

# The State of West Virginia



CERTIFIED COPY OF

## **CERTIFICATE OF INCORPORATION** **OF**

ELK HORN COAL CORPORATION.

ORIGINAL DATED

Nov. 18, 1915.

# STATE OF WEST VIRGINIA



## Certificate of Incorporation

I, STUART F. REED, Secretary of State of the State of West Virginia, do hereby certify that an Agreement duly acknowledged and accompanied by the proper affidavits, has been this day delivered to me, which agreement is in the words and figures following:

I. The undersigned agree to become a corporation by the name of ELK HORN COAL CORPORATION.

II. The principal place of business of said corporation shall be located at No. 14 Wall Street, Borough of Manhattan, in the City of New York, in the County of New York, and State of New York. Its chief works shall be located in the State of Kentucky.

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, and to transport the products aforesaid and other articles of traffic to market; to own, construct, lease or operate pipe lines for conveying, transporting or delivering oil or gas; to own, construct, lease and operate telephone and telegraph line or lines for use in connection with the general business purposes of the corporation; 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, mortgage, use, hold and deal in 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 the said operations or businesses or permitted to such corporations by the laws of West Virginia.

It is not desired to hold more real estate in the State of West Virginia than Sixteen thousand (16,000) acres; but nothing herein contained is intended to limit the amount of real estate which may be held by the Company outside of the State.

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 the total authorized Capital Stock of said corporation shall be Twenty-eight million six hundred thousand dollars (\$28,600,000.), which shall be divided into Five hundred and seventy-two thousand (572,000) shares of the par value of Fifty dollars (\$50.) each; of which authorized Capital Stock the amount of Five hundred dollars (\$500.) has been subscribed, and the amount of Five hundred dollars (\$500.) has been paid.

The said total authorized Capital shall be divided into two classes, One hundred and thirty-two thousand (132,000) shares of the par value of Fifty dollars (\$50.) each shall be Six per Cent. Non-Cumulative Preferred Stock, and the remaining Four hundred and forty thousand (440,000) shares of the par value of Fifty dollars (\$50.) each shall be Common Stock.

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 of the corporation, dividends at the rate of six per cent. per annum, and no more, payable semi-annually or quarterly in each year before any dividend shall be paid upon or set apart for the Common Stock for such year. The dividends on such Preferred Stock shall not be cumulative, that is, any deficiency from the full rate of six per cent. in any one year shall not be made up in any future year. The remainder of the surplus applicable to the payment of dividends shall be distributed as dividends to the holders of the Common Stock as and when the Board of Directors shall determine, except that the holders of the Preferred Stock shall share equally with the Common Stock in all dividends paid for any year after the Common Stock has received dividends at the rate of six per cent. per annum for such year, so that

out of all dividends in excess of six per cent. on the Preferred Stock and six per cent. on the Common Stock paid for any year, dividends declared and paid for such year shall be at the same rate upon the Preferred Stock as upon the Common Stock.

The Board of Directors shall have power from time to time to fix, determine and to vary the amount of 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 Fifty-six and one-quarter dollars (\$56.25) per share 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 Common Stock, but in case at any time or from time to time any default shall have been made and shall have continued for the period of one year in the payment of dividends at the full rate of six per cent. per annum on the Preferred Stock, the holders of Preferred Stock at their option shall have the sole voting right in the election of Directors at the next annual meeting thereafter. The whole of the Preferred Stock, or any part thereof, may be redeemed at any time at the option of the Board of Directors, upon sixty days previous notice in 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 sum of Fifty-six and one-quarter

( $\$56.25$ ) for each share of such Preferred Stock of the par value of Fifty Dollars ( $\$50$ ) per share. 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 said Preferred Stock held by each Preferred Stock holder 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 whenever such proportion results in a fractional part of a share, then the proportion of such Preferred Stock holder 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.

