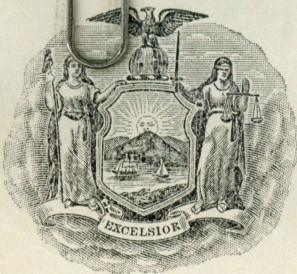


ELK HORN MINING CORPORATION.

STATEMENT FOR PERMISSION TO DO
BUSINESS IN NEW YORK.

Dated, October 23, 1913

Filed Oct 28 1913



STATE OF NEW YORK

OFFICE OF THE

SECRETARY OF STATE

It is hereby Certified, That

Elk Horn Mining Corporation

which appears from the papers filed in this office on the *twenty-eighth*
day of *October*, 191*3*, to be a foreign stock corporation

organized and existing under the laws of the State of

Virginia, has complied with all the requirements of law to

authorize it to do business in this State, and that the business of such

corporation to be carried on in this State is such as may be lawfully

carried on by a corporation incorporated under the laws of this State

for such or similar business.

Witness my hand and the seal of office of the

Secretary of State, at the City of Albany,

this *28th* day of *October*, 1913.

Carl Vogel
Deputy Secretary of State.

(Copy)

Pursuant to the provisions of Section 16 of the General Corporation Law of the State of New York and Section 432 of the Code of Civil Procedure of said State, ELK HORN MINING CORPORATION, a stock corporation organized and existing under and by virtue of the laws of the State of Virginia, does hereby make a statement and designation, under its corporate seal, to be filed with the annexed sworn copy of its Certificate of Incorporation, as follows, to wit:

FIRST: That the business or objects of said corporation, which it is engaged in carrying on or which it proposes to carry on within the State of New York, are as follows:

To buy, ship, sell and deal in coal and the products thereof; to manufacture and sell coke and the products thereof; to purchase, own, acquire, sell and deal in timber and the products thereof; to operate or drill for, accumulate, store, sell or distribute petroleum oil and natural gas and the products thereof.

To purchase, acquire, hold and dispose of the stocks, bonds and other evidences of indebtedness of any corporation, domestic or foreign, and to issue in exchange therefor its stocks, bonds and other obligations, and while the holder thereof exercise all the rights and privileges of ownership, including the right to vote thereon and to guarantee the payment of such bonds and other obligations.

To manufacture, lease, buy, sell, or otherwise dispose of, use, hold and otherwise deal in any and all such property, real and personal, as may be necessary or con-

venient in the conduct of the Company's business, to the extent that such powers and purposes are conferred by the laws of the State of New York upon similar corporations formed under the provisions of the Business Corporations Law of said State.

SECOND: That the place within the State of New York which is to be its principal place of business is No. 14 Wall Street, Borough of Manhattan, City, County and State of New York.

THIRD: That said corporation hereby designates John F. Caulfield as the person upon whom a summons may be served within the State of New York, or any other process or other paper whereby a special proceeding is commenced in a court or before an officer, except a proceeding to punish for contempt, and except where a special provision for the service thereof is otherwise made by law.

FOURTH: That said John F. Caulfield so designated has an office or place of business at No. 14 Wall Street in the Borough of Manhattan, City, County and State of New York, the place where said corporation is to have its place of business within the State of New York.

FIFTH: That the written consent of said John F. Caulfield to said designation, duly signed and acknowledged, is hereto annexed.

SIXTH: That a sworn copy of the certificate of incorporation is hereto annexed.

IN WITNESS WHEREOF, ELK HORN MINING CORPORATION, the corporation hereinbefore mentioned and described, has

caused these presents to be executed by its President and
has caused its corporate seal to be hereto affixed and at-
tested by its ^{Asst.} Secretary this ^{23rd} day of October,
1913.

ELK HORN MINING CORPORATION,

(Sgd) By C. W. Watson
President.

ATTEST:

(Sgd) J. Caulfield
Asst. Secretary.

Henry B. J. Craig

NOTARY PUBLIC, No. 625-508 NEW YORK COUNTY,
NEW YORK COUNTY REGISTER'S OFFICE No. 1913

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK.)

