

VI-9-27
I.S.

ARTICLES OF ASSOCIATION

AND

409498A

BY-LAWS

OF THE

MC
Manhattan Silver Mining Company

OF NEVADA.

NEW YORK:

WM. C. BRYANT & CO., PRINTERS, 41 NASSAU STREET, CORNER OF LIBERTY.

1885.

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Silver - Mines and Mining
Companies

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STATE OF NEW YORK,
City and County of New York, ss.:

Be it known, That we, E. Peet, H. Augustus Taylor, and E. Reed Mc Ilvaine, of the city and State of New York, do hereby certify and declare, that we desire to form a Company, and do, by these presents, in pursuance of, and in conformity to the Act of the Legislature of the State of New York, passed on the seventeenth day of February, one thousand eight hundred and forty-eight, entitled, an "Act to authorize the formation of Corporations for Manufacturing, Mining, Mechanical or Chemical purposes," and the several Acts of the said Legislature amendatory thereof, associate ourselves together and form a body politic and corporate under the name and style of "MANHATTAN SILVER MINING COMPANY OF NEVADA," and said Company is formed for the purpose of carrying on a part of its business in a place out of the State of New York.

First.—The corporate name of said Company shall be the "MANHATTAN SILVER MINING COMPANY OF NEVADA."

Second.—The objects for which said Company is formed, are the mining, manufacturing, smelting, and reduction of silver and other ores, minerals and metals, and generally for the purpose of doing everything legitimately connected with, or which appertains to the aforesaid business.

Third.—The amount of the capital stock of said Company shall be One Million Dollars, of which the sum of One Hundred and Twenty-five Thousand Dollars, at least, is to be paid in, in gold; the residue it is proposed to issue in payment for property to be acquired by the Company.

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Fourth.—The capital stock of said Company shall be divided into Ten Thousand Shares, of One Hundred Dollars each.

Fifth.—The term of existence of said Company shall be fifty years from the date of its incorporation.

Sixth.—The number of Trustees who shall manage the concerns of said Company shall be six; and the names of those who shall manage the said concerns, for the first year, are,—Thomas Richardson, John J. Osborn, E. Peet, H. Augustus Taylor, E. Reed McIlvaine, and Charles V. Martin, all of whom are citizens of the United States, and a majority of them citizens of the State of New York.

Seventh.—The names of the town and county in this State in which the principal part of the business of said Company is to be transacted, are the city of New York, and county of New York; and some part of the business of said Company is to be carried on in the State of Nevada, out of the State of New York.

In witness whereof, we have hereunto set our hands and seals, this ninth day of February, one thousand eight hundred and sixty-five.

E. PEET. [L. s.]
H. AUGUSTUS TAYLOR. [L. s.]
E. REED McILVAINE. [L. s.]

STATE OF NEW YORK, }
City and County of New York, } ss.:

On this ninth day of February, A. D. one thousand eight hundred and sixty-five, before me personally came E. Peet, H. Augustus Taylor, and E. Reed McIlvaine, known to me to be the individuals described in and who executed the foregoing instrument of writing, who signed the same in my presence, and severally acknowledged to me that they had executed the same for the purposes therein mentioned.

CHARLES NETTLETON,
Notary Public in and for the City, County
and State of New York.

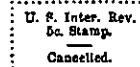
(Endorsed)—Filed Feb'y 11, 1865.

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STATE OF NEW YORK, }
City and County of New York, } ss.:

I, William C. Conner, Clerk of the said City and County, do certify, that I have compared the preceding with the original certificate of incorporation of the "Manhattan Silver Mining Company of Nevada," on file in my office, and that the same is a correct transcript therefrom, and of the whole of such original.

In witness whereof, I have hereunto subscribed my name, and affixed my official seal, this 12th day of February, 1865.

WILLIAM C. CONNER,
Clerk.



BY-LAWS

OF THE

Manhattan Silber Mining Company

OF NEVADA.

ARTICLE I.

The corporate powers of this Company shall be exercised by six Trustees, who shall manage the business and affairs of the Company.

ARTICLE II.

OFFICES OF BUSINESS.

The principal office for the transaction of the business of the Company and the general direction of its affairs, shall be located in the city of New York, and, if deemed advisable by the Board of Trustees, a branch office in the city of San Francisco, Cal., with such other office near the Company's Works as the Board of Trustees may at any time direct.

ARTICLE III.

ANNUAL MEETINGS OF STOCKHOLDERS.

The annual meeting of Stockholders shall be held at the office of the Company in the city of New York, on the first Tuesday in February in each year; public notice of such meeting to be given by the Secretary of the Company, in two of the

newspapers printed in the city of New York, at least twice in each week for two successive weeks immediately previous to the time of holding such meeting.

ARTICLE IV.

SPECIAL MEETINGS OF STOCKHOLDERS.

Special meetings of the Stockholders may be called at any time by the Board of Trustees, on giving ten days' previous notice thereof, in writing, to each Stockholder personally, or through the post office; and the Board of Trustees shall be required to call such special meetings on the written request of the owners of one-third of the capital stock of said Company, the said request to specify the object of said meeting.

Any special meeting as aforesaid may be adjourned to a future day; but no new matter, not specified in the request, shall be introduced or considered at any adjourned meeting, except by the unanimous consent of said meeting; but no such meeting of stockholders shall be valid, or competent to transact any business whatever (except to vote an adjournment), unless a majority in interest of the whole stock be present, or duly represented by proxy, at such meeting.

ARTICLE V.

ELECTION OF TRUSTEES.

