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[illegible]

[illegible]

[illegible]

CERTIFICATE OF INCORPORATION

OF

ANACONDA LEAD PRODUCTS COMPANY.

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FIRST. The name of this corporation is

ANACONDA LEAD PRODUCTS COMPANY

SECOND. Its principal office in the State of Delaware is located at No. 7 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is the CORPORATION TRUST COMPANY OF AMERICA, No. 7 West Tenth Street, Wilmington, Delaware.

[illegible]D. The nature of the business, or objects or [illegible]posed to be transacted, promoted or carried [illegible]uire by purchase, lease or otherwise, and to own, sell, lease, mortgage, convey, develop, improve and operate mines; to own, acquire, construct, enlarge, improve, operate and carry on works for smelting, parting, refining or working any base or precious metals, or the products thereof, and factories for the manufacture of metals and metal products and especially white lead, red lead and lead in any and all commercial and medicinal forms and qualities, and for the manufacture of pyroligneous acid, acetate of lime and charcoal by the process of destructive distillation, carbon dioxide, magnesia and the products thereof, together with factories or works for the purpose of producing, refining or manufacturing linseed and castor oils and vegetable, mineral or other oils and the products thereof, and compositions, articles and apparatus from and in connection therewith, and to manufacture the products of said mines and said substances; and generally to carry on such manufacturing or other business as may be necessary or convenient for the business and operations of the company, or any part thereof; to buy, sell, trade and deal in the products of said mines, factories, works [redacted] in their crude form, or in any state or [redacted]tion or manufacture, as well as the prop[redacted]ves, including base and precious metals, lead, white lead, red lead and oils of every kind and quality, and in any form or condition, and such other substances, products and materials as are commonly or conveniently used, manufactured, bought or sold in connection with said business or businesses, or any part or parts thereof, or as are necessary or convenient in and about or connected directly or indirectly with the transaction of the business of the said company.

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 guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership.

To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment [redacted] and provided further that shares of its [redacted] belonging to it shall not be voted [redacted] indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

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 Delaware upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly pro- [redacted] foregoing enumeration of specific powers [redacted] ld to limit or restrict in any manner the [redacted] corporation.

__FOURTH__. The total authorised capital stock of this corporation is one million dollars ($1,000,000), divided into ten thousand (10,000) shares of the par value of one hundred dollars ($100) each, all of which shall be common stock.

FIFTH. The amount of capital stock with which this corporation will commence business is one thousand Dollars ($1,000).

SIXTH. The names and places of residence of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

NAME	RESIDENCE	NO. OF SHARES
Telesphore L. Croteau	Wilmington, Del.	six
P. B. Drew	Wilmington, Del.	two
H. E. Knox	Wilmington, Del.	two

SEVENTH. This corporation is to have perpetual existence.

EIGHTH. The private property of the stockholders [illegible]bject to the payment of corporate debts [illegible]hatever.

[illegible]. In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the by-laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock ledger), or any of them, shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors:

If the by-laws so provide, to designate two or more of its number to constitute an executive committee, [redacted]e shall for the time being, as provided [redacted]tion or in by-laws of this corporation, [redacted]ise any or all of the powers of the board [redacted]in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of at least a majority of the holders of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation including its good will and its corporate franchises, upon such terms and conditions as its board of directors 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 statute.

[redacted]tockholders and directors shall have pow-
[redacted] so provide, to hold their meetings,
[redacted]or more offices within or without the
State of Delaware, and to keep the books of this corporation (subject to the provisions of the statutes) outside of the State of Delaware at such places as may be from time to time designated by the board of di-

rectors.

TENTH. This corporation reserves the right to amend, alter, change, or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the General corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware, and the acts amendatory thereof and supplemental thereto, do make and file this certificate, hereby declaring and certifying that the facts herein stated are true, and [redacted]ree to take the number of shares of [redacted] set forth, and accordingly have here- [redacted] and seals this 30th day of June, 1919.

In presence of

Herbert E. Latter	T. L. Croteau	L.S.
	P. B. Drew	L.S.
	H. E. Kner	L.S.

STATE OF DELAWARE
COUNTY OF NEW CASTLE } SS.