V. The names and post-office addresses of the Incorporators and the number of shares of stock subscribed for by each, are as follows:

Name	Address	Number of Shares of Common Stock.	Total Number of Shares.
Alfred Dryer,	10 West 61st Street, New York City.	Two (2)	Two (2)
Nicholas F. Lenssen,	Englewood, New Jersey	Two (2)	Two (2)
Edward C. Kerr,	15 West 83rd Street, New York City	Two (2)	Two (2)
Louis F. Schwartz, Jr.	149 Centre Ave., New Rochelle, N. Y.	Two (2)	Two (2)
Frank C. Titus, Jr.	2168 Seventh Ave., New York City	Two (2)	Two (2)

VI. This corporation is to expire in Fifty (50) years from the date of this Certificate of Incorporation.

VII. The Directors of the corporation may designate from

5. Louis F. Schwartz, Jr.
- Frank C. Titus, Jr.

their number an Executive Committee which shall for the time being in the interval 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, and no contract or transaction of this corporation with any person or persons, firm or association, shall in the absence of fraud be affected by the fact that any Director 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 his contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

GIVEN under our hands, this 17th day of November, Nineteen hundred and fifteen.

Alfred Dryer

Nicholas F. Lenssen

Edward C. Kerr

Louis F. Schwartz, Jr.

Frank C. Titus, Jr.

F. REED.

Secretary of State

STATE OF WEST VIRGINIA

CERTIFICATE

I, George W. Shroy, Secretary of State of the State of West Virginia, hereby certify that

a certificate of re-organization of

ALL WEST COAL CORPORATION duly and

known and in proper form, has

*Wherefore* The corporators named in the said Agreement and who have signed the same, and their successors and assigns, are hereby declared to be from this date until the EIGHTEENTH day of NOVEMBER Nineteen Hundred and SIXTY-FIVE a Corporation by the name and for the purposes set forth in said agreement



Given under my hand and the Great Seal of the said State, at the City of Charleston, this EIGHTEENTH day of NOVEMBER, NINETEEN Hundred and FIFTEEN.

STUART F. REED.

Secretary of State.



STATE OF WEST VIRGINIA

CERTIFICATE OF REORGANIZATION CERTIFICATE ELK HORN COAL CORPORATION,  
A CORPORATION, PURSUANT TO AN ACT OF THE LEGISLATURE OF WEST  
VIRGINIA, APPROVED MARCH 13, 1920.

I, George W. Sharp, Secretary of State of the State of and  
West Virginia, hereby certify that

(1) The name under which the corporation was originally  
organized, which is the present corporate title thereof, is ELK  
HORN COAL CORPORATION.

(2) The law under which the corporation was organized is  
Chapter 54 of the Code of West Virginia as amended by the laws of  
1901 Chapter a certificate of re-organization of

(3) THE ELK HORN COAL CORPORATION duly ac- Incorporation was  
issued by the knowledge and in proper form, has, 1915.

(4) This day been filed in my said office, its Certificate  
of Incorporat which agreement is as follows: must has not been changed.

(5) The number of shares into which the capital stock has  
been divided, is 572,000 shares; the shares are classified; that of  
number and par value of the shares included in each class are 22, par  
132,000 shares of the par value of \$50, each of 6% non-cumulative  
preferred stock and 440,000 shares of the par value of \$50, each  
of common stock. The preferences or distinctive features of the  
shares of each class are:

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 of the corporation, dividends at the rate of six  
per cent. per annum, and no more, payable semi-annually or quarterly  
in each year before any dividend shall be paid upon or set apart  
for the common stock for such year. The dividends on such preferred  
stock shall not be cumulative, that is, any deficiency from the  
full rate of six per cent. in any one year shall not be made up in any  
future year. The remainder of the surplus applicable to the payment  
of dividends shall be distributed as dividends to the holders of the  
common stock as and when the Board of Directors shall determine.

CERTIFICATE OF REORGANIZATION OF ELK HORN COAL CORPORATION,  
A CORPORATION, PURSUANT TO AN ACT OF THE LEGISLATURE OF WEST  
VIRGINIA, APPROVED MARCH 13, 1920.

ELK HORN COAL CORPORATION hereby makes this certificate and  
states:

(1) The name under which the corporation was originally  
organized, which is the present corporate title thereof, is ELK  
HORN COAL CORPORATION.