The Board of Trustees (each of whom must own at least five shares of stock), shall be elected by ballot at each annual meeting of the Stockholders, between the hours of twelve M. and two P. M.; or in default thereof, at a special meeting to be called for that purpose, and in case of no election, the old Board shall hold over until their successors are elected. The election to be conducted by two inspectors, to be appointed by the Board of Trustees; but neither of such inspectors shall be a stockholder of the Company. Any Trustee may be removed from his office of Trustee for dereliction of official duty, by a vote of the Board.

ARTICLE VI.

MANNER OF VOTING.

At all meetings of the Stockholders, and at all elections held thereat, each share of stock shall be entitled to one vote, and may be voted in person or by proxy; but all proxies shall be filed with the Secretary at or previous to the time of voting; and all questions shall be decided by a majority of votes given at such meetings.

ARTICLE VII.

OFFICERS OF COMPANY.

The officers of the Company shall consist of a President, who shall be one of the Board of Trustees, a Secretary, and Treasurer. They shall be elected by the Board of Trustees within ten days after each election, and shall hold office until the next regular election, or until their successors are elected.

ARTICLE VIII.

APPOINTMENT OF AGENTS.

The Board of Trustees may, from time to time, appoint such agents and servants as in their judgment the interests and business of the Company may require; fix the compensation of all officers, agents, and servants, and define their duties.

ARTICLE IX.

VACANCIES IN THE BOARD.

In the absence of the President, the Board of Trustees may appoint a President *pro tem*. In the event of death or resignation of a Trustee, the Trustee or Trustees resident in the city of New York, at the time of such death or resignation, shall have power to appoint a Stockholder to fill the vacancy until the next general election.

ARTICLE X.

REPORTS OF TRUSTEES.

The Board of Trustees shall make a report at every annual meeting of the Stockholders, showing the situation of the property and financial affairs of the Company; such reports to be signed by the Treasurer and President.

ARTICLE XI.

DIVIDENDS.

The Board of Trustees shall declare dividends from the net earnings or profits of the Company, when and as often as in their judgment the condition and interests of the Company will admit. The transfer books to be closed at least three days previous to the date of payment—the dividend to be paid to the Stockholders standing on record at the closing of said books.

ARTICLE XII.

MEETINGS OF THE BOARD.

All meetings of the Board of Trustees shall be held at the office of the Company in the city of New York, and as often as may be necessary, upon the call of any one or more of the Trustees, and due notice thereof given by the Secretary or Treasurer to all the members residing in or near said city; and at all such meetings of the Board of Trustees, three of the members shall form a quorum for the transaction of business.

ARTICLE XIII.

DUTIES OF THE PRESIDENT.

It shall be the duty of the President, or President *pro tem.* to preside at all meetings, both of the Stockholders and Board of Trustees; to sign all certificates of stock, bonds, deeds, debentures or contracts, made or entered into, by or on behalf of the Corporation, unless in special cases otherwise ordered by the Board of Trustees; and, in general, to perform all the acts usually incidental to such corporate office, and required by the provisions of the Corporation act.

ARTICLE XIV.

DUTIES OF THE TREASURER.

The Treasurer shall have the custody of all the funds of the Company, until the same shall be divided or appropriated by the Board of Trustees. He shall make his deposits in such bank, or other place of security, as the Trustees shall appoint, and his bank account shall be kept in the name of the Company, and all checks to draw the same shall be signed by the President and Treasurer. He shall sign receipts and acknowledgments for all moneys and other property of the Corporation which may come into his hands, and disburse and appropriate the same only under the direction, and with the sanction of the Board of Trustees. He shall also render a full and particular statement of his cash account, accompanied with vouchers, at every annual meeting of the Company, showing the condition of its financial affairs; and a similar account at any regular meeting of the Stockholders, when required by a vote thereof so to do.

ARTICLE XV.

DUTIES OF THE SECRETARY.

The Secretary shall duly notify all meetings of the Stockholders and Board of Trustees, and shall record the proceedings of the same in a book to be kept for that purpose. He shall always prepare and keep proper books of account for the business of the Company; a stock ledger, transfer book, and such other books and papers as the Trustees may prescribe; and shall conduct the correspondence of the Company under the instructions of the Trustees; all of which said books, papers, and correspondence shall be kept in the office of the Company, and considered in his possession and under his charge, but open to the inspection of the Trustees at all reasonable times, and to the Stockholders at any of their special or regular meetings. He shall countersign and register all certificates of stock, and other documents requiring the signature of the President; and, generally, shall perform such services and duties as usually appertain to his office in a corporate body, and are required by the provi-

sions of the Corporation act. The offices of Treasurer and Secretary may be held by the same person.

ARTICLE XVI.

CERTIFICATES OF STOCK.

The certificates of stock shall be numbered and registered in the book from which they are taken as they are issued; they shall exhibit the holder's name and the number of shares, and shall be signed by the President and countersigned by the Secretary. Instalment certificates shall be issued in same manner to the subscribers to the stock, showing the amount paid in on such stock as may be called for from time to time by the Board of Trustees; such certificates to be surrendered when the stock is paid in full, and stock certificates issued therefor.

ARTICLE XVII.

TRANSFERS OF STOCK.

Transfers of Stock shall be made on the books of the Company, in the presence of the Secretary, or other authorized officer or agent of the Company, either by the holder in person, or by attorney, only on surrender of the certificate.

ARTICLE XVIII.

ORDER OF PROCEEDINGS.

The order of proceedings at all meetings of the Board shall be:

- 1st.—READING OF THE MINUTES.
- 2d.—REPORTS OF AGENTS, OFFICERS, AND COMMITTEES.
- 3d.—MISCELLANEOUS BUSINESS.

ARTICLE XIX.

AMENDMENT OF BY-LAWS.

These By-Laws may be altered or amended by the votes of a majority of the members of the Board, after the proposed alterations or amendments shall have been submitted at a previous meeting of the Board: