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MINUTES OF FIRST MEETING OF BOARD OF DIRECTORS

OF

NEVADA SCHEELITE CORP.

The first meeting of the Board of Directors of NEVADA SCHEELITE CORP. was held on the 30th day of November, 1954, at the hour of 10 o'clock A. M. at Room 204, 150 North Center Street, Reno, Washoe County, Nevada.

Said meeting was called pursuant to the following Waiver of Notice signed by all the Directors, fixing said time and place, as follows:

WAIVER OF NOTICE

"We, the undersigned, being all the Directors named in the Articles of Incorporation of Nevada Scheelite Corp., a Nevada corporation, duly formed by the filing of said Articles of Incorporation in the Office of the Nevada Secretary of State on September 30, 1954, and desiring to hold the first meeting of the Board of Directors of said corporation for the purpose of completing the organization of its affairs, do hereby waive notice of said meeting, and consent to the holding thereof at Room 204, 150 North Center Street, Reno, Nevada, on the 30th day of November, 1954, at 10 o'clock A. M. for the purpose of adopting by-laws, electing officers, adopting a form of corporate seal and share certificate, and transacting such other business as may be brought before said meeting; and do further agree that any business transacted at said meeting shall be as valid and legal and of the same force and effect as though said meeting were held after notice duly given.

"WITNESS our signatures this 30th day of November, 1954.

LOUIS V. SKINNER

NANCY J. MITCHELL

L. WRIGHT

All the Directors named in the Articles of Incorporation,

LOUIS V. SKINNER
NANCY J. MITCHELL
L. WRIGHT

were personally present.

On motion, and by unanimous vote, LOUIS V. SKINNER was elected Temporary Chairman, and NANCY J. MITCHELL was elected Temporary Secretary of the Meeting.

The Chairman stated that the original Articles of Incorporation of the corporation had been filed in the office of the Nevada Secretary of State on September 30, 1954, and that a copy thereof, certified by said Secretary of State, would be filed in the Office of the County Clerk of Mineral County, being the County in which the corporation is to have its principal office. He presented to the Meeting a certified copy of said Articles of Incorporation showing filing, as stated, and the Secretary was directed to insert said certified copy in the Book of Minutes of the corporation.

The matter of the adoption of by-laws for the regulation of the corporation was next considered. The Secretary presented to the Meeting a form of by-laws which were duly considered and discussed. On motion duly made, seconded and unanimously carried, the following resolutions were adopted:

WHEREAS, the shareholders of this corporation have not as yet adopted any by-laws for the regulation of its affairs; and

WHEREAS, there has been presented to this meeting a form of by-laws for the regulation of the affairs of this corporation; and

WHEREAS, it is deemed to the best interests of this corporation and its shareholders that said by-laws be adopted by this Board of Directors as and for the by-laws of this corporation.

NOW, THEREFORE, BE IT RESOLVED: That the by-laws presented to this meeting and discussed hereat be, and the same hereby are, adopted as and for the by-laws of this corporation.

RESOLVED FURTHER: That the Secretary of this corporation be, and he hereby is, authorized and directed to execute a certificate of the adoption of said by-laws and to insert said by-laws, as so certified, in the Book of Minutes of this corporation, and to see that a copy of said by-laws, similarly certified, is kept at the principal office of this corporation.

The meeting then proceeded to the election of a President, a Vice-President, a Secretary, and a Treasurer. The following were duly elected to the offices indicated after the names of each.

LOUIS V. SKINNER	President
NANCY J. MITCHELL	Secretary and Treasurer
L. WRIGHT	Vice-President

Each officer so elected being presented accepted his office, and thereafter the President presided at the meeting as Chairman, and the Secretary acted as Secretary of the Meeting.

The Secretary presented for the approval of the meeting a proposed seal of the corporation.

On motion duly made, seconded and unanimously carried, the following resolution was adopted:

> RESOLVED: That the seal presented to the Directors here assembled, be and the same is, hereby adopted as the seal of this corporation, and the Secretary is hereby instructed to identify the same by affixing an imprint of said seal opposite this resolution.

The Secretary presented to the meeting a proposed form of share certificate for use by the corporation. On motion duly made, seconded and unanimously carried, said form of share certificate was approved and adopted, and the Secretary was instructed to have a book of fifty (50) such certificates printed, the certificates to be numbered from one to fifty inclusive.

The President called attention to Article I, Section 1, of the by-laws, which established the principal office for the transaction of the business of the corporation at Rawhide, County of Mineral, State of Nevada.

The President also called attention to Article III, Section 7, of the by-laws, which provides for the holding of regular meetings of the Board of Directors without call on the second Tuesday of each month at the hour of 10 o'clock A. M.

Upon motion duly made, seconded and unanimously carried, the Secretary was instructed and authorized to purchase any supplies necessary, such as a Minute Book, Stock Ledger, and othrr corporate records.

The attention of the Board of Directors was called to Sections 78, 79 and 80 of the Corporation Act, and upon motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED: That the office of the corporation at Rawhide, Mineral County, Nevada, be, and hereby is, designated as the principal office of this corporation within the State of Nevada, and that ERNEST M. COLWELL be, and hereby is, appointed the Resident Agent of this corporation, in charge of its principal office in Nevada and custodian of the books required by law to be kept in that office, and the Agent upon whom process against this corporation may be served.

In order to provide for the payment of the expenses of incorporation and organization of the corporation, upon motion duly made, seconded and carried, it was:

RESOLVED: That the President, or the Treasurer, of this corporation, be and they are hereby authorized and directed to pay the expenses of the incorporation and organization of this corporation.

LOUIS V. SKINNER submitted his resignation as an officer and director of the corporation to the Board, which resignation was thereupon duly accepted. Upon nomination made and election duly held, DONALD C. McKENNA was elected Director and President of the corporation.

NANCY J. MITCHELL submitted her resignation as an officer and director of the corporation to the Board, which resignation was thereupon duly accepted. Upon nomination made and election duly held, GEORGE T. KEARNS was elected Director and Secretary-Treasurer of the corporation.

L. WRIGHT submitted her resignation as an officer and director of the corporation to the Board, which resignation was thereupon duly accepted. Upon nomination made and election duly held, ALEX G. McKENNA was elected Director and Vice-President of the corporation.

DONALD C. McKENNA, ALEX G. McKENNA and GEORGE T. KEARNS accepted their election as aforesaid and thereupon entered upon the duties of their office.

Upon motion duly made, seconded and unanimously carried, the Secretary was instructed forthwith to file a List of Officers and Directors, as required by law, in the Office of the Secretary of State of Nevada.

APPROVED:

Louis V. Skinner
LOUIS V. SKINNER

L. Wright
L. WRIGHT

Donald C. McKenna
DONALD C. McKENNA

Alex G. McKenna
ALEX G. McKENNA

Nancy J. Mitchell
NANCY J. MITCHELL, Secretary

George T. Kearns
GEORGE T. KEARNS, Secretary

November 30, 1954

I, LOUIS V. SKINNER, hereby submit my resignation as an officer and director of Nevada Scheelite Corp. effective this 30th day of November, 1954.

Louis V. Skinner

November 30, 1954

I, NANCY J. MITCHELL, hereby submit my resignation as an officer and director of Nevada Scheelite Corp., effective this 30th day of November, 1954.

Nancy J. Mitchell

November 30, 1954

I, L. WRIGHT, hereby submit my resignation as an officer and director of Nevada Scheelite Corp., effective this 30th day of November, 1954.

L. Wright