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The following file is part of the

Arizona Department of Mines and Mineral Resources Mining Collection

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ARIZONA DEPARTMENT OF MINES AND MINERAL RESOURCES AZMILS DATA

PRIMARY NAME: SAN JUAN

ALTERNATE NAMES:

PEACOCK
KNOB HILL
TUAB MINERAL CORP. PROPERTY
SCRUGGS MINING CO. PROPERTY
POORMAN MS 3299
PHELPS DODGE SAFFORD PROJECT
BILL NYE CLAIM

GRAHAM COUNTY MILS NUMBER: 94A

LOCATION: TOWNSHIP 5 S RANGE 26 E SECTION 35 QUARTER SW
LATITUDE: N 32DEG 56MIN 47SEC LONGITUDE: W 109DEG 39MIN 06SEC
TOPO MAP NAME: SAFFORD - 15 MIN

CURRENT STATUS: PAST PRODUCER

COMMODITY:

COPPER SULFIDE
COPPER OXIDE
SILVER
GOLD

BIBLIOGRAPHY:

ADMMR SAN JUAN MINE FILE
ANTHONY, J.W. ET AL "MINERALOGY OF AZ" P 16
BLM MINING DISTRICT SHEET 817
HARDWICK, W. "SAFFORD PROJECT-COPPER" (ADMMR
GEOLOGY FILE)
DMEA RPT - FILE NO. 4343, USBM IFOC FILE
NO. 21.185
AZBM BULL 140, AZ METAL PRODUCTION
USGS MAP I-1310-B
LANGTON, ET AL. ADVANCES IN GEO OF THE
PORPHYRY COPPER DEPOSITS.
TITLEY, S R ADVANCES IN GEO OF PORPHYRY P 335
DRAFT EIS DOS POBRES/SAN JUAN, SEPT. 1998 BLM
FINAL EIS DOS POBRES/SAN JUAN, DEC.2003 BLM
RECORD OF DECISION, JUNE 2004, DOI/BLM

000m.E

000m.E.

R. 26 E. 40'



07/21/92

ARIZONA COPPER RESERVES

COMPILED BY

ARIZONA DEPARTMENT OF MINES AND MINERAL RESOURCES

PROPERTY:

SAN JUAN

ALSO KNOWN AS - Peacock

OPERATOR\OWNER:

Claridge, Chris
E. Highway 90
Safford, AZ 85546
602-428-1789 2085

SOLO? / LEASED TO PHELPS DODGE. SUMMER 2

485 -

LOCATION INFORMATION:

TOWNSHIP 5 S RANGE 26 E SECTION 35
COUNTY - Graham AZMILS - 94A
DESCRIPTION - 7 miles north of Safford

ORE TYPE AND RESERVE INFORMATION:

Acid Soluble - 15.5 MILLION TONS AT 0.52% TCu

RESERVE INFO - Acid Soluble - 0.35% TCu cutoff

RESERVE INFO - Acid Soluble - or 20 million tons at lower grade wi

SOURCES:

Safford Copper Project - Producers Minerals Corporation Report Ju
ne 1975 pg 2, ADMMR San Juan file

COMMENTS:

Cochise Mining Corp. AKA Producers Minerals



Arizona Department of Mines and Mineral Resources

1502 West Washington, Phoenix, AZ 85007 Phone (602) 255-3795
1-800-446-4259 in Arizona FAX (602) 255-3777 www.admmr.state.az.us

Verbal Information Summary

Mine: Dos Pobres (Safford Copper (f) and San Juan (f),
County: Graham County
Location: T N, R W, Sec.

Date: January 16, 2004

Engineer: Nyal Niemuth

Summary of notes from a program presented to the Maricopa SME January 15 entitled "Phelps Dodge's Safford leach project" by John Korolsky, Phelps Dodge,

Time Line

1950's Phelps Dodge first entered the district
1994 proposed land
1996 submitted mining Plan of Operation
1998 draft EIS release
2002 USGS became a partner reviewing mitigation and monitoring of ground water
Dec., 2003 FEIS published

Economics: The project will have a 16 year life. Production will be about 200 million pounds of copper per year. The project will create 350 direct jobs, including 100 contractors, and 275 indirect jobs. Safford is the largest undeveloped copper district in the US.

Operation: The project affects 3,400 acres and will have two pits. The Dos Pobres pit will be 1,400 feet deep and San Juan will be 1,000 feet deep. The mining rate will 250,000 tpd, crushing and conveying will be 100,000 tpd. The mine will produce and treat both crushed and run-of-mine leach material, the latter about 10,000 tpd. The crushed material size will be 0.5 inch. It will be agglomerated and use about 10 pounds of sulfuric acid per ton. The material will be placed in a retreat-stacking mode, unlike the advance stacking in use at Morenci, to avoid compaction. The single heap leach pad will be the largest lined pad at about 900 acres, nearly 1.5 square miles. One hundred yard long stackers, the world's largest, will be used to build it.

Permitting: Solution will be applied with drip emitters. All solution facilities will be double-lined and the entire project is a zero discharge facility. The biggest air quality concern was dust from the haul roads. Thirty laws and regulations were complied with. The view shed was an important planning consideration to get local support. Major permits included the plan of operation/land exchange; with the Army Corps of engineers, the 404 CWA permit and the 402 NPDES permit. The other permits APP and Air Quality from ADEQ and the reclamation plan approval from the Arizona State Mine Inspector. Water quality and quantity was an important issue, especially with the San Carlos Indians. Fortunately the ground water will come from "bathtub" graben that hydrologically largely separates the project from the Gila River, 8 miles to the south and the reservation to the north. This required a very detailed ground water model to show no significant impact. This was a big part of the study from 1996 to 2003. Dames and Moore developed the model using a USGS model. Bob McNish was the BLM's hydrologic consultant. The impact to the Gila River will be 149 acre-feet per year. This is 0.05% of the historical annual flow of the Gila River. This impact is mostly due to preventing surface runoff from the mine project area. This will be offset by fallowing 200 acres of farm land. The net beneficial offset is 3 times the impact. The impact to the San Carlos Indian Reservation is projected to be insignificant and unmeasurable.

3M plan: This stands for the model, monitor, and mitigate, and is enforceable by the feds. Monitor data collected will be posted on the BLM website. If impacts outside of the projection are found the model will be recalculated.

Land exchange: Phelps Dodge owns 20,000 acres of land in the district. This project will impact 3,400 acres. Phelps Dodge will trade about 16,000 acres of land to obtain 4,000 acres of BLM land that will adjoins the project. The BLM receives environmentally sensitive land and high value habitat land. These lands are in the Gila Box and Tavaschi Marsh (near Tuzigut and Clarkdale) areas.

Time frame: The EIS process took 9 years. The project is key to Phelps Dodge's long term strategy and southwestern US presence. Construction is anticipated to occur about 2005-2007 and Production will occur about 2007 – 2009, the record of decision is expected to be received about mid 2004. That event will kick off the administrative/legal appeal process.