BE IT REMEMBERED that on this 30th day of June, 1919, personally came before me Herbert E. Latter, a Notary Public for the State of Delaware, Telesphore L. Croteau, P. B. Drew and H. E. Knox, parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Herbert E. Latter
Notary Public

[redacted] """""""""""""""
[redacted] Latter "
[redacted]blic "
[redacted]b. 25,1919. "
[redacted] Delaware "
[redacted]o Years. "
""""""""""""""""""""""""""""""""""""""

STATE OF DELAWARE

Office of Secretary of State

I, EVERETT C. JOHNSON, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Incorporation of the "ANACONDA LEAD PRODUCTS COMPANY", as received and filed in this office the first day of July, A. D. 1919, at 9 o'clock A. M.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Dover, this first day of July, in the year of our Lord one thousand nine hundred and nineteen.

Everett C. Johnson,

Secretary of State.

""""""""""""""""""""""""""""""""
" Secretary's Office "
" 1911 "
" 1855 Delaware 1793 "
""""""""""""""""""""""""""""""""

Received for Record

July 1st, A. D. 1919

F. G. Cole, Recorder.

STATE OF DELAWARE :
: SS.
NEW CASTLE COUNTY :

Recorded in the Recorder's Office at Wilmington, in Certificate of Incorporation Record , Vol. Page the first day of July, A. D. 1919.

Witness my hand and official seal.

F. G. Cole,

Recorder.

""""""""""""""""""""""""""
" Recorders "
" New Castle Co. Del. "
" Mercy - Justice. "
""""""""""""""""""""""""""

ANACONDA LEAD PRODUCTS COMPANY

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B Y - L A W S

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ARTICLE I.

OFFICES.

Sec. 1. The principal office shall be in the City of Wilmington, County of New Castle, State of Delaware, and the name of the agent in charge thereof shall be the CORPORATION TRUST COMPANY OF AMERICA.

Sec. 2. The corporation shall also have an office in the City of New York, N. Y. and may have offices at such other place or places as may, from time to time, be found desirable.

ARTICLE II.

SEAL.

[illegible] 1. The corporate seal shall have inserted thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Delaware".

ARTICLE III .

STOCKHOLDERS' MEETINGS.

Sec. 1. All meetings of the stockholders shall be held at the office of the corporation in the City of New York, N. Y.

Sec. 2. The annual meeting of the stockholders, after the year 1919, shall be held on the second Tuesday of May in each year, if not a legal holiday, and if a legal holiday, then on the day following, at eleven o'clock, A. M., for the election of directors and inspectors of election, and the transaction of such other business as may come before the meeting.

Sec. 3. The holders of a majority of the stock issued and outstanding, present in person, or represented by proxy shall be requisite and shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by law, by the certificate of incorporation or by these by-laws. If, however, such majority shall not be present or represent at any meeting of the stockholders, the stockholders present, in person or by proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite amount of stock shall be present. At such adjourned meeting, at which the requisite amount of stock shall be represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Sec. 4. At each meeting of the stockholders, every stockholder shall be entitled to vote, in person, or by proxy, and shall have one vote for each share of stock registered in his name, at the time of the closing of the transfer books for said meeting. No share of stock shall be voted on at any election which has been transferred on the books of the corporation within twenty days next preceding such election. The vote for directors, and upon the demand of any stockholder the vote upon any [illegible] fore the meeting shall be by ballot. All elec-[illegible] be held, and all questions decided by a [illegible] te.

Sec. 5. Written notice of the annual meeting shall be mailed to each stockholder, at such address as appears on the stock book of the corporation, at least ten and not more than twenty days prior to the meeting.

Sec. 6. Special meetings of the stockholders, for any purpose other than such as may be regulated by statute, may be called by the president, and shall be called by the president or secretary, at the request in writing by stockholders owning a majority in amount of the entire capital stock of the corporation issued and outstanding. Such request shall state the purpose or purposes of the proposed meeting.

Sec. 7. Written notice of a special meeting of stockholders, stating the time and place and object thereof, shall be mailed, postage prepaid, at least three and not more than twenty days before such meeting, to each stockholder, at such address as appears on the books of the corporation.

ARTICLE IV.

DIRECTORS.

Sec. 1. The property and business of the corporation shall be managed by its board of directors, five in number, none of whom need be stockholders. They shall be elected by the stockholders, at the annual meeting of stockholders of the corporation; and each director shall be elected to serve for the term of one year and until his successor shall be elected and shall qualify.