(2) The law under which the corporation was organized is  
Chapter 54 of the Code of West Virginia as amended by the laws of  
1901 Chapter 35.

(3) The date on which its Certificate of Incorporation was  
issued by the Secretary of State is November, 18, 1915.

(4) The amount of capital stock authorized by its Certificate  
of Incorporation, is \$28,600,000., which amount has not been changed.

(5) The number of shares into which the capital stock has  
been divided, is 572,000 shares; the shares are classified; the  
number and par value of the shares included in each class are: 132,000  
shares of the par value of \$50. each of 6% non-cumulative  
preferred stock and 440,000 shares of the par value of \$50. each  
of common stock. The preferences or distinctive features of the  
shares of each class are:

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 of the corporation, dividends at the rate of six  
per cent. per annum, and no more, payable semi-annually or quarterly  
in each year before any dividend shall be paid upon or set apart  
for the common stock for such year. The dividends on such preferred  
stock shall not be cumulative, that is, any deficiency from the  
full rate of six per cent. in any one year shall not be made up in any  
future year. The remainder of the surplus applicable to the payment  
of dividends shall be distributed as dividends to the holders of the  
common stock as and when the Board of Directors shall determine,

except that the holders of the preferred stock shall share such equally with the common stock in all dividends paid for any year after the common stock has received dividends at the rate of six per cent. per annum for such year, so that out of all dividends in excess of six per cent. on the preferred stock and six per cent. on the common stock paid for any year, dividends declared and paid for such year shall be at the same rate upon the preferred stock as upon the common stock.

The Board of Directors shall have power from time to time to fix, determine and to vary the amount of 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 Fifty-six and one-quarter dollars (\$56.25) per share 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 common stock, but in case at any time or from time to time any default shall have been made and shall have continued for the period of one year in the payment of dividends at the full rate of six per cent. per annum on the preferred stock, the holders of preferred stock at their option shall have the sole voting right in the election of Directors at the next annual meeting thereafter. The whole of the preferred stock, or any part thereof, may be redeemed at any time at the option of the Board of Directors, upon sixty days previous notice

in 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 sum of Fifty-six and one-quarter dollars (\$56.25) for each share of such preferred stock of the par value of Fifty Dollars (\$50.) per share. 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 said preferred stock held by each preferred stock holder 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 whenever such proportion results in a fractional part of a share, then the proportion of such preferred stock holder 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.

(6) The number of shares of each class issued and outstanding is:

Preferred stock,	132,000.
Common stock,	240,000.

(7) The number of shares that may henceforth be issued by the corporation is 572,000, which is equal to the number of shares into which the capital stock was previously divided. All of the matters and things required to be stated in an original certificate of incorporation by Section Six of Chapter 54 of the West Virginia Code are:

The undersigned agree to become a corporation by the name of Elk Horn Coal Corporation.

The principal place of business of said Corporation shall be located at 67 Wall Street, Borough of Manhattan, in the City of New York, in the County of New York and State of New York. Its chief works shall be located in the State of Kentucky.

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

The number of shares of the capital stock hav-  
To purchase, own, hold, lease and otherwise The  
acquire real estate, coal and other mineral lands, value  
timber lands and oil and gas lands; and to sell, stock  
lease or otherwise dispose of the same in the differ-  
States of Kentucky, Virginia and West Virginia tions  
in accordance with the laws thereof; to open  
and operate mines; to mine, ship, and sell coal  
and other minerals and products thereof; to man-  
ufacture and sell coke and products thereof; to be an-  
purchase, own, acquire, sell and deal in timber; obligated  
and to manufacture, purchase, own, sell and deal  
in the products thereof; to operate or drill for, The cor-  
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, and to transport the prod-  
ucts aforesaid and other articles of traffic to six per  
market; to own, construct, lease or operate pipe any future  
lines for conveying, transporting or delivering ble to the pay-  
oil or gas; to own, construct, lease and operate dividends to  
telephone and telegraph line or lines for use in the Board of  
connection with the general business purposes of iders of  
the corporation; to carry on, in connection with the common  
the business above contemplated, a store or stores the com-  
and conduct in connection therewith a general mer- three  
chandise business, by wholesale or retail; to pur- what out  
chase, acquire, hold and dispose of the stocks, on the pre-  
bonds and other evidences of indebtedness of any he common  
corporation, domestic or foreign, and to issue in a paid  
exchange therefor its stocks, bonds and other obli- upon  
gations 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, a time  
buy, sell, mortgage, use, hold and deal in all count of  
such property, real and personal, as may be neces- rest and  
sary or convenient in the conduct of the corpora- profits  
tion's business, and to do all things other and stock paid  
else incident to any of the said operations or the corpora-  
businesses or permitted to such corporations by tion of capital, or in the  
the laws of West Virginia. bution of capital, or in the

It is not desired to hold more real estate in  
the State of West Virginia than Sixteen thousand  
(16,000) acres; but nothing herein contained is  
intended to limit the amount of real estate which  
may be held by the Company outside of the State.

The foregoing clauses shall be construed both  
as objects and powers; it being hereby expressly  
provided that the foregoing enumeration of speci- shall  
fic powers shall not be held to limit or restrict common  
in any manner the powers of this corporation. to this

The amount of the total authorized capital  
stock of said corporation having a par value  
shall be \$6,600,000., which shall be divided  
into 132,000 shares of the par value of \$50. each,  
of which said authorized capital the amount of  
\$6,600,000. has been subscribed and the amount  
of \$6,600,000. has been paid. The action of the Board of  
Directors, upon sixty days previous notice in writing  
to the holders of recd. 5. of such stock, given in such

The number of shares of the capital stock having no par value shall be 440,000. shares. The corporation shall have two classes of stock; 132,000 shares of preferred stock of the par value of \$50. each and 440,000. shares of common stock having no par value. A description of the different kinds or classes and the terms and conditions upon which each is to be issued are:

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 of the corporation, dividends at the rate of six per cent. per annum, and no more, payable semi-annually or quarterly in each year before any dividend shall be paid upon or set apart for the common stock for such year. The dividends on such preferred stock shall not be cumulative, that is, any deficiency from the full rate of six per cent. in any one year shall not be made up in any future year. The remainder of the surplus applicable to the payment of dividends shall be distributed as dividends to the holders of the common stock as and when the Board of Directors shall determine, except that the holders of the preferred stock shall share equally with the common stock in all dividends paid for any year after the common stock has received dividends at the rate of three dollars per share per annum for such year, so that out of all dividends in excess of six per cent. on the preferred stock and three dollars per share on the common stock paid for any year, dividends declared and paid for such year shall be at the same rate in dollars upon the preferred stock as upon the common stock.

The Board of Directors shall have power from time to time to fix, determine and to vary the amount of 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 Fifty-six and one quarter dollars (\$56.25) per share 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 common stock, but in case at any time or from time to time any default shall have been made and shall have continued for the period of one year in the payment of dividends at the full rate of six per cent. per annum on the preferred stock, the holders of preferred stock at their option shall have the sole voting right in the election of Directors at the next annual meeting thereafter. The whole of the preferred stock, or any part thereof, may be redeemed at any time at the option of the Board of Directors, upon sixty days previous notice in 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 sum of Fifty-six and one-quarter dollars (\$56.25) for each share of such preferred stock of the par value of Fifty dollars (\$50.) per share. 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 said preferred 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 whenever such proportion results in a 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.

This corporation is to expire on the 18th day of November, 1965.

The Directors of the corporation may designate from their number an Executive Committee which shall for the time being in the interval 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, and no contract or transaction of this corporation with any person or persons, firm or association, shall in the absence of fraud be affected by the fact that any Director 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 his contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any-wise interested.

(8) The terms upon which the new shares of the re-organized corporation shall be issued in place of any or all of the outstanding shares of stock are:

No new shares are to be issued for the outstanding preferred stock of the corporation which is unchanged by the reorganization and the rights of such preferred stock are unchanged, - there being however a different method of stating such rights with respect to the right of the preferred stock to share with the common stock in dividends in any year after the common stock has received certain dividends, such rights are now stated to accrue after the common stock has received \$3. per share per annum instead of 6 per cent. per share per annum as stated in the original certificate of incorporation, and the dividends thereafter accruing are now stated to be payable at the same rate in dollars upon the preferred stock as upon the common stock, instead of stating merely that they are at the same rate, as expressed in the original certificate of incorporation; there being by the said modifications no change in substance of such rights but merely one in method of expression made necessary by reason of the change of common stock from \$50. par value to no par value.

240,000 new shares of common stock, having no par value, of the reorganized corporation are to be issued share for share in place of 240,000 shares of common stock being all of the outstanding shares of the common stock of the corporation of the par value of \$50. each. The outstanding certificates for said 240,000 shares of common stock having a par value of \$50. each are to be exchanged share for share for certificates for 240,000 shares having no par value.

The terms and conditions of such exchange are that the Stockholders are required, on or after December 1, 1925, on which date said change in certificates shall be put into effect, to surrender their certificates for common stock having a par value and receive in exchange therefor certificates for the same number of shares



having no par value.

(9) The time when the corporation is to expire shall be November 18, 1965. I do declare that the said corporation

(10) The Board of Directors are hereby authorized to issue and sell the authorized shares of stock of the reorganized corporation having no par value from time to time, for such consideration as shall be fixed by the Board of Directors.

IN WITNESS WHEREOF, We, the President and Treasurer of Elk Horn Coal Corporation have signed and acknowledged this certificate this 24th day of October 1925. at the City of Charleston,

ELK HORN COAL CORPORATION  
By G. W. Fleming  
President

(SEAL) J. F. Caulfield  
Treasurer. W. SHARP, Secretary of State.

WHEREFORE, I do declare that the said corporation shall be hereafter, until the 18th day of November, 1965, a corporation existing under the laws of this State for the purposes herein set forth, unless sooner dissolved by law.

Given under my hand and the Great Seal of the said State, at the City of Charleston,

this TWENTY-NINTH day of OCTOBER, 1925.

GEORGE W. SHARP,  
Secretary of State.

(G.S.)

*of the State of West Virginia, the Secretary of State, who, under the constitution and laws of said State, is authorized to issue certificates of incorporation of all companies incorporated under the laws thereof, and being the officer authorized to issue certificates certifying changes in and amendments to such certificates of incorporation, and being the officer who is the keeper of all the records and papers relating to the creation of such incorporated companies and of changes in and amendments to such certificates of incorporation, including the powers of such companies, and being the officer who is the keeper of the reports of such incorporated companies, and being the officer authorized to authenticate exemplifications of the same, do hereby certify that the foregoing and annexed instrument is an exemplified copy carefully compared by me with the original record now in my official custody as said Sec*

United States of America  
STATE OF WEST VIRGINIA.

OFFICE OF SECRETARY OF STATE,

*I, George W. Sharp, Secretary of State of the State of West Virginia, being the officer who, under the constitution and laws of said State, is authorized to issue certificates of incorporation of all companies incorporated under the laws thereof, and being the officer authorized to issue certificates certifying changes in and amendments to such certificates of incorporation, and being the officer who is the keeper of all the records and papers relating to the creation of such incorporated companies, and of changes in and amendments to said certificates of incorporation, including the powers of attorney of such incorporated companies, appointing a resident agent or attorney in said State, and of the reports of such incorporated companies, and being the officer authorized to authenticate exemplifications of the same, do hereby certify that the foregoing and annexed instrument is an exemplified copy carefully compared by me with the original record now in my official custody as said Sec-*

retary of State, and found to be a true and correct  
copy of the **CERTIFICATE OF INCORPORATION** of

ELK HORN COAL CORPORATION,

dated November 18, 1915, with all amendments and additions thereto,

~~dated the~~ ~~day of~~ , and recorded  
in the records of Corporations of my said office; and  
that said exemplification is in due form and made by  
me as the proper officer, and is entitled to have full faith  
and credit given it in every court and office within the  
United States.



In Testimony whereof I have hereunto  
attached my official signature and the  
Great Seal of the State of West Virginia,  
at the Capitol in the City of Charleston,  
this 9th day of April, 1929.

*George D. Shoup*  
Secretary of State.