Questions:

Where will the acid come from? The Miami smelter and reduction in acid at other operations.

What will be the water usage? The maximum water usage is 4,000 gallons per minute. The average usage is typically 3,600 gpm with most of that being used for dust control on the haul roads.

What about "concurrent reclamation" and future sulfide mining? Some reclamation will begin 3 to 4 years in to the project life. Location of the mine dumps and leach pad have been chosen to allow room in the future to expand the pit with out having to move them. Future sulfide mining will require change to or new permitting.

Can the project go forward with out the land exchange? In summary the 2 are tied together in their approval. If a problem is found it will be fixed and the process continues forward.

SAFFORD COPPER - GRAHAM
SAN JUAN - GRAHAM**NEWS RELEASE**

One North Central Avenue, Phoenix, AZ 85004 (602) 366-8100

For Immediate Release**Media:** Peter J. Faur
(602) 366-7993**Investors:** Stanton K. Rideout
(602) 366-8589**BLM Issues Record of Decision Approving Land Exchange
For Phelps Dodge's Proposed Copper Mine Near Safford, Ariz.**

PHOENIX, July 2, 2004 – Phelps Dodge Corp. (NYSE:PD) said today that the U.S. Bureau of Land Management has issued its Record of Decision supporting a land exchange with the company. This paves the way for a proposed copper mining operation near Safford, Ariz., to move forward.

When completed, the land exchange will transfer to the public valuable, environmentally sensitive land owned by Phelps Dodge in exchange for land of equal value next to the company's property near Safford. The land Phelps Dodge will receive will be used primarily for support facilities and as a buffer to the proposed mining operations.

"This is an important day for Phelps Dodge and represents a critical milestone in bringing this significant project into operation," said Timothy R. Snider, president and chief operating officer of Phelps Dodge Corp. The proposed project includes development of the Dos Pobres and San Juan copper ore bodies, located about eight miles north of Safford in southeastern Arizona. The company is completing a feasibility study and continuing efforts to secure all necessary permits.

The BLM decision initiates an administrative process that begins with a 45-day period for public comment.

Phelps Dodge Corp. is the world's second-largest producer of copper, a world leader in the production of molybdenum, the largest producer of molybdenum-based chemicals and continuous-cast copper rod, and among the leading producers of magnet wire and carbon black. The company's two divisions, Phelps Dodge Mining Company and Phelps Dodge Industries, employ more than 13,500 people in 27 countries.

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SAN JUAN (F) GRAHAM
SAFFORD CU (F) GRAHAM

NEWS RELEASE



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SAN JUAN (H) GRAM.

NEWS RELEASE



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For Immediate Release

Media: Peter J. Faur
(602) 366-7993

Investors: Stanton K. Rideout
(602) 366-8589

Bureau of Land Management Publishes Final Environmental Impact Statement For Phelps Dodge's Proposed Copper Mining Operation in Safford, Arizona

PHOENIX, Dec. 12, 2003 – Phelps Dodge Mining Company, a division of Phelps Dodge Corporation (NYSE:PD), said today that the U.S. Bureau of Land Management ("BLM") has published the Final Environmental Impact Statement ("FEIS") for a proposed copper mining operation near Safford, Arizona.

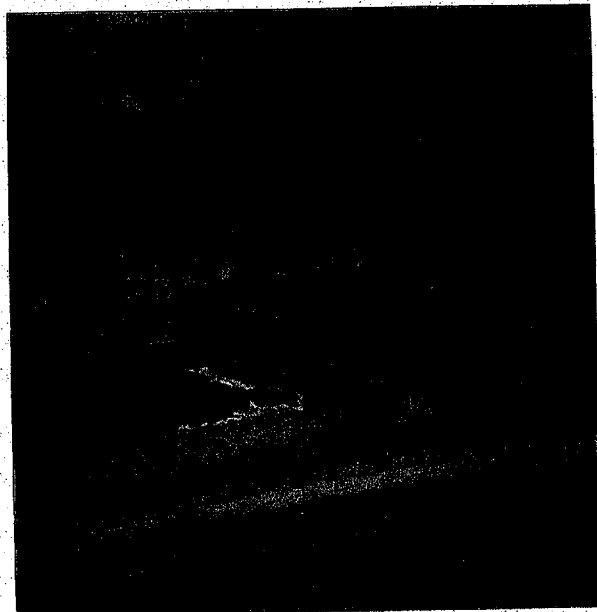
Publication of the FEIS, which analyzes the anticipated environmental impact of the proposed project, is a necessary step in acquiring permits for Phelps Dodge to develop the Dos Pobres and San Juan copper ore bodies. These ore bodies are located about eight miles north of Safford.

The FEIS explains how the resource will be developed and what measures will be taken to protect the public and the surrounding natural environment. The BLM coordinated development of the study in cooperation with the U.S. Army Corps of Engineers and the U.S. Environmental Protection Agency.

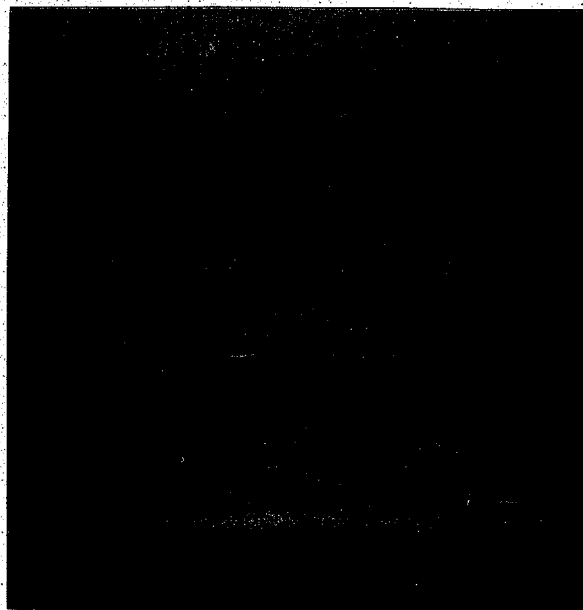
The BLM will publish its decisions about the project in a Record of Decision and Notice of Decision. Publication of these documents is likely to occur in several months.