Sec. 2. The directors may hold meetings and have one or more offices, and keep the books of the corporation, except the original or duplicate stock ledger, outside of Delaware, at the office of the corporation in the City of New York, N. Y., or at such other places as they may from time to time determine.

Sec. 3. The directors shall determine, from time to time, whether, and, if allowed, when and under what conditions and regulations the accounts and books of the corporation (except such as may by statute be specifically open to inspection) or any of them, shall [redacted] the inspection of the stockholders; and the [redacted]s' rights in this respect are and shall be [redacted] and limited accordingly.

Sec. 4. In addition to the powers and authorities by these by-laws expressly conferred upon them, the board may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these by-laws directed or required to be exercised or done by the stockholders.

Sec. 5. When any vacancy occurs among the directors, the remaining members of the board may elect a director or directors to fill such vacancy.

Sec. 6. As soon as practicable after the annual meeting of stockholders, there shall be a meeting of the board of directors, to elect officers for the ensuing year.

Sec. 7. Regular meetings of the board may be held without notice at such time and place as shall from time to time be determined by the board.

Sec. 8. Special meetings of the board may be [redacted] time by the president, on reasonable notice [redacted]r, either personally or by mail or by [redacted]ecial meetings shall be called by the president or secretary in like manner and on like notice on the written request of two directors.

ARTICLE V.

OFFICERS.

Sec. 1. The officers of the corporation shall be a president, vice-president, secretary and treasurer. Any two of the aforesaid offices, except those of president and vice-president, may be filled by the same person.

Sec. 2. The board of directors, at its first meeting after each annual meeting of stockholders, shall elect by ballot a president and vice-president from their own number; and the board shall also annually choose a secretary and a treasurer, who need not be members of the board.

Sec. 3. The board may appoint such other officers and agents as it shall deem necessary, who shall have such authority and shall perform such duties as from time [illegible]e prescribed by the board.

[illegible] 4. The salaries of all officers and agents [illegible]ion shall be fixed by the board of directors.

Sec. 5. The officers of the corporation shall hold office for one year and until their successors are chosen and qualified. Any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the whole board of directors.

Sec. 6. The president shall preside at all the meetings of the stockholders and the board of directors, sign all stock certificates and shall, in general, have the powers and perform the duties usually pertaining to the president of a corporation.

Sec. 7. The vice-president shall, in the absence of or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall, from time to time, be imposed upon him by the board.

[illegible] 8. The secretary shall keep the minutes [illegible] of the stockholders, board of directors [illegible] direction of the president or board of directors, perform all duties usually pertaining to the office of secretary.

Sec. 9. The treasurer shall have the custody of the corporate funds, securities and things in action and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation, in such depositories as may be designated by the board of directors. He shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the board, or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the corporation. He shall sign certificates of stock and keep the stock ledger and stock certificate book.

[redacted]. 10. If the office of any director or of [redacted], vise-president, secretary or treasurer [redacted]cer or agent, one or more, becomes vacant by [redacted] death, resignation, retirement, disqualification, removal from office, or otherwise, the directors then in office, although less than a quorum, by a majority vote, may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

Sec. 11. In case of the absence of any officer of the corporation, or for any other reason that the board may deem sufficient, the board may delegate the powers or duties of such officer to any other officer, or to any director, for the time being, provided a majority of the entire board concur therein.

ARTICLE VI.

STOCK CERTIFICATES AND TRANSFERS OF STOCK.

Sec. 1. The certificates of stock of the corporation shall be numbered and shall be entered in the books of the corporation 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 [redacted]d shall bear the corporate seal.

[redacted]. Transfers of stock shall be made on [redacted]e corporation only by the person named in the certificate, or by attorney, lawfully constituted in writing, and upon surrender of such certificate.

Sec. 3. The board of directors may close the transfer books in their discretion for a period not exceeding thirty days preceding any meeting, annual or special, of the stockholders, or the day appointed for the payment of a dividend.

Sec. 4. Any person claiming a certificate of stock to be lost or destroyed shall make an affidavit or affirmation of that fact and advertise the same in such manner as the board of directors may require, and shall give the corporation a bond of indemnity, in form and with one or more sureties satisfactory to the board, in at least double the par value of the stock represented by said certificate, whereupon a new certificate may be issued of the same tenor and for the same number of shares as the one alleged to be lost or destroyed, but always subject to the approval of the board of directors.

ARTICLE VII.

