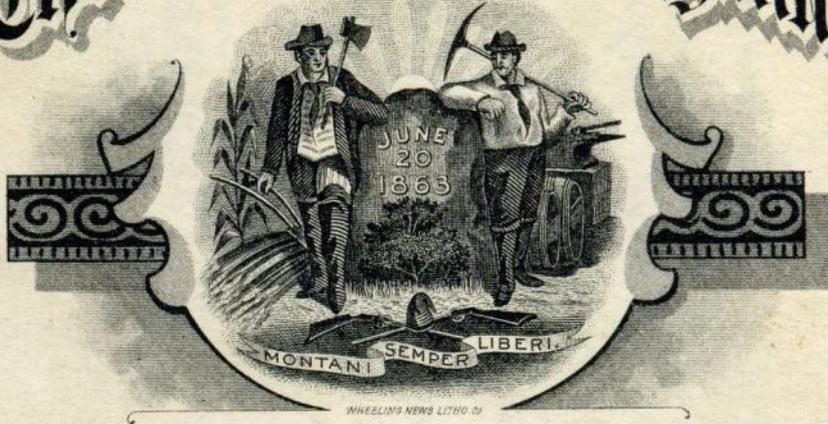


The State of West Virginia



CERTIFICATE OF INCORPORATION OF

ELK HORN COAL CORPORATION

~~COMPANY~~

DATED NOVEMBER 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 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 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 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 effected 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.

Witness my hand and the Great Seal of the said State, at the City of Charleston, this
NINETEEN
SIXTY FIVE
day of
NOVEMBER
1915.
[Signature]
Secretary of State

Wherefore, *[illegible]* named in the said Agree-
ment and who have subscribed the same, and their succes-
sors and assigns are hereby declared to be from this
date until _____ MONTH _____ day of _____ NOVEMBER _____
Nineteen _____ and _____ SIXTY FIVE _____ a Cor-
poration of 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.

[Signature]

Secretary of State.