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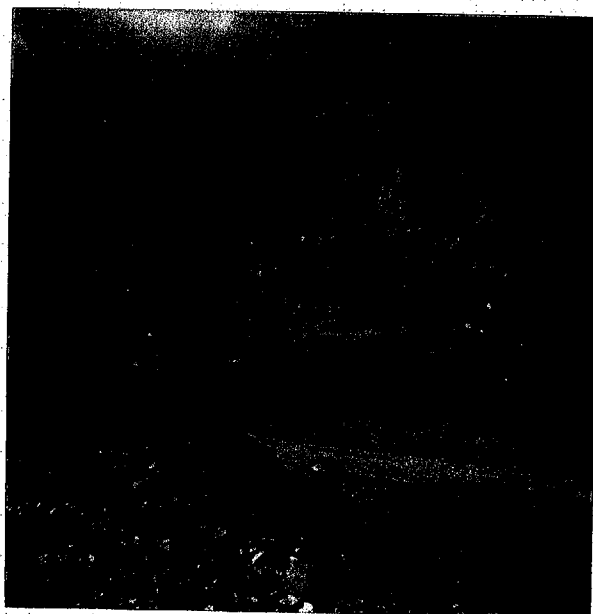
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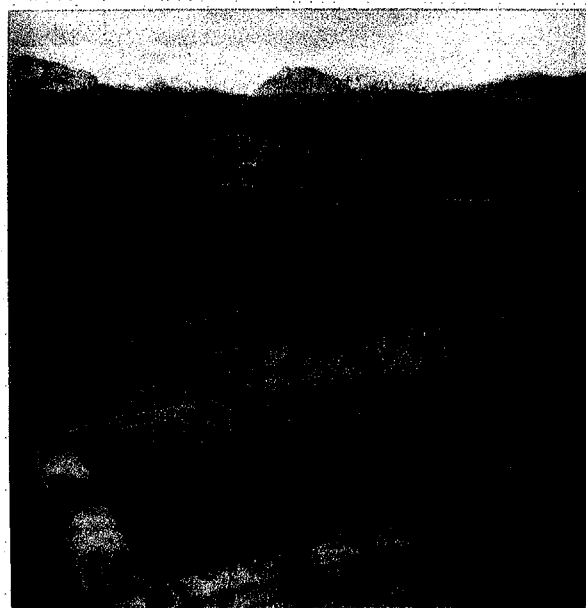
San Juan 5/17/88
Open Pit.



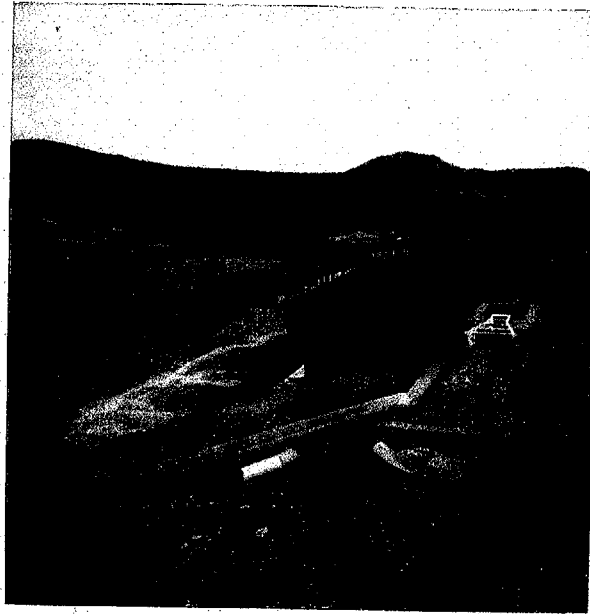
San Juan 5/17/88
Open Pit.



San Juan 5/17/88
Open Pit



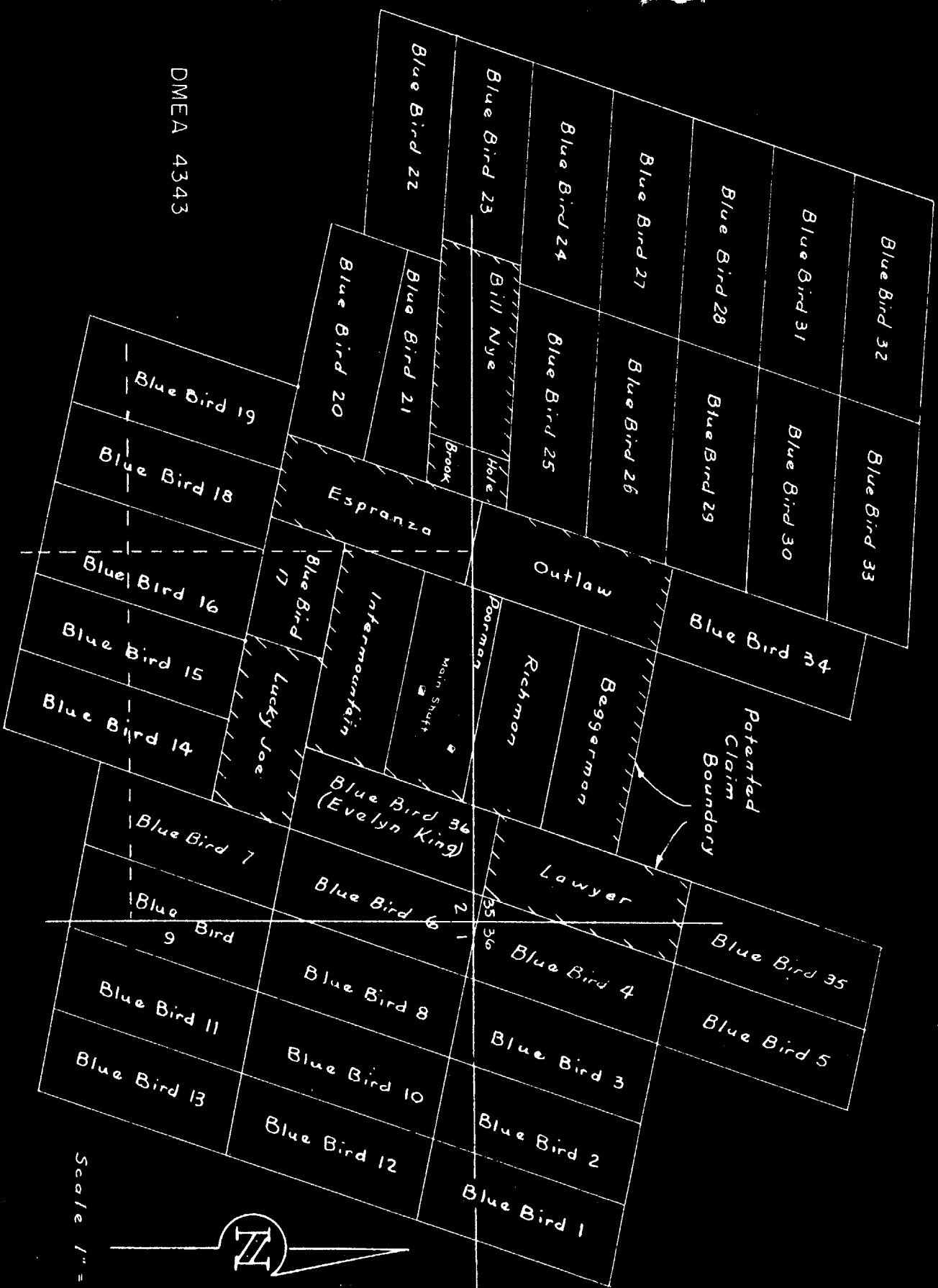
Precip Cells - Leach Holes
San Juan in Background