NOTICES

[redacted] Whenever, under the provisions of these by-laws, notice is required to be given to any director, officer or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by depositing the same in a post-office or letter-box, in a postpaid sealed envelope, addressed to such stockholder, officer or director, at such address as appears on the books of the corporation, or, in default of other address to such director, officer or stockholder at the General Post Office in the City of Wilmington, Delaware; and such notice shall be deemed to be given at the time when the same shall be thus mailed.

Sec. 2. Any stockholder, director, or officer may waive any notice required to be given under these by-laws.

ARTICLE VIII.

AMENDMENTS

Sec. 1. These by-laws may be altered or amended [redacted] of the stockholders or of the directors.

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ANACONDA LEAD PRODUCTS COMPANY

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C O R P O R A T E   R E C O R D S

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REGISTERED
WITH
CORPORATION TRUST COMPANY OF AMERICA
WILMINGTON, DELAWARE

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ANACONDA LEAD PRODUCTS COMPANY

MINUTES OF MEETING OF INCORPORATORS

July 1st, 1919.

A meeting of the Incorporators and Subscribers to the stock of ANACONDA LEAD PRODUCTS COMPANY, was held on July 1st, 1919, at 1 P. M., at No. 7 West Tenth Street, Wilmington, Delaware, pursuant to a written waiver of notice.

PRESENT:

Messrs. Telesphore L. Croteau
P. B. Drew
H. E. Knox

being all the Incorporators.

T. L. Croteau was chosen Chairman of the Meeting and thereupon took the chair.

P. B. Drew was appointed Secretary of the Meeting.

The Secretary presented the waiver of notice of meeting signed by all the Incorporators. Such waiver is as follows:

ANACONDA LEAD PRODUCTS COMPANY

WAIVER OF NOTICE OF MEETING OF INCORPORATORS

WE, THE UNDERSIGNED, being all the Incorporators and Subscribers named in the certificate of incorporation of ANACONDA LEAD PRODUCTS COMPANY, do hereby waive notice of the time, place and purposes of holding the first meeting of said Corporation, and we hereby consent that the same be held at No. 7 West Tenth Street, Wilmington, Delaware, on July 1st, 1919, at 1 o'clock, P. M.

Telesphore L. Croteau

P. B. Drew

H. E. Knox

Wilmington, Del., July 1st, 1919.

The chairman reported that the certificate of incorporation of this corporation was filed and recorded in the office of the Secretary of State of Delaware, on the 1st day of July, 1919, and that a certified copy thereof was recorded on the 1st day of July, 1919, in the office of the Recorder of Deeds of New Castle County, Delaware; and the secretary was instructed to cause a copy of such certificate of incorporation to be inserted in the minute book.

The secretary presented a form of by-laws far the regulation of the affairs of the corporation, which were read, section by section.

Upon motion, duly seconded, it was unanimously

> RESOLVED, that the by-laws submitted at and read to this meeting be, and the same hereby are, adopted as and for the by-laws of this corporation, [illegible]hat the secretary be, and he here[illegible], instructed to cause the same to [illegible]serted in the minute book immediately following copy of the certificate of incorporation.

The chairman stated that the next business before the meeting was the election of a board of directors.

S. E. Dill and A. L. Bowe were appointed inspectors of election and were duly sworn to the faithful performance of their duties. Messrs. C. F. Kelley, Elmer A. Sperry, Edward G. Sperry, B. B. Thayer and William Wraith, were then nominated for directors of the corporation, to hold office until their respective successors are elected and qualified. No other nominations having been made, the polls were duly opened, and all the stockholders having voted by ballot, the chairman declared the polls closed. Thereupon the inspectors canvassed the vote cast and made and presented their certificate, showing that the gentlemen named had been unanimously elected directors of the corporation.

The chairman thereupon declared Messrs. C. F. Kelley, Elmer A. Sperry, Edward G. Sperry, B. B. Thayer and William Wraith, duly elected directors of the corporation, to serve until their respective successors [redacted] qualified. The oath and certificate [redacted] rs of election were ordered filed with [redacted] this meeting.

ANACONDA LEAD PRODUCTS COMPANY

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INSPECTORS ' OATH

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STATE OF DELAWARE,)
) SS.
COUNTY OF NEW CASTLE,)

S. E. Dill and A. M. Bowe being sworn upon their respective oaths do severally promise and swear that they will faithfully, honestly and impartially perform the duties of inspectors of election, at the election of directors of ANACONDA LEAD PRODUCTS COMPANY, to be held this day, and will to the best of their skill and ability conduct said election, and a true report make of the same.

S. E. Dill

A. M. Bowe

Subscribed and sworn to
[illegible] st
[illegible] 19.

[illegible] E. Latter
Notary Public.

Notarial Seal.

N 3875.03

ISR000284

ANACONDA LEAD PRODUCTS COMPANY

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INSPECTORS' CERTIFICATE.

---ooOoo---

WE, THE SUBSCRIBERS, INSPECTORS OF ELECTION, appointed to act at the meeting of the incorporators and subscribers to the stock of ANACONDA LEAD PRODUCTS COMPANY, held this 1st day of July, 1919, do report that, having taken an oath impartially to conduct the election for directors, we did receive the votes of the incorporators and subscribers by ballot.

We report that 10 votes were cast for the election of directors and that the following persons received the number of votes set opposite their respective names, to wit:

FOR DIRECTORS.	NUMBER OF VOTES
C. F. Kelley	10
Elmer A. Sperry	10
Edward G. Sperry	10
B. B. Thayer	10
[redacted]	10

Respectfully submitted,

S. E. Dill

A. M. Bowe

Inspectors.

N 3875.04

Upon motion, duly seconded, it was unanimously

RESOLVED that the board of directors be and they hereby are authorized, in their discretion, to issue the capital stock of this corporation to the full amount or number of shares authorized by the certificate of incorporation, in such amounts and for such considerations as from time to time shall be determined by the board and as may be permitted by law.

Upon motion, duly seconded, the meeting thereupon adjourned.

P. B. Drew,

Secretary of the meeting.

[redacted]

ANACONDA LEAD PRODUCTS COMPANY

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TRANSFER OF SUBSCRIPTION.

---ooOoo---

KNOW ALL MEN BY THESE PRESENTS, That I, Telesphore L. Croteau, in consideration of one dollar, lawful money of the United States, and other good and valuable consideration, to me paid before the ensealing and delivery of these presents, the receipt whereof is hereby acknowledged, have sold, assigned, transferred and set over, and by these presents do sell, assign, transfer and set over unto Anaconda Copper Mining, Company, six shares of the capital stock of ANACONDA LEAD PRODUCTS COMPANY, a corporation organized under the laws of the state of Delaware, subscribed for by me as an incorporator of said corporation, and I do hereby request and direct the said corporation to issue the certificate for said six shares to and in name or to such other person as may name.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of July, 1919.

Telesphore L. Croteau (SEAL)

Sealed and delivered
in the presence of:

[redacted]w.

N 3875.05

ANACONDA LEAD PRODUCTS COMPANY

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TRANSFER OF SUBSCRIPTION.

---ooOoo---

KNOW ALL MEN BY THESE PRESENTS, That I, P. B. Drew, in consideration of one dollar, lawful money of the United States, and other good and valuable consideration, to me paid before the ensealing and delivery of these presents, the receipt whereof is hereby acknowledged, have sold, assigned, transferred and set over, and by these presents do sell, assign, transfer and set over unto Anaconda Copper Mining Company two shares of the capital stock of ANACONDA LEAD PRODUCTS COMPANY, a corporation organized under the laws of the state of Delaware, subscribed for by me as an incorporator of said corporation, and I do hereby request and direct the said corporation to issue the certificate for said two shares to and in name or to such other person as may name.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of July, 1919.

P. B. Drew (SEAL)

Sealed and delivered
in the presence of:

[redacted]oteau.

ANACONDA LEAD PRODUCTS COMPANY

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TRANSFER OF SUBSCRIPTION.

---ooOoo---

KNOW ALL MEN BY THESE PRESENTS, That I, H. E. Knox, in consideration of one dollar, lawful money of the United States, and other good and valuable consideration, to me paid before the ensealing and delivery of these presents, the receipt whereof is hereby acknowledged, have sold, assigned, transferred and set over, and by these presents do sell, assign, transfer and set over unto Anaconda Copper Mining Company, two shares of the capital stock of ANACONDA LEAD PRODUCTS COMPANY, a corporation organized under the laws of the state of Delaware, subscribed for by me as an incorporator of said corporation, and I do hereby request and direct the said corporation to issue the certificate for said two shares to and in name or to such other person as may name.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of July, 1919.

H. E. Knox (SEAL)

Sealed and delivered
in the presence of:

[illegible] Drew.

