

Copied April 12th, 1961, from records of the State of Utah, Division of Corporations & Commercial Code, Heber J. Wells Building, 160 East on 300 South, Salt Lake City, Utah, 84111. (801) 530-4849

--oooOooo--

Know all men by these presents, that we the undersigned, hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Utah and do hereby declare, agree to, and adopt the following Articles of Incorporation.

## **ARTICLE I. □ NAME**

The name of this corporation shall be : THE RELIEF MINE COMPANY

## **ARTICLE II. □ PLACE OF INCORPORATION**

This corporation is organized at Utah County, State of Utah.

### **ARTICLE III. ✪ INCORPORATORS**

The names and places of residence, together with the respective stock subscription, of the incorporators of this corporation, all of which are citizens of the United States, are shown at the end of these Articles, as a matter of convenience and because of the number involved.

### **ARTICLE IV. ✪ DURATION**

This corporation shall have perpetual existence, unless sooner disavowed as provided by law.

### **ARTICLE V. ✪ PURPOSES, ✪ POWERS AND OBJECTIVES OF CORPORATION**

The powers, business and pursuits of this corporation and the purposes and objectives for which it is organized are as follows:

1. To establish, maintain and conduct the business of mining, extraction, milling, concentration, refining and otherwise recovering, treating and marketing, buying, selling, processing, renting, operating, or contracting for the operation or production both at wholesale and retail any and all kinds of ferrous and non-ferrous minerals and mineral products, whether of a metallic or non-metallic nature and including all petroleum and petroleum products within the State of Utah or outside the state or outside the continental limits of the United States as permitted by law.

2. To buy, own, lease, or rent real estate, buildings, warehouses, shops, factories, plants, equipment, machinery, furniture, tools, books and all other real or personal property of whatever kind or nature; and in general, to carry on and undertake the business and do all things incident to and in connection with the herein mentioned pursuits.

3. To purchase, lease, or in any manner acquire and to own, operate or in any manner control and sell, mortgage or otherwise dispose of or encumber mills, smelters, concentrators, refineries, and any other kinds of factories, industrial plants or facilities, or mercantile establishments; also any means for the mining or extraction of, the treatment, storage, or transportation of, or the manufacture and production of, or the marketing of any and all kinds of products of any nature whatsoever, including minerals and mineral products, and including petroleum and petroleum products, also camp sites, camps, boarding-houses, homes, apartment houses and living accommodations of any kind.

To purchase, lease or in any manner acquire and to own, operate or in any manner control and sell, mortgage or otherwise dispose of or encumber any electric light plants, water power plants, irrigating canals and ditches, tramways, pipelines, ships, boats, and barges, any and all kinds of vehicles, railroads, aircraft, landing fields and other means of transportation, rights of way, and any rights or privileges which it may deem convenient to obtain for the purposes of or in connection with the business of the company.

4. To manage, develop, sell, exchange, lease, mortgage, or otherwise deal with the whole or any part of any property or otherwise legally come into its possession.

5. To warehouse, store, sell, mortgage, give away or otherwise dispose of and turn to account any assets acquired by said corporation.

6. To have the power to purchase all or part of other businesses; to own, hold, exchange, purchase or otherwise acquire and to sell, assign, transfer, mortgage, pledge, or otherwise acquire and to dispose of, shares of stock or securities, bonds, debentures, or other evidences of indebtedness created by this or other corporations, and while the owner thereof, to exercise all the rights and privileges of ownership, including the right except as to its own stock, to vote thereon, to guarantee securities in other corporations and the like, consistent with the law; to assist other corporations.

7. To conduct research laboratories and regardless of source, to acquire, use and dispose of any inventions, formulae, processes, franchises, licenses, patents, trademarks, or copyrights, or distributing agencies, or right to acquire or issue permission or license to use any of the aforesaid, which may be capable of being used for any purpose of this corporation and to exercise, develop and turn to account such inventions, formulae, patents, processes, trademarks, copyrights, or good will.

8. To do business through branch offices and subsidiaries either within the State of Utah or elsewhere including foreign countries; to conduct business any where and to maintain offices everywhere.

9. To acquire the good-will, rights, assets and property, and to undertake and assume the whole or any part of the obligations or liabilities of any person, business firm, association or corporation, not contrary to law.

10. To acquire in any manner, hold, improve, manage, operate, lease, grant, bargain, sell, assign, transfer, convey, exchange, mortgage, hypothecate, pledge, or otherwise dispose of, or encumber real or personal property of every kind whatsoever, or any right, title or interest therein whether said property be directly connected with the general purposes of this said corporation or not, including timber, agricultural crops or produce, livestock, processing and by-products plants, soil conditioners and fertilizers, chemicals and chemical plants.

11. To borrow or raise money for any of the purposes of this 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 principal and interest thereof by mortgages upon, or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation.

12. To make any and all sorts of contracts or instruments without limit as to amount with any person, firm, association, corporation, company, state, territory or government, to carry out the purposes of this corporation, the same to be executed as determined by the board of directors.

13. To issue shares of the capital stock of this corporation in payment of, or for, any debt or obligation of this corporation or for the purpose of acquiring and paying for any real or personal property for the use and benefit of this corporation.

14. Subject, however, to such further compliance to laws, regulations, issuance of permits, or franchises, and other requirements which may legally appertain thereto, to purchase, lease, or in any manner acquire and to own, operate or in any manner control and sell, mortgage or otherwise dispose of or encumber, radio broadcasting and communication facilities, telephone and telegraph service, banks and banking service, insure and issue insurance policies and insurance coverage of all kinds, culinary water systems, sewer systems, fuel and fuel line systems, means of transportation including common carrier, private or public utilities and service.

15. In the sole discretion of the board of directors, to make donations without limitations, consistent with the law for the public welfare whether charitable, scientific, religious or education purposes.

Said donations for the public welfare may be in the form of granting relief in the form of money, cre, food, commodities, or other things of value to individuals, groups, or organizations according to the sole discretion of the board of directors as to grantee, the need and the amount providing, however, the company's creditors are not jeopardized thereby.

To organized and/or support to contribute to profit or non-profit subsidiaries, institutions of learning, museums, research foundations and laboratories of all kinds.

To publish and distribute for profit or otherwise, literature, books and publication of all kinds as permitted by law.

To organize and/or support or contribute to hospitals, medical and dental facilities, veterinary facilities and services, and health services or facilities of all kinds.

16. This corporation is organized for the purpose of receiving, accepting and taking over all the assets, rights, privileges, good will and property of every kind and nature, and also assume all the obligations, liabilities, choses in action, leases and contracts of every kind and nature, and also assume all the obligations, liabilities, choses in action, leases and contracts of every kind and nature of the Koyle Mining Company, a Utah corporation.

This corporation is authorized to make a special endorsement on the outstanding stock certificates of the Koyle Mining Company whereby it accepts the corporate obligation of said certificate the same as though it had been issued by this company.

Said endorsement may be temporarily in lieu of issuing a stock certificate in exchange therefore as contemplated.

17. To carry on any business in connection with the foregoing and to do any and all of these and other acts and thing convenient, necessary, or incidental to the proper carrying out of the pursuits and business and the performance of the powers set forth in these articles, in the same manner and whether in the State of Utah or elsewhere, but always in conformity to open law; being expressly provided that the objects and purposes specified in the foregoing clauses shall be nowise limited or restricted by reference to or inference from, the terms of any other clause in these articles of incorporation, but are independent objects and purposes; and it being expressly provided that the foregoing clauses shall be construed both as objects and powers, and that the foregoing enumeration of specific rights shall not be held to limit or restrict in any manner the powers of this corporation, but are set forth as special powers and rights, and not as restrictions on the scope of authority, and said powers are to construed in connection with and in conjunction with all general powers which may now or later by granted or implied by the law and reasonably necessary for the conduct of the business of this corporation.