On this 23rd day of October, One Thousand
nine hundred and thirteen, before me personally came
CLARENCE W. WATSON, the President of ELK HORN MINING CORPORA-
TION, to me known, who, being by me duly sworn, did depose
and say that he resides in *Fairmont, West Virginia* ;
that he is the President of ELK HORN MINING CORPORATION, the
corporation described in and which executed the foregoing
instrument; that he knows the seal of said corporation;
that the seal affixed to said instrument is such corporate
seal; that it was so affixed by order of the Board of Di-
rectors of said corporation and that he executed said instru-
ment as President of said corporation by like authority.

Henry B. G. Craig

NOTARY PUBLIC, No. 629 FOR NEW YORK COUNTY,
NEW YORK COUNTY REGISTER'S OFFICE No. 5076

CONTRACT OF THE STATE OF NEW YORK)
) SS:
STATE OF NEW YORK)

I, JOHN F. CAULFIELD, the person designated in the foregoing instrument as the person upon whom a summons or any process, as therein mentioned, against ELK HORN MINING CORPORATION may be served within the State of New York, DO HEREBY CONSENT to the said designation.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 23rd day of October, 1913.

(Sgd) John F. Caulfield.

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK.)

On this 23rd day of October, One thousand nine hundred and thirteen, before me personally came JOHN F. CAULFIELD, to me known and known to me to be the person described in and who signed the foregoing consent, and he acknowledged to me that he signed and executed the same.

(Sgd) Henry B. G. Craig.

NOTARY PUBLIC, No. 629 FOR NEW YORK COUNTY,
NEW YORK COUNTY REGISTER'S OFFICE No. 5076

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CERTIFICATE OF INCORPORATION

-of-

ELK HORN MINING CORPORATION.

This is to certify that we do hereby associate ourselves to establish a corporation under and by virtue of the provisions of an Act of the General Assembly of the State of Virginia, entitled "An Act Concerning Corporations", which became a law on the 21st day of May, 1903, and Acts amendatory thereof, for the purposes and under the corporate name hereinafter mentioned, and to that end we do by this our Certificate, set forth as follows:

I.

The name of the Corporation shall be-

ELK HORN MINING CORPORATION.

II.

The principal office of this Corporation in the State of Virginia shall be located at Richmond.

III.

The objects and purposes for which this Corporation is formed are as follows:

To purchase, own, hold, lease and otherwise acquire real estate, coal and other mineral lands, timber lands and oil and gas lands, and to sell, lease or otherwise dispose of the same, in the States of Kentucky, Virginia and West Virginia, in accordance with the laws thereof; to open and operate mines; to mine, ship and sell coal and other minerals and products thereof; to manufacture and sell coke and products thereof; to purchase, own, acquire, sell and deal in timber; and to manufacture, purchase, own, sell and deal in

the products thereof; to operate or drill for, accumulate, store, sell or distribute petroleum oil and natural gas; to own, construct, lease or operate railroads and tramroads in connection with the business aforesaid, but not for public service, and transport the products aforesaid and other articles of traffic to market; to own, construct, lease or operate pipe lines for conveying, transporting and delivering oil or gas, and to own, construct, lease and operate telephone and telegraph line or lines for use in connection with the general business purposes of the Corporation, but not for public service; to carry on in connection with the business above contemplated a store or stores; and conduct in connection therewith a general merchandise business by wholesale or retail; to purchase, acquire, hold and dispose of the stocks, bonds and other evidences of indebtedness of any corporation, domestic or foreign, and to issue in exchange therefor its stocks, bonds and other obligations, and while holder thereof to exercise all the rights and privileges of ownership, including the right to vote thereon and guarantee the payment of such bonds and other obligations; to lease, buy, sell, use and hold all such property, real and personal, as may be necessary or convenient in the conduct of the Corporation's business, and to do all things other and else incident to any of said operations or businesses or permitted to such corporations by the laws of Virginia.