ANACONDA LEAD PRODUCTS COMPANY

MINUTES OF THE FIRST MEETING OF THE BOARD OF DIRECTORS

The first meeting of the Board of Directors of the Anaconda Lead Products Company was held, pursuant to waiver, at No. 42 Broadway, Borough of Manhattan, City, County and State of New York, on the 3rd day of July, 1919, at 10:30 o'clock, A. M.

P R E S E N T :

Messrs. Elmer A. Sperry;
Edward G. Sperry;
B. B. Thayer;
William Wraith.

being a majority of the Directors.

Mr. Wraith was chosen temporary Chairman, and Mr. Hennessy was chosen temporary Secretary of the meeting.

The Secretary presented the following waiver of notice of the meeting, signed by all the Directors:

"ANACONDA LEAD PRODUCTS COMPANY

Waiver of Notice
First Meeting of Board of Directors.

"WE, the undersigned, being all the Directors of ANACONDA LEAD PRODUCTS COMPANY, do hereby waive notice of the time, place and purposes of the First Meeting of the Board of Directors of the Corporation, and consent that the said meeting be held on July 3, 1919, at 10:30 o'clock, A.M., at No. 42 Broadway, Borough of Manhattan, City, County and State of New York.

New York, July 3, 1919.

C. F. Kelley
B. B. Thayer
Wm. Wraith
Elmer A. Sperry
Edward G. Sperry."

The minutes of the first meeting of the Corporation, held on July 1, 1919, were then read.

On motion, it was unanimously

RESOLVED, that the By-Laws which were adopted at the first meeting of the Corporation be in all respects ratified, approved and adopted.

On motion, Mr. William Wraith was unanimously elected President of the Corporation; and he thereupon took the Chair.

On motion, Mr. Elmer A. Sperry was unanimously elected Vice-President of the Corporation.

On motion, Mr. D. B. Hennessy was unanimously elected Secretary of the Corporation; and he thereupon took the following oath of office and entered upon the discharge of his duties:

"ANACONDA LEAD PRODUCTS COMPANY

SECRETARY'S OATH

State of New York,
County of New York.

I, David B. Hennessy, do solemnly swear that I will faithfully perform the duties of Secretary of the Anaconda Lead Products Company, a corporation of the State of Delaware, according to the best of my ability.

Sworn to before me this 3rd day of July, 1919. David B. Hennessy"

Notarial seal.
M. E. Bryans
Notary Public (No. 277) in and for the County of New York.
My Commission expires March 30, 1921.

On motion, Mr. D. B. Hennessy was unanimously elected Treasurer of the Corporation.

On motion, it was

RESOLVED, that the Treasurer of the Corporation be bonded for the faithful performance of his duties in the sum of Five thousand dollars ($5,000) in the American Surety Company.

A proposed seal of the Corporation was then presented and on motion, it was unanimously

RESOLVED, that the seal now presented be and it hereby is adopted as the seal of this Corporation, and that an impression thereof be made on the minutes upon or opposite this Resolution.

The following proposed form of stock certificate was then presented:

[redacted]

On motion, it was unanimously

RESOLVED, that the form of stock certificate now presented be approved and adopted.

On motion, it was unanimously

RESOLVED, that Mechanics & Metals National Bank, New York, be designated as the depositary of the funds of the Corporation, and that the Treasurer be authorized to open an account with the said Bank, and that the Treasurer of the Corporation be authorized to sign any and all checks against any funds at any time standing to the credit of the Corporation with the said Bank, and that the said Bank be authorized to honor any and all checks signed by the Treasurer of this Corporation.

The following letter from the Anaconda Copper Mining Company was then read:

"Anaconda Copper Mining Company
42 Broadway,
New York, July 3rd, 1919

To the Board of Directors of the

Anaconda Lead Products Company:

[illegible]his Company on June 18, 1919, entered into [illegible] with Elmer A. Sperry, of Brooklyn, N.Y., [illegible]sition of patent rights in certain inven[illegible]cations for which patents had been filed in [illegible]tates Patent Office, as follows:

1. "Method of Producing Lead Salts", Ralph M. Harrington, Inventor, Serial No. 193,415, filed in the United States Patent Office, Washington, D. C. September 27, 1917, and assigned to

Elmer A. Sperry by assignment on record in said Patent Office.

2. "Osmotic Diaphragms", Elmer A. Sperry, inventor, Serial No. 268,319, filed in the United States Patent Office, Washington, D. C., December 26, 1918.

3. "Method and Apparatus for Separating Foreign substances from Lead Masses", Elmer A. Sperry inventor, Serial No. 275,634, filed in the United States Patent Office, Washington, D. C., February 7, 1919.

A copy of the Agreement is submitted to you herewith. Your Company was formed as the Operating Company mentioned in that Agreement; and, in accordance with its terms, we hereby offer to cause to be assigned and transferred to you the full and exclusive right to the said inventions and patent rights, as fully set forth and described in the above identified applications for Letters Patent, subject to the reservations and conditions expressed in the said Agreement, in consideration of your issuing to this Company $100,000., par value, of the full paid up capital stock of your Company, and of your agreeing to pay to this Company the sum of $50,000., with interest at 6% per annum from this date, payable in the instalments and upon the terms specified in Article III, Section 3, of the said Agreement, and to comply with all the other terms and conditions to be performed by the Operating Company under the said Agreement.

If you will accept this offer, this Company will also subscribe and pay for in cash, at par, when and as requested by you, $500,000., par value of the stock of your Company, and will agree with you tocomply with all the terms and conditions hereafter to be performed by this Company under the said Agreement.

ANACONDA COPPER MINING COMPANY
By
A. H. MELIN,
Its Secretary and Treasurer."

After full discussion, it was unanimously

RESOLVED:

I. That the offer contained in the foregoing letter be in all respects approved and accepted.

II. That in the opinion of this Board, the inventions and patent rights described in the said letter are reasonably worth the sum of One hundred fifty thousand dollars ($150,000) and are necessary for the business of this Corporation.

III. That, upon the transfer and assignment to this Corporation of the said inventions and patent rights, the proper officers of this Corporation be authorized to issue to the Anaconda Copper Mining Company One hundred thousand Dollars ($100,000), par value, of the full paid capital stock of this Corporation and to agree in writing to pay the sum of Fifty thousand Dollars ($50,000) in the instalments and on the terms provided in the Agreement referred to in the said letter and to comply with all the other terms thereof.

The Secretary presented assignments from Messrs. T. L. Croteau, P. B. Drew and H. E. Knox of their respective subscriptions [illegible] shares of stock of this Corporation, described in the Certificate of Incorporation, to the Anaconda Copper Mining Company; and, upon motion, it was unanimously

RESOLVED, that the assignments and transfers of the subscriptions of Messrs. T. L. Croteau, P. B. Drew and

H. E. Knox to the Anaconda Copper Mining Company be accepted and that ten (10) shares of the one thousand shares to be issued to the Anaconda Copper Mining Company for the patent rights described in the preceding resolution be issued in full satisfaction of the said subscriptions and the transfer of the said rights be accepted in full payment thereof.

On motion, it was unanimously

RESOLVED, that the proper officers of this Corporation be authorized to issue, from time to time, the whole or any part of Five hundred thousand dollars ($500,000), aggregate par value, of the remaining capital stock of this Corporation, for cash, at par, to the Anaconda Copper Mining Company, at such times and in such amounts as the President of this Corporation, in his discretion, may deem advisable.

On motion, it was unanimously

RESOLVED, that the principal office of this Corporation in the State of Delaware shall be located at No. 7 West 10th Street, in the City of Wilmington, County of New Castle, and that the Corporation Trust Company of America be appointed its resident agent in charge thereof.

On motion, it was unanimously

RESOLVED that this Corporation establish an office at No. 42 Broadway, in the Borough of Manhattan, City, County and State of New York, and that the President of this Corporation be authorized to make such arrangements and enter into such leases and agreements as he may see fit for establishing such an office.

On motion, it was unanimously

RESOLVED, that the proper officers of this Corporation be authorized and directed, on behalf of the Corporation and under its corporate seal, or otherwise, to make and file any and all certificates, statements or designations required by law to be filed in any State or country in which the officers of the Corporation shall deem it necessary or expedient to file the same, in order to authorize the Corporation to transact business in such State or country.

On motion, it was unanimously

RESOLVED, that the President be authorized to expend an amount not exceeding Two hundred thousand dollars ($200,000), in constructing and equipping a plant and facilities for commencing the manufacture of white lead by this Corporation at East Chicago, Indiana.

[redacted]tion, the meeting adjourned.

Secretary