Any provisions of these articles of incorporation which may be adjudged to be illegal by a competent court, shall not affect the remaining provisions herein contained.

## **ARTICLE VI. □ PLACE OF BUSINESS**

This corporation shall have its initial principal place of business at Spanish Fork, Utah; but said place of business may be changed at any time and such branch places of business may be established at any other location both within and outside of the State of Utah or in any foreign country, as the board of directors may determine.



## **ARTICLE VII. □ CAPITAL STOCK**

This corporation is organized with the capital stock of One Million (1,000,000) shares at a par value of one dollar (\$1.00) per share, consisting entirely of non-assessable common stock.

## **ARTICLE VIII. □ STOCK SUBSCRIPTIONS**

The amount of the capital stock for which each incorporator of this corporation has subscribed is set forth opposite his signature on the last pages hereof as a matter of convenience.

## **ARTICLE IX. □ TRANSFER OF STOCK**

Shares of stock in the corporation, evidenced by properly executed and sealed certificates, shall be freely transferable and assignable,

a) by delivery of a certificate endorsed either in blank or to a specified person by the person appearing by the certificates to be the owner of the shares represented thereby; or

b) by delivery of the certificate and a separate document containing a written assignment of the certificate or power of attorney may be either in blank or to a specified person;

c) as provided for by statute, or operation of law, by decrees or judgment of courts of proper jurisdiction.

The secretary of the corporation shall receive the foregoing evidence of transfer, cancel the transferred certificate, register the transferee in the stock ledger and issue a new certificate to transferee in lieu of the said cancelled certificate.

## **ARTICLE X. OFFICERS AND DIRECTORS**

The members of the governing board shall be styled directors. There shall not be less than three nor more than nine in number, and the board of directors, by resolution or by law, may at any time increase the number, by any number not exceeding nine or decrease again to any number not less than three without amending these Articles of Incorporation.

Directors may appoint to fill vacancies and may appoint additional numbers to the board of directors who shall serve until the next succeeding annual election, at which time they shall be voted upon by the stockholders as a class 1, 2, or 3 director or to fill the unexpired term.

To qualify as a director a person must have registered in his name, or as a joint tenant, at the time of his election or appointment and during tenure of office, not less than 1,000 shares of stock.

All officers other than directors shall be elected for a one year term by the board of directors.

Initially the board of directors shall be grouped into three classifications, in which the:

1st class shall serve for an initial one year term

2nd class for an initial two year term

3rd class for a three year term from the date of the first annual meeting hereinafter specified.

Thereafter directors shall be elected for a three year term so as to provide that approximately only one third of the total directors shall be elected each year, and when increasing or decreasing the number of directors, this classification shall be utilized to facilitate the reduction or election of only one-third of the directors annually.

If for any reason an annual election is not held, the terms of all directors shall automatically be extended one year until the next annual meeting, thereby providing for the election of filling of the same vacancy or director whose term would have expired first.

There shall be a President, Vice-president, Secretary, Treasurer and Comptroller, as officers of this company, and such other officers as may be provided for by resolution or by-laws.

The offices of President and Vice-president must be elected from the board of directors.

The offices of Secretary, Treasurer and Comptroller shall initially be left vacant subject to being filled by appointment by the board of directors or by election at an annual stockholders meeting.

The corporation shall begin business with a board of five directors, who shall serve for an initial term set opposite their names.

The first annual election shall be held on the 2nd Monday of May, 1962.

## **BOARD OF DIRECTORS**

**ADDRESS**

**CLASS**

Quayle Dixon

140 W. Center Street

Spanish Fork, UT

3

Homer Harwood

Spanish Fork, UT

3

Horace Brough

30 West 4<sup>th</sup> Street

Bountiful, UT

2

Douglas Dixon

Payson, UT

2

A. A. Sinclair

3457 Binkley Avenue

Dallas, TX

2

The first officers of this corporation to serve until the first annual election in May, 1962, and who are to serve without bond unless otherwise provided for by resolution or by-laws by the board of directors are as follows :

**Name of Officer**

**Office**

Quayle Dixon

President

Homer Harwood

Vice-president

Douglas Dixon

Treasurer

LaVar Hooley

Secretary

Except for interim appointments, the board of directors of this corporation shall be elected by a favorable majority vote of the quorum of the issued capital stock.