The foregoing clauses shall be construed both as objects and powers; it being hereby expressly provided that the foregoing enumeration of specific powers shall not be

held to limit or restrict in any manner the powers of this corporation.

IV.

The amount of real estate which said corporation may own, acquire, lease, control or operate in the State of Virginia or elsewhere, in accordance with the foregoing objects, shall not at any time exceed in the aggregate 200,000 acres; but it may own, acquire, lease, control and operate as aforesaid said aggregate number of acres.

V.

The amount of the total authorized minimum capital stock of said Corporation shall be Two Thousand, seven hundred (\$2,700.00) dollars, and the amount of the total authorized maximum capital stock of said Corporation shall be Six Million, Seven Hundred and Fifty Thousand (\$6,750,000) Dollars.

The said authorized capital stock shall be divided into two classes- common and preferred, each of the par value of one hundred (\$100) dollars per share. Of the authorized minimum capital stock, one thousand, five hundred (\$1,500.00) dollars shall be common, and one thousand two hundred (\$1,200.00) dollars shall be preferred; of the authorized maximum capital stock, three million, seven hundred and fifty thousand (\$3,750,000.00) dollars shall be common, and three million (\$3,000,000.00) dollars preferred.

The holders of the preferred stock shall be entitled to receive, and the Corporation shall be obligated to pay, but only out of the surplus profits, earnings or assets of the

corporation, dividends at the rate of 6% per annum and no more, payable semi-annually in each year before any dividend shall be paid upon, or set apart for, the common stock. The dividends on the preferred stock shall be cumulative from and after August 1, 1915. In no event shall any dividend whatsoever be paid or declared on the common stock until the full current annual dividend on the preferred stock, as well as all accumulated and defaulted dividends thereon shall have been paid or set apart. Subject to the foregoing provisions and not otherwise, such dividends as may be determined by the Board of Directors may be declared and paid on the common stock from time to time out of the surplus profits, earnings or assets of the corporation. The Board of Directors shall have power from time to time to fix and determine, and to vary the amount of the working capital of the corporation, and to direct and determine the use and disposition of any surplus profits of the corporation over and above the capital stock paid in. Upon any dissolution or liquidation of the corporation, or upon any distribution of capital, or in the event of the insolvency of the corporation, there shall be paid to the holders of the preferred stock one hundred (\$100.00) dollars per share and the amount of all unpaid accrued dividends thereon, before any sum shall be paid to, or any assets distributed among, the holders of the common stock, and after such payments to the holders of preferred stock, all remaining assets and funds of the corporation shall be paid to the holders of the common stock according to their respective shares. The holders of shares of preferred stock shall have the same voting rights

as the holders of shares of common stock. The whole of the preferred stock, or any part thereof, may be redeemed at any time after three years from the issuing thereof, at the option of the Board of Directors upon sixty days previous notice to writing to the holders of record of such stock, given in such manner as may be prescribed by the By-laws, by paying therefor in cash the par value of said preferred stock and all unpaid accrued dividends thereon at the date fixed for such redemption, as also the dividends payable at the next succeeding dividend period. If at any time less than the whole of the preferred stock then issued and outstanding shall be called for redemption, only such proportion of the said stock held by each preferred stockholder shall be redeemed as the total amount of stock then called for redemption shall bear to the total amount of preferred stock of the corporation then outstanding, except that wherever such proportion results in fractional part of a share then the proportion of such preferred stockholder shall be increased or decreased so as to result in the nearest whole number of shares so to be redeemed. As such stock is so redeemed each certificate therefor shall be cancelled.

VI.

This corporation is to expire in one hundred years from date of the Certificate of Incorporation.

VII.

The names, residences, and post office address of the officers and directors who shall manage this Corporation for the first year unless sooner changed by the stockholders, are as follows:

John F. Hager President Ashland, Kentucky
Ernest B. Flippen Secretary Richmond, Va.
H.H. Chalkley Treasurer Richmond, Va.
Directors.