Prairie Cuts & Pad
San Juan

FIG. 2 - CLAIM MAP, TUAB MINERAL CORP. SAN JUAN MINE GRAHAM COUNTY, ARIZONA

DMEA 4343



R 26 E

Scale 1" = 1000'



T 6 S
T 5 S

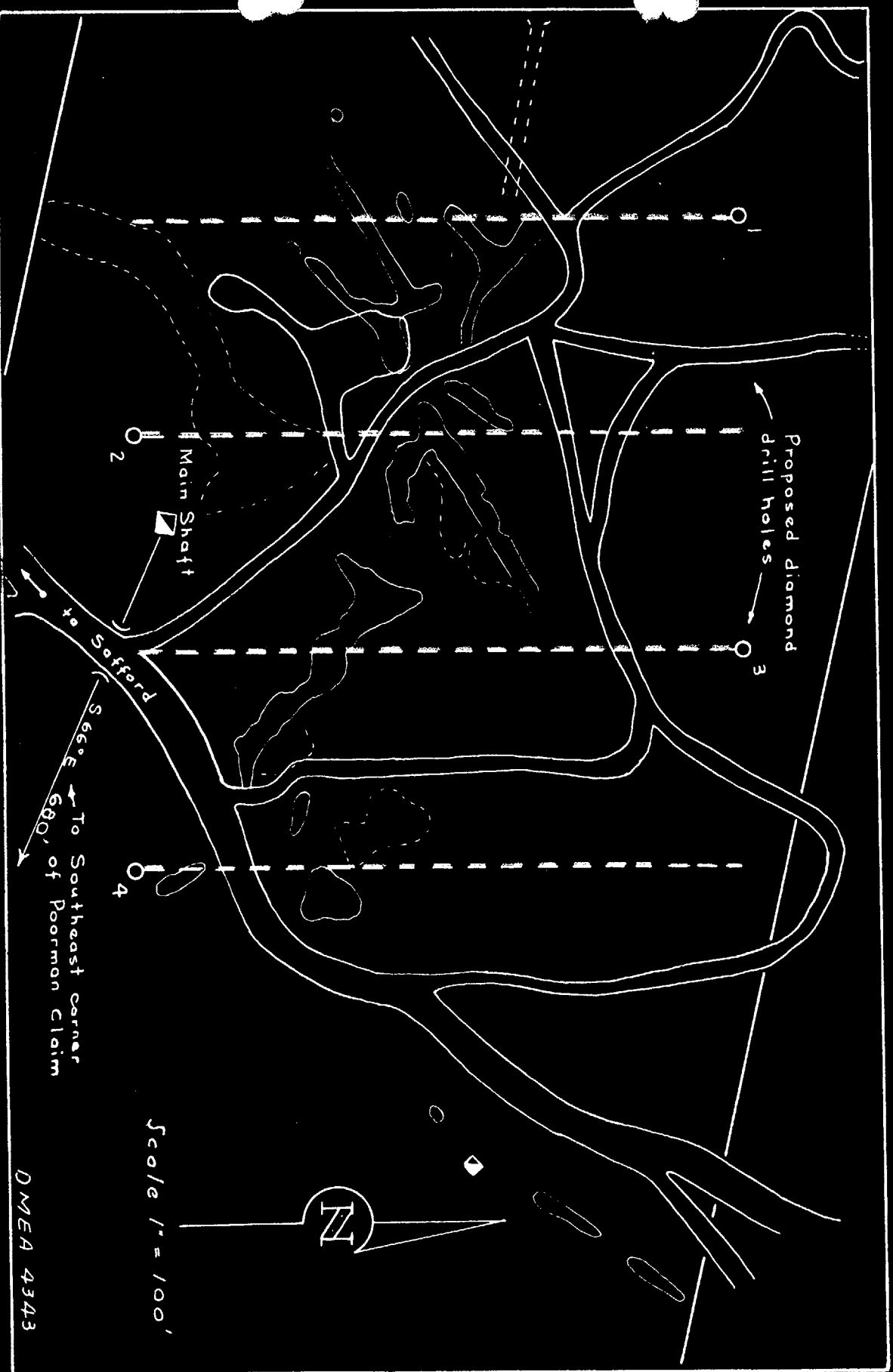


FIG-4-PROPOSED EXPLORATION, TUAB MINERAL CORP. SAN JUAN MINE
GRAHAM COUNTY, ARIZONA

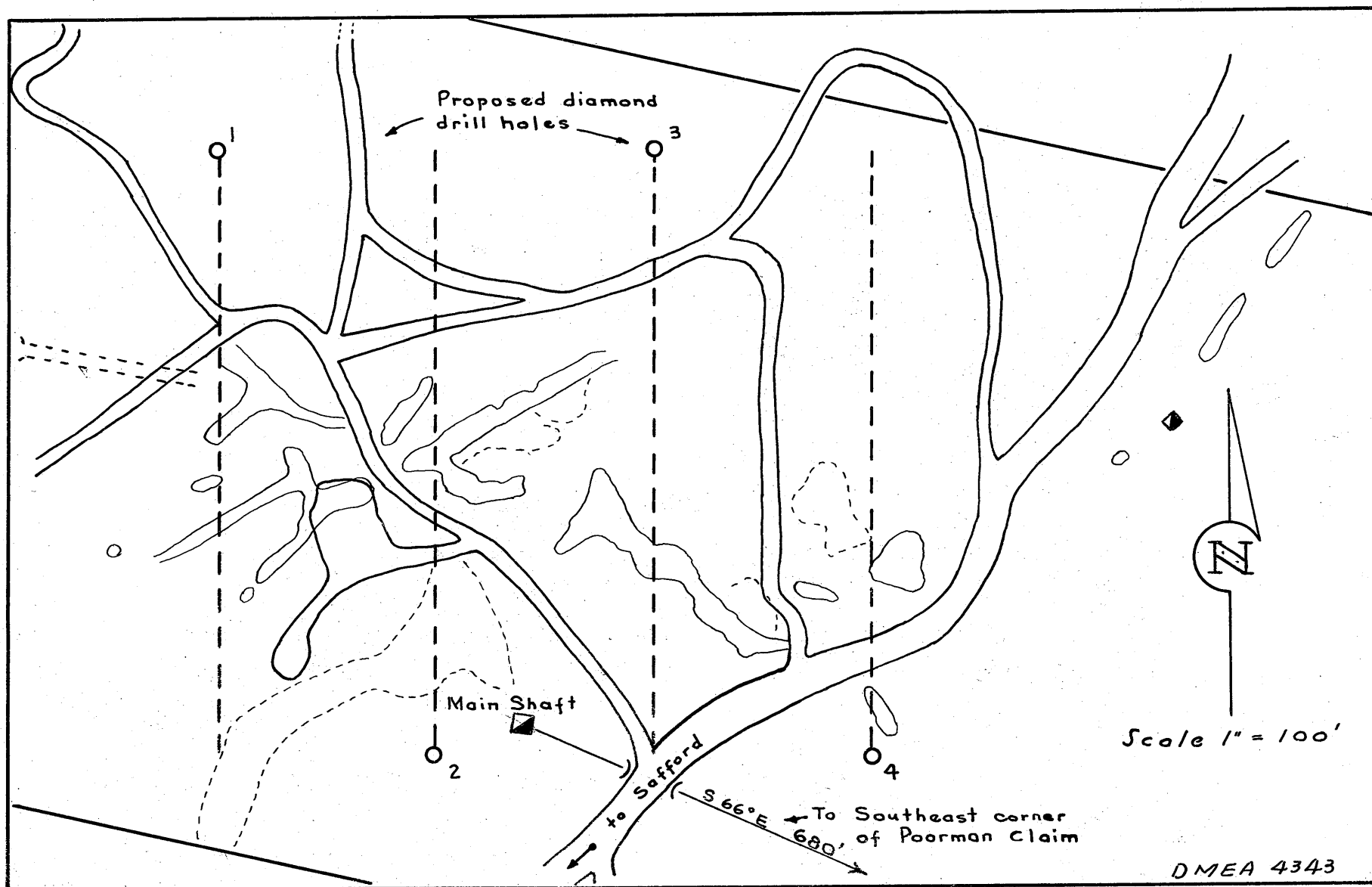


FIG -4- PROPOSED EXPLORATION, TUAB MINERAL CORP. SAN JUAN MINE
GRAHAM COUNTY, ARIZONA

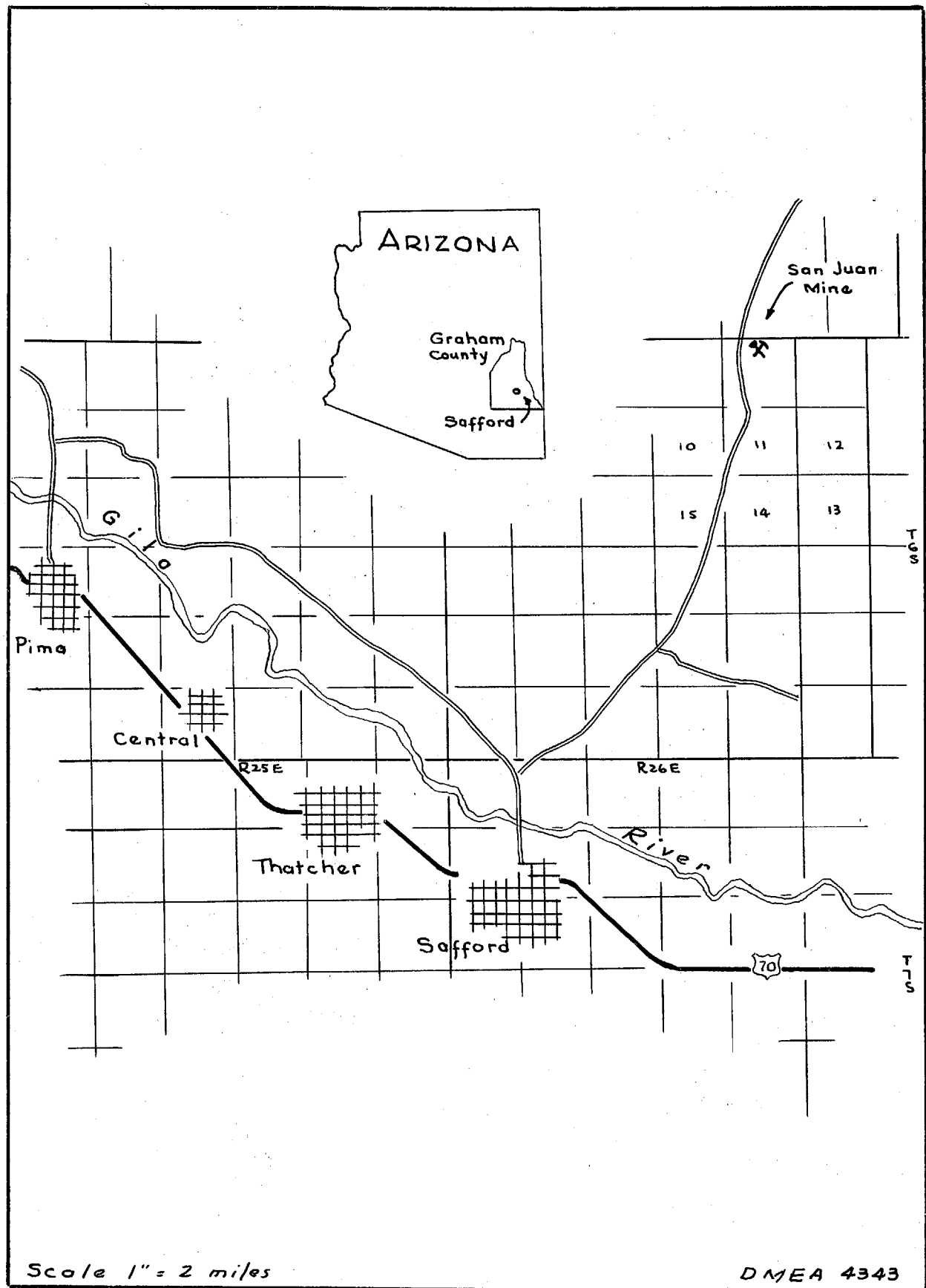


FIG.-1- LOCATION MAP, TUAB MINERAL CORP. SAN JUAN MINE
GRAHAM COUNTY, ARIZ.

R 26 E

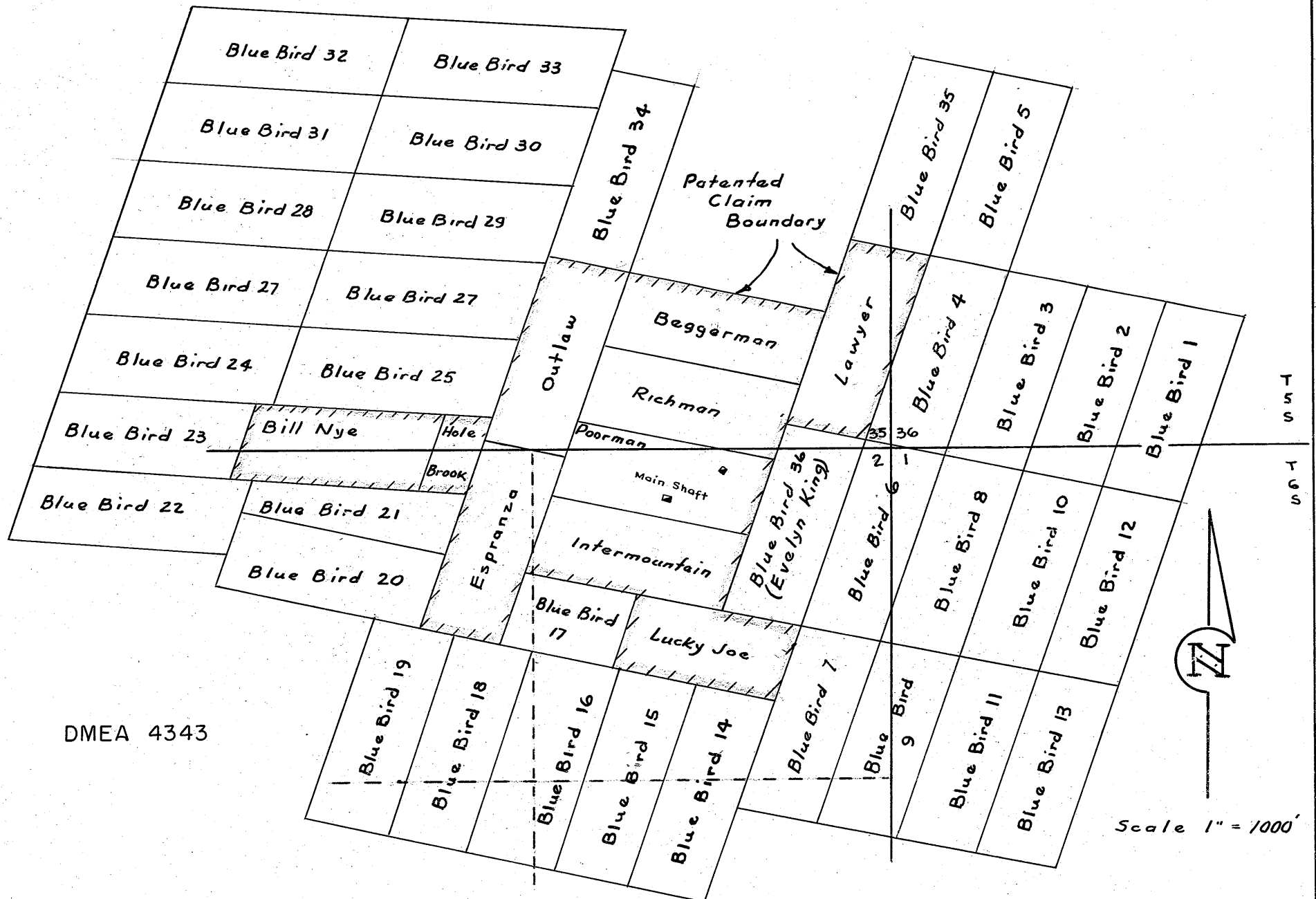
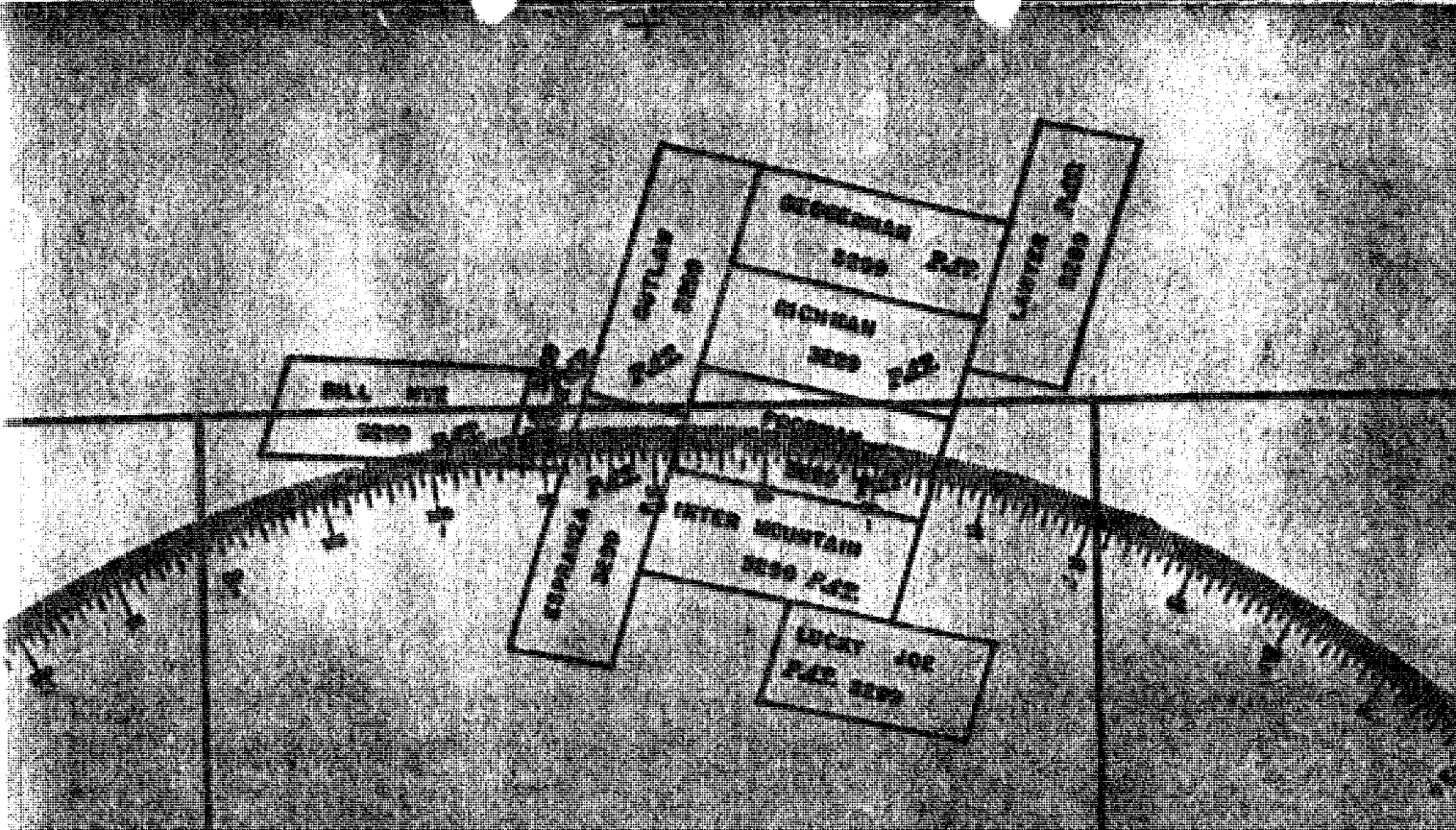


FIG. 2 - CLAIM MAP, TUAB MINERAL CORP. SAN JUAN MINE GRAHAM COUNTY, ARIZONA



Sec. 2

Sec. 1

79D-817
NEW TOL R20E

Sec. 11

LEGAL NOTICE

ARTICLES OF INCORPORATION OF PRODUCERS SULFUR CORPORATION (Henceforth to be known as PRODUCERS MINERALS CORPORATION)

We, the undersigned natural persons, all of the age of twenty-one years or more and citizens of the State of Texas, acting as incorporators of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is PRODUCERS SULFUR CORPORATION.

ARTICLE TWO

The period of duration of the corporation is perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are: To engage in the oil and gas business; to engage in the sulfur business; to engage in and conduct a general mining business; and to prospect, search, drill, or otherwise explore for, produce and market oil, gas, sulfur, and other minerals of every kind and character, and to manage and operate mining ventures.

To acquire, own, hold, sell, lease, mortgage, or otherwise dispose of and deal in royalty interests, working interests, oil payments, sulfur payments, mineral leases, prospecting permits and other interests in oil, gas, sulfur and other minerals of every kind and character, and to manage, control and exploit said mineral interests and collect the revenue arising therefrom.

To engage in any mercantile, manufacturing or trading business, and to buy, sell and deal in goods, wares, and merchandise of every description.

ARTICLE FOUR

The corporation shall have the power to participate with another or others, as general or limited partner, joint venturer, or otherwise, to accomplish any purpose of the corporation.

ARTICLE FIVE

The aggregate number of shares which the corporation shall have authority to issue is 10 shares of common stock with the par value of \$100.00 per share.

ARTICLE SIX

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of \$1,000.00, consisting of money, labor done or property actually received.

ARTICLE SEVEN

The post office address of its initial registered office is 4633 North Central Expressway, Dallas, Texas, and the name of its initial registered agent at such address is Reuben F. Moulds.

ARTICLE EIGHT

The number of directors constituting the initial board of directors is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Reuben F. Moulds
4633 North Central Expressway
Dallas, Texas

Marvin S. Sloman
1700 Mercantile Bank Building
Dallas, Texas

W. D. Burden
Charlotte, Vermont

ARTICLE NINE

The names and addresses of the incorporators are:

Marvin S. Sloman
1700 Mercantile Bank Building
Dallas, Texas

Ethel Clevenger
1700 Mercantile Bank Building
Dallas, Texas

Fletcher L. Yarbrough
1700 Mercantile Bank Building
Dallas, Texas

ARTICLE TEN

Cumulative voting for directors is prohibited, and the directors of the corporation shall be elected by plurality vote.

ARTICLE ELEVEN

The shareholders of the corporation hereby delegate to the board of directors the power to adopt, alter, amend, or repeal the by-laws of the corporation, and such power shall be deemed to be vested exclusively in the board of directors and shall not be exercised by the shareholders.

ARTICLE TWELVE

No shareholder of this corporation shall be reason of his holding shares of any class have any pre-emptive or preferential right to purchase or subscribe for any shares of any class of this corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, nor or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds, or other securities, would adversely affect the dividend or voting rights of such shareholder, other than such rights, if any, as the board of directors, in its discretion, may grant to the shareholders to purchase such additional securities; and the board of directors may issue additional or treasury shares of any class of this corporation, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class without offering the same in whole or in part to the existing shareholders of any class.

IN WITNESS WHEREOF, we have hereunto set our hands this 15th day of March, 1966.

/s/ Marvin S. Sloman
/s/ Fletcher L. Yarbrough
/s/ Ethel Clevenger

STATE OF TEXAS)
COUNTY OF DALLAS)

I, Bootsly Herrin, a Notary Public, do hereby certify that on this March 15th, 1966, personally appeared before me Marvin S. Sloman, Fletcher L. Yarbrough, and Ethel Clevenger, who each being by me first duly sworn severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

(SEAL) /s/ Bootsly Herrin
Notary Public, Dallas County
Texas

ARTICLES OF AMENDMENT BY THE SHAREHOLDERS

to the

ARTICLES OF INCORPORATION of

PRODUCERS SULFUR CORPORATION
(Henceforth to be known as
PRODUCERS MINERALS CORPORATION)

Pursuant to the provisions of Art. 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation which change the name of the corporation from Producers Sulfur Corporation to Producers Minerals Corporation, and change the authorized capital stock from 10 shares of \$100 par value to 1,000,000 shares of \$1 par value:

ARTICLE ONE. The name of the corporation is Producers Sulfur Corporation.

ARTICLE TWO. The following amendments to the Articles of Incorporation were adopted by the shareholders of the corporation on September 18, 1969:

Article One of the Articles of Incorporation is hereby amended so as to read as follows:

"ARTICLE ONE

"The name of the corporation is PRODUCERS MINERALS CORPORATION."

Article Five of the Articles of Incorporation is hereby amended so as to read as follows:

"ARTICLE FIVE

"The aggregate number of shares which the corporation shall have authority to issue is 1,000,000 shares of common stock with the par value of \$1 per share."

ARTICLE THREE. The number of shares of the corporation outstanding at the time of such adoption was 10; and the number of shares entitled to vote thereon was 10.

ARTICLE FOUR. The holders of all of the shares outstanding and entitled to vote on said amendment have signed a consent in writing adopting said amendment.

ARTICLE FIVE. The manner in which any exchange,

Defendants.

THE STATE OF ARIZONA, to the above named Defendants, THE STATE OF ARIZONA, a body politic; A. E. HOBBS and DOVE HOBBS, husband and wife, et al.

You are hereby summoned and required to appear and defend in the above entitled Court, within twenty (20) days exclusive of the day of service, after service of this Summons upon you if served within the State of Arizona, and within thirty (30) days exclusive of the date of service, if served without the State of Arizona, and you are notified that in case you fail to do so, judgment by default will be rendered against you for the relief demanded in the complaint.

The name and address of Plaintiff's attorney is LLOYD FERNANDEZ, P.O. Box 815, Clifton, Arizona 85533.

GIVEN under my hand and the seal of the Superior Court of the State of Arizona, in and for the County of Greenlee, this 16th day of December, 1969.

/s/ Harriet Sweeting
CLERK OF THE COURT
At 12-17 1-7

(COURT SEAL)

reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

For each outstanding share of the common stock with the par value of \$100 per share, upon surrender to the corporation the holder shall be entitled to receive 100 shares of the \$1 par value common stock authorized by the amendment.

ARTICLE SIX. The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: No change is made in the stated capital by the amendment.

Dated: October 27, 1969.

PRODUCERS SULFUR CORPORATION
PRODUCERS MINERALS CORPORATION
after amendment

By /s/ Reuben F. Moulds
President
/s/ Marvin S. Sloman
Assistant Secretary

STATE OF TEXAS
COUNTY OF DALLAS

I, a Notary Public, do hereby certify that on this day personally appeared before me Reuben F. Moulds, who declared he is president of the corporation executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this October 27, 1969.

At 12-17 1-21

/s/ Faye Jones
Notary Public

IN THE SUPERIOR COURT OF THE STATE OF ARIZONA
IN AND FOR THE COUNTY OF GREENLEE
No. 437-B
SUMMONS

THE VALLEY NATIONAL BANK OF ARIZONA, National
Banking Association, Administrator with Will Annex to the
estate of JAMES A. CARTER, deceased, Probate Case No.
2004, Greenlee County, Arizona.

THE STATE OF ARIZONA, a body politic; A. E. HOBBS and
DOVE HOBBS, husband and wife, and if deceased, their heirs,
claimants, devisees and creditors; G. W. HARWELL and GURAN
P. HARWELL, husband and wife, and if deceased, their heirs,
claimants, devisees and creditors; RUFUS SPOON and BESSIE
SPOON, husband and wife, and if deceased, their heirs,
claimants, devisees and creditors; V. K. PRESTON and LOLA
A. PRESTON, husband and wife, and if deceased, their heirs,
claimants, devisees and creditors; THOMAS J. CARTER and
FANNIE CARTER, husband and wife, and if deceased, their
heirs, claimants, devisees and creditors; G. E. HEAD and
MARY E. HEAD, husband and wife, and if deceased, their heirs,
claimants, devisees and creditors; SAMPS DYE and LILLIE
DYE, husband and wife, and if deceased, their heirs, claimants,
devisees and creditors; J. T. BRANYAN and JANE DOE
BRANYAN, husband and wife, and if deceased, their heirs,
claimants, devisees and creditors; HORTENSE P. REYES, a
widow, and if deceased, her heirs, claimants, devisees and
creditors; DORA L. REYES, a single person, and if deceased,
her heirs, claimants, devisees and creditors; WAIDE HARRIS
and JANE DOE HARRIS, husband and wife, and if deceased,
their heirs, claimants, devisees and creditors; JOHN DOE
NO. 1; JANE DOE NO. 1; JOHN DOE NO. 2 and JANE DOE
NO. 2.

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To engage in the oil and gas business; to engage in the sulfur business; to engage in and conduct a general mining business; and to prospect, search, drill, or otherwise explore for, produce and market oil, gas, sulfur, and other minerals of every kind and character, and to manage and operate mining ventures.

To acquire, own, hold, sell, lease, mortgage, or otherwise dispose of and deal in royalty interests, working interests, oil payments, sulfur payments, mineral leases, prospecting permits and other interests in oil, gas, sulfur and other minerals of every kind and character, and to manage, control and exploit said mineral interests and collect the revenue arising therefrom.

To engage in any mercantile, manufacturing or trading business, and to buy, sell and deal in goods, wares, and merchandise of every description.

Article Four. The corporation shall have the power to participate with another or others, as general or limited partner, joint venturer, or otherwise, to accomplish any purpose of the corporation.

Article Five. The aggregate number of shares which the corporation shall have authority to issue is 10 shares of common stock with the par value of \$100.00 per share.

Article Six. The corporation will not commence business until it has received for the issuance of its shares consideration of the value of \$1,000.00, consisting of money, labor done or property actually received.

Article Seven. The post office address of its initial registered office is 4633 North Central Expressway, Dallas, Texas, and the name of its initial registered agent at such address is Reuben F. Moulds.

Article Eight. The number of directors constituting the initial board of directors is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Reuben F. Moulds, 4633 North Central Expressway, Dallas, Texas; Marvin S. Sloman, 1700 Mercantile Bank Building, Dallas, Texas; W. D. Burden, Charlotte, Vermont.

Article Nine. The names and addresses of the incorporators are:

Marvin S. Sloman, 1700 Mercantile Bank Building, Dallas, Texas; Fletcher L. Yarbrough, 1700 Mercantile Bank Building, Dallas, Texas; Ethel Clevenger, 1700 Mercantile Bank Building, Dallas, Texas.

Article Ten. Cumulative voting for directors is prohibited, and the directors of the corporation shall be elected by plurality vote.

Article Eleven. The shareholders of the corporation hereby delegate to the board of directors the power to adopt, alter, amend, or repeal the by-laws of the corporation; and such power shall be deemed to be vested exclusively in the board of directors and shall not be exercised by the shareholders.

Article Twelve. No shareholder of this corporation shall by reason of his holding shares of any class have any pre-emptive or preferential right to purchase or subscribe for any shares of any class of this corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, nor or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds, or other securities, would adversely affect the dividend or voting rights of such shareholder, other than such rights, if any, as the board of directors, in its discretion, may grant to the shareholders to purchase such additional securities; and the board of directors may issue additional or treasury shares of any class of this corporation, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class without offering the same in whole or in part to the existing shareholders of any class.

In Witness Whereof, we have hereunto set our hands this 15th day of March, 1966.

MARVIN S. SLOMAN
Marvin S. Sloman
FLETCHER L. YARBROUGH
Fletcher L. Yarbrough
ETHEL CLEVENGER
Ethel Clevenger

STATE OF TEXAS
COUNTY OF DALLAS

I, Bootsie Herrin, a Notary Public, do hereby certify that on this March 15th, 1966, personally appeared before me Marvin S. Sloman, Fletcher L. Yarbrough, and Ethel Clevenger, who each being by me first duly sworn severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

BOOTSIE HERRIN
Notary Public
Dallas County Texas

(SEAL)
ARTICLES OF AMENDMENT BY THE SHAREHOLDERS TO THE ARTICLES OF INCORPORATION OF PRODUCERS SULFUR CORPORATION (Henceforth to be known as PRODUCERS MINERALS CORPORATION)

Pursuant to the provisions of Art. 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation which change the name of the corporation from Producers Sulfur Corporation to Producers Minerals Corporation, and change the authorized capital stock from 10 shares of \$100 par value to 1,000,000 shares of \$1 par value:

Article One. The name of the corporation is Producers Sulfur Corporation.

Article Two. The following amendments to the Articles of Incorporation were adopted by the shareholders of the corporation on September 18, 1969:

Article One of the Articles of Incorporation is hereby amended so as to read as follows:

"Article One. The name of the corporation is Producers Minerals Corporation."

Article Five of the Articles of Incorporation is hereby amended so as to read as follows:

"Article Five. The aggregate number of shares which the corporation shall have authority to issue is 1,000,000 shares of common stock with the par value of \$1 per share."

Article Three. The number of shares of the corporation outstanding at the time of such adoption was 10; and the number of shares entitled to vote thereon was 10.

Article Four. The holders of all of the shares outstanding and entitled to vote on said amendment have signed a consent in writing adopting said amendment.

Article Five. The manner in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

For each outstanding share of the common stock with the par value of \$100 per share, upon surrender to the corporation the holder shall be entitled to receive 100 shares of the \$1 par value common stock authorized by the amendment.

Article Six. The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: No change is made in the stated capital by the amendment.

PRODUCERS MINERALS CORPORATION
CORPORATION after amendment
By REUBEN F. MOULDS
President
MARVIN S. SLOMAN
Assistant Secretary
STATE OF TEXAS
COUNTY OF DALLAS

I, a Notary Public, do hereby certify that on this day personally appeared before me Reuben F. Moulds, who declared he is president of the corporation executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

In Witness Whereof, I have hereunto set my hand and seal this October 27, 1969.

FAYE JONES
Notary Public