The initial board of directors and officers set forth herein, shall take office upon the issuance of this Corporate Charter, and hold office for the initial term herein set forth.

Subsequent officers and directors shall hold office for the terms specified and shall take office on the first day of the next month, following their election, or as soon thereafter as they may qualify.

After the directors, constitution the board have been elected, a selection of the other officers



shall be made by a favorable majority vote of said elected directors, and each director shall be entitled to one vote on such matters.

## **ARTICLE XI. □ BOARD OF DIRECTORS, □ MEETINGS, □ QUORUM, □ REMOVAL**

Meetings of the board of directors for the transaction of corporate business may be held at any convenient place as the President may direct, or as may be provided in the by laws.

A majority of the duly qualified directors shall be necessary to conduct corporate business, except as otherwise provided.

A unanimous vote of the board of directors shall be required to remove one of their members of the board, with or without cause, excluding the vote of said member to be removed.

All of the directors shall be given a 15 days advance notice of a directors meeting called for the purpose of considering removing one of the directors.

A director may also be removed by the stockholders as hereinafter provided for.

A favorable vote of a majority of the elected directors shall be required to sell, donate, grant or give away any of the corporate assets, or funds.

The board of directors are expressly authorized to sell, mortgage or otherwise dispose of any or all corporate property without a confirming vote of a majority of the issued stock.

The board of directors shall exercise all the corporate powers set forth in these articles, and such additional powers as may be granted or implied by the law.

Without a formal directors meeting, any resolution or proposition may be reduced to writing and signed by all members of the board of directors respectively indicating their affirmative or negative vote thereon, and if a favorable majority vote is thereby registered, and when said resolution or proposition is filed with the Secretary, it shall constitute a corporate act by the board of directors to the same extent as though such resolution or proposition had been duly adopted at a regular meeting of the board of directors.

The board of directors, officers, agents and employees of the corporation may receive a compensation for services rendered together with an expense allowance incurred on behalf of the corporation, in carrying on the corporate business.

The compensation or salaries of the board of directors, other than officers of the corporation, shall be determined and fixed by a majority vote of the quorum of the issued capital stock.

All other salaries, commissions and expenses of the officers, agents and employees of the corporation shall be determined, fixed and approved by a majority vote of all of the board of directors.

## **ARTICLE XII. □ TREASURY STOCK**

The board of directors may provide by by-laws or resolution for the retirement, reissuance and sale above, at, or below par, of any of the fully paid stock of this corporation which may be acquired by it.

## **ARTICLE XIII. □ STOCK OWNERSHIP**

Except as otherwise provided by law, the corporation shall treat the person in whose name any share is registered on the corporate books as the owner thereof for all purposes, even though

said person may be designated as a trustee, agent or a fiduciary, and shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person.

In voting shares registered in the names of joint tenants, and in the absense of objection from one of the joint tenants, anyone of said joint tenants may vote all of said stock.

Although the law provides for the creation of joint tenancy with right of survivorship by a special endorsement on the certificate, the corporation shall be protected in paying any dividends to the registered owner only appearing on the stock register on the date the register is closed for the purpose stated.

Because the Koyle Mining Company is winding up is corporate affairs, and transferring all of its assets to this corporation, any bona fide owner of shares in the Koyle Mining Company, may surrender said shares to the Secretary of the Relief Mine Company for cancellation and may receive in exchange therefore a like number of shares in the Relief Mine Company.

This right to exchange shares, shall in no way imply any right to dividends, which may have been declared prior to the registering of said exchange, as only the actual registered owners of the shares in the Relief Mine company shall be entitle to dividends.