John F. Hager Ashland, Kentucky
Ernest B. Flippen Richmond, Va.
H.H. Chalkley Richmond, Va.

The Board of directors shall consist of not less than three nor more than fifteen persons, as may from time to time be fixed by resolution of the stockholders, or bylaws, whose term of office shall continue for one year and until the election and qualification of their respective successors, unless sooner removed as may be authorized by law.

The directors of the corporation may designate from their number an Executive Committee, which shall, for the time being, in the intervals between the meetings of the directors, to the extent provided by the by-laws, exercise the powers of the Board of Directors so far as they may lawfully do so, in the management of the affairs and business of the corporation.

No contract or other transaction between the corporation and any other corporation shall, in the absence of fraud, be affected by the fact that the directors of this corporation are interested in or are directors or officers of such other corporation, and any director, individually, may be a party to, or may be interested in, any contract or transaction of this corporation with any person or persons, and no contract or transaction of this corporation with any person, firm or association, shall, in the absence of fraud,

be affected by the fact that any director or directors of this corporation is a party to, or interested in, such contract or transaction, or in any way connected with such person or persons, firm or association, provided that the interest in any such contract or other transaction of any such director shall be fully disclosed, and that such contract or other transaction shall be authorized or ratified by the vote of a sufficient number of the directors of the corporation not so interested; and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself, or any firm, association or corporation in which he may be in any wise interested.

This corporation, if so authorized by the Board of Directors, may purchase or otherwise acquire or guarantee or become surety with respect to the stocks, bonds or other securities of other companies or corporations.

The Board of Directors, by the affirmative vote of a majority of the entire Board, may adopt, alter, amend, or repeal By-Laws or any By-Laws, subject to the right of the stockholders to alter or repeal the same as provided by law.

The President of this corporation shall be a director, and if the By-laws so provide, shall be elected by the Board of Directors.

In all elections of directors by the stockholders, each stockholder shall be entitled to as many votes as shall equal the number of his shares of stock multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them

among the number to be voted for, or any two or more of them,
as he may see fit.

Given under our hands this 16th day of July, 1913.

H.H. CHALKLEY

ERNEST B. FLIPPEN

JOHN F. HAGER

STATE OF VIRGINIA
CITY OF RICHMOND, To wit:

I, O. RAYMOND BROWN, a notary public in and for the
city and state aforesaid, do hereby certify that H.H.
Chalkley, Ernest B. Flippen and John F. Hager, whose names
are signed to the foregoing writing, bearing date the 16th
day of July, 1913, have acknowledged the same before me in my
city aforesaid.

Given under my hand this 16th day of July, 1913.

My Commission expires November 18th, 1913.

O. RAYMOND BROWN,
Notary Public.

VIRGINIA:

IN THE CHANCERY COURT OF THE CITY OF RICHMOND:

The foregoing certificate of incorporation of Elk
Horn Mining Corporation was presented to me, William A.
Moncure, Judge of the Said Court of the City of Richmond, in
term, and having been examined by me, I now certify that the
said Certificate of Incorporation is, in my opinion, signed
and acknowledged in accordance with the requirements of an
Act of the General Assembly of Virginia, entitled "An Act
Concerning Corporations" which became a law on the 21st
day of May, 1903.

Given under my hand this 16th day of July, 1913.

WILLIAM A. MONCURE,
Judge

STATE OF *New York*)
COUNTY OF *New York*) SS:

J. F. Caulfield , being duly sworn, deposes
and says that he is the ^{asst} Secretary of ELK HORN MINING CORPORA-
TION, a corporation organized under the laws of the State of
Virginia; that the foregoing is a true copy of the Certifi-
cate of Incorporation of said corporation and of the whole
thereof.

Sworn to before me this *22nd*)
day of *October* , 1913.)

(*Sgd*) *John F. Caulfield*

Henry B. J. Craig

NOTARY PUBLIC, No. 629 FOR NEW YORK COUNTY,
NEW YORK COUNTY REGISTER'S OFFICE No. 5076