



B Y L A W S.
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I. The officers of this company shall consist of a president, a vice-president, a secretary, a treasurer and manager, who shall, after first election, be chosen by the directors at their first meeting following the annual meeting of the stockholders in each year. They shall be elected from the Board of Directors, except the secretary and manager, who may or may not be directors. All officers shall hold their respective offices until their successors are elected or appointed.

II. The president shall preside at all meetings of the directors and stockholders, and shall sign all instruments in writing in behalf of the company.

III. The vice-president, in the absence of the president, shall perform all the duties of the president.

IV. The secretary shall be the custodian of the corporate seal of the company, issue all notices of meetings of the directors and stockholders and shall countersign and attach the seal of the company to all instruments requiring the seal of the company, and shall keep proper record and registry of all business of the company.

V. The treasurer shall be the custodian of the monetary holdings of the company and pay money out only on the order of the president, countersigned by the secretary. He shall give such bond as the directors may require.

VI. The general manager or president shall, under the direction of the Board of Directors, contract for and purchase all supplies, and in the absence of instructions from the Board of Directors, be the executive officer of the company.

Vll. The manager of president shall have full control of the working, developing and operating of the company's property.

Vlll. The officers and employees shall receive such compensation as the directors shall order or allow, and each officer and employee shall, at any time when requested by the directors or his superior officer, report fully, as requested, as to contemplated work, and specifically as to all matters of interest to the company.

IX. The directors shall meet from time to time as they may determine, and they shall superintend and direct all the affairs of the company. Meetings may be called by the president, or by any two members of the directory. A majority of the directors shall constitute a quorum for the transaction of business. Vacancies in the Board of Directors may be filled at any meeting of the directors by the vote of a majority of the remaining directors. The directors shall remain directors until their successors are elected and qualified.

X. The first annual meeting of the stockholders of the company shall be held at the office of the company on the fourth Monday in September at two o'clock,, and the corresponding day in each succeeding year thereafter. Special meetings of the stockholders may be called by the directors or by the stockholders representing a majority of the capital stock of the company. At least ten days' notice of the stockholders must be given by the secretary and such notice must state the object of the meeting.

Xl. The corporate seal of the company shall contain the following words: "The Eagle Mountain Mining Company."

Xll. The capital stock of the company is only transferable on the books of the company in person or by an attorney duly authorized in writing, or as may be hereinafter directed by the directors of the company. The capital stock of the company shall be issued in certificate numbered, registered, signed by the president, attested by the secretary and with the corporate seal attached.

Xlll. The regular monthly meeting of the directors of this company for the management of its affairs shall be held on the fourth Monday in each month, except when specifically called as provided for in Article ll of these by laws. When any director disposes of all his stock, a vacancy exists and will be filled according to Article ll.

Salt Lake City, Utah, Sept. 25, 1905.

The first meeting of the Board of Directors of the Eagle Mountain Mining Company held at its office Room 416 Atlas Block, Salt Lake City, Utah, legal notice being given to each director. Those present were Benjamin F. Kelly, president, Andrew F. Gregerson, vice-president, Peter Porter, Secretary, Obed E. Hamblin, director, and William E. Smith, director.

A motion was made by Andrew F. Gregerson and seconded by Mr Obed E. Hamblin that the by laws be accepted as read. It was put to a vote, ^{and} unanimously accepted. A motion was made by William E. Smith and seconded by Obed E. Hamblin that the president be authorized to sell the treasury stock to the best interests of the company. The motion was put to a vote and carried unanimously. No further business came up before the meeting. It was adjourned.

B. F. Kelly - Pres

P. Porter Secy

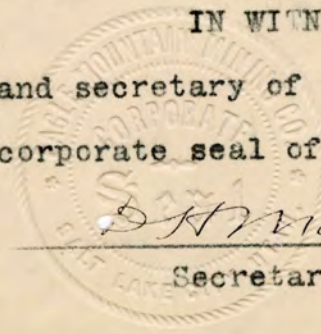
CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF THE
EAGLE MOUNTAIN MINING COMPANY.

We the undersigned, Andrew F. Gregerson, President, and David H. Morris, Secretary of the Eagle Mountain Mining Company, a corporation duly incorporated under the laws of the State of Utah, on the 25th day of September, A.D.1905, do hereby certify that on the 8th day of August, 1908, a meeting of the stockholders of said corporation was duly held, at which all of the capital stock of said corporation was represented by the stockholders in person, or by written proxies, now on file with the Secretary of said company; that at said meeting the following resolution was passed by unanimous vote of all the stockholders of said corporation.

"RESOLVED, That Article IV. of the Articles of Incorporation of the Eagle Mountain Mining Company, be and the same are hereby amended to read as follows, to-wit: 'Its office and principal place of business shall be at the City of St George, Washington County, State of Utah'".

That thereby the principal place of business of said corporation was changed from Salt Lake City, Salt Lake County, State of Utah, to the City of St George, Washington County, State of Utah.

IN WITNESS WHEREOF, we have hereunto set our hands as president and secretary of the ^{said} Eagle Mountain Mining Company, and hereunto affix the corporate seal of said company, this 8th day of August, 1908.


D. H. Morris
Secretary

A. F. Gregerson
President.

State of Utah)
)ss
County of Washington)

On this 8th day of August, 1908, personally appeared before me, Andrew F. Gregerson, and David H. Morris, who being duly sworn says, that Andrew F. Gregerson and David H. Morris, are President and Secretary, respectively of the Eagle Mountain Mining Company; that they and each of them have read the foregoing certificate of amendment, and know the contents thereof; that the statement made therein are true; that Article IV of the Articles of Incorporation of said company was amended as set forth in the foregoing certificate of amendment

My commission expires

Edw. C. Macfarlane
My Commission Expires, Notary Public.
April 8th, 1909.