Said right to exchange shall terminate 7 years from date of issuance of this Corporate Charter.

## **ARTICLE XIV. █ STOCKHOLDERS MEETINGS**

The first annual stockholders meeting shall be held on the second Monday of May at 2 p.m., in 1962, and annually thereafter without notice being required, at the company's principle place of business.

The annual meeting may be held at such other time and place as the board of directors may provide, but in which event 15 days written notice of the change shall be mailed to each stockholder of record.

A quorum for all stockholders meetings shall be 51 percent of the issued capital stock and a favorable majority vote of the quorum shall be required to conduct the business of said meeting, except is otherwise herein provided for.

If a quorum is not present in person or by proxy, said meeting may nevertheless be adjourned until a future time, place and date be determined by said meeting, without requiring notice of said continued date.

Annual or special stockholders meetings may be held at such other time and place as the board of directors may provide and in which event, 15 days notice of the change shall be mailed to each stockholder of record, otherwise no notice of the annual meeting shall be required.

The board of directors of said corporation shall be elected by a favorable vote of the majority of the quorum of the issued capital stock.

The initial officers and directors shall hold office for the terms herein provided, and subsequent officers and directors shall take office on the first day of the next month following their election, or as soon thereafter as they may qualify.

Promptly after directors have been elected, the board of directors shall meet to elect the corporate officers for the following year.

A favorable majority vote of all of the elected directors shall be necessary to elect the said officers of the corporation, and each director shall be entitled to one vote on such matters, and if said required majority cannot be obtained, then the existing officers shall continue to serve for one more year.

Failure to hold the annual meeting of the stockholders at the time appointed therefore, shall not prevent the holding of such meeting at a subsequent time upon notice or call by a majority of the directors; or by the written request of one-third of the issued stock directed to the President of the company, after a lapse of three months from the date of the regular meeting, and by a written notice to be given by the Secretary at least 15 days prior to the date set for said meeting.

Said notice shall indicate by what authority the meeting is called, and shall be mailed to the last known address of the stockholders of record.

The failure to hold any meeting for the election of officers or directors shall not affect the tenure of officers or directors so holding office, but said directors and officers shall continue in office until their successors are duly elected and qualified as provided for in these articles.

Special stockholders' meetings may be called by the majority of the board of directors, or by the holders of one-third (1/3) of the issued stock as shown by the books of this corporation.

Every such call may be addressed to the secretary, stating the objective or the purpose for which the meeting is called; whereupon, the secretary shall file at least fifteen (15) days notice of such meeting in the manner provided in these Articles, which notice shall state the purpose of the meeting and by whom or what authority the same is called.

## **ARTICLE XV. □ INDIVIDUAL EXEMPTION**

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

The corporation shall not acknowledge for any purpose fractional shares of stock.

## **ARTICLE XVI. □ AMENDMENTS OF ARTICLES**

These Articles of Incorporation may be changed, altered, or amended at any annual meeting of the stockholders or at any special meeting called for that purpose, by a favorable vote of 51% of the stock issued, however, a 15 day notice of intention to amend the Articles in stated particulars should be given prior to said special stockholders' meeting, but not if done at annual meeting.

## **ARTICLE XVII. □ BY-LAWS**

The incorporators or the board of directors may draw up and adopt a set of by-laws by which the administrative affairs of this corporation shall be conducted in addition to the specifications set forth in these Articles.

## **ARTICLE XVIII. □ AMENDMENTS OF BY-LAWS**



## Articles of Incorporation

Sunday, 09 March 2008 11:23

---

The by-laws of this corporation may be amended and changed at any meeting of the board of directors by a favorable vote of a majority of the total number of the directors elected.

IN WITNESS WHEREOF, we the undersigned incorporators have set our hands and seals hereto and subscribed to this amount of stock set opposite our names, this 12 day of April, 1961.

*The names and addresses have been removed for privacy reasons.*