

CERTIFICATE OF LIMITED PARTNERSHIP
OF
HOMESTAKE-NEVADA PARTNERS

We, the undersigned, being desirous of forming a limited partnership pursuant to the Uniform Limited Partnership Act as set forth in the Corporations Code of the State of California, do hereby certify:

1. The name of the firm under which the Partnership is to be conducted is HOMESTAKE-NEVADA PARTNERS.

2. The character of business intended to be transacted by the Partnership is :

(a) To explore for and develop gold deposits and such other metallic and nonmetallic mineral deposits which are discovered as the result of exploration of partnership properties located within Sections 22, 23, 26, 27, 34, 35 of T 23 N, R 49 E, or the two square miles of land, which if sectionized would be Sections 2 and 3 of T 22 N, R 49 E, Eureka County, State of Nevada;

(b) To mine, mill and otherwise process or have processed for the Partnership such minerals so as to make them commercially saleable;

(c) To sell minerals produced by the Partnership.

3. The location of the principal place of business is 650 California Street, in the City of San Francisco, State of California 94108.

4. The name and place of residence of the General Partners interested in the Partnership are as follows:

Homestake Mining Company,
650 California Street,
San Francisco, California 94108.

Getty Oil Company,
3450 Wilshire Boulevard,
Los Angeles, California 90005.

The name and place of residence of the Limited Partner interested in the Partnership is as follows:

Julian E. Simpson,
Box 305,
Corte Madera, California 94925.

5. The Partnership shall exist for an indefinite term.

6. The amount of cash and a description of and the agreed value of the other property to be contributed by the Limited Partner is as follows:

(a) No cash is to be contributed by the Limited Partner;

(b) The Limited Partner will contribute an undivided thirty-five percent (35%) interest in mining claims listed in Exhibit A hereto and the agreed value for such property is \$2,700.

7. No additional contribution is agreed to be made by the Limited Partner to the Partnership.

8. The contribution of the Limited Partner is to be returned on dissolution of the Partnership.

9. The share of profits which the Limited Partner shall receive by reason of his contribution is thirty-five percent (35%) of the profits.

10. A Limited Partner may assign his interest in the Partnership as follows:

(a) to a corporation in which the Limited Partner owns or controls at least fifty-one percent (51%) of the voting stock;

(b) to members of the Limited Partner's immediate family.

11. The Limited Partner has the right to demand and receive property other than cash, consisting of mining claims held by the Partnership in partial return for his contribution on dissolution but otherwise the Limited Partner has no right to demand and receive property other than cash on dissolution.

IN WITNESS WHEREOF, the undersigned have executed this Certificate as of August 20, 1968.

HOMESTAKE MINING COMPANY
 General Partner

By Paul C. Henshaw

GETTY OIL COMPANY
 General Partner

By [Signature]
 Group Vice President

Julian E. Simpson
 JULIAN E. SIMPSON
 Limited Partner

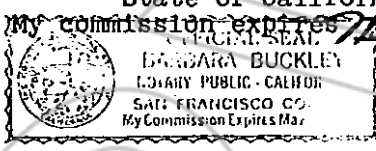
ORIGINATOR	
LAW	
ACCT'G	
TAX	
INSURANCE	
DESCRIPT'N	
EXECUTIVE AUTHORITY	

STATE OF CALIFORNIA }
CITY AND COUNTY OF SAN FRANCISCO } SS.:

On this 23rd day of August, 1968, before me, Barbara Buckley, a Notary Public in and for the City and County of San Francisco, State of California, residing therein, duly commissioned and sworn, personally appeared Paul Cheshier, known to me to be the Vice President of HOMESTAKE MINING COMPANY, the corporation that executed the within instrument, and also known to me to be the person who executed the said instrument on behalf of said corporation, and he acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year in this certificate of acknowledgment last above written.

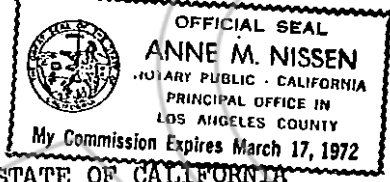
Barbara Buckley
Notary Public
State of California
My commission expires Aug 14, 1972



STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } SS.:

On this 28th day of August, 1968, before me, Anne M. Nissen, a Notary Public in and for the County of Los Angeles, State of California, residing therein, duly commissioned and sworn, personally appeared J. Earle Gray, known to me to be the Group Vice President of GETTY OIL COMPANY, the corporation that executed the within instrument, and also known to me to be the person who executed the said instrument on behalf of said corporation, and he acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year in this certificate of acknowledgment last above written.



Anne M. Nissen
Notary Public
State of California
My commission expires March 17, 1972

STATE OF CALIFORNIA }
CITY AND COUNTY OF SAN FRANCISCO } SS.:

On this 23rd day of August, 1968, before me, Barbara Buckley, a Notary Public in and for the City and County of San Francisco, State of California, residing therein, duly commissioned and sworn, personally appeared JULIAN E. SIMPSON known to me to be the person whose name is subscribed to the within instrument, and he acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year in this certificate of acknowledgment last above written.



Barbara Buckley
Notary Public
State of California
My commission expires May 14, 1972

12392

EXHIBIT A

<u>Name</u>	<u>File No.</u>	<u>Official Records</u> <u>Eureka County, Nevada</u>	
		<u>Book</u>	<u>Page</u>
Prado No. 1	44315	18	221
Prado No. 2	44316	18	223
Prado No. 3	44317	18	225
Prado No. 4	44318	18	227
Prado No. 5	44375	18	301
Prado No. 6	44376	18	302
Prado No. 7	44377	18	303
Prado No. 8	44378	18	304
Prado No. 9	44379	18	305
Prado No. 10	44380	18	306
Prado No. 11	44381	18	307
Prado No. 12	44382	18	308
Prado No. 13	44383	18	309
Prado No. 14	44384	18	310
Prado No. 15	44385	18	311
Prado No. 16	44386	18	312
Prado No. 17	44387	18	313
Prado No. 18	44388	18	314
Prado No. 19	45027	20	070
Prado No. 20	45028	20	071
Prado No. 21	45029	20	072
Prado No. 22	45030	20	073
Prado No. 23	45031	20	074

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<u>Name</u>	<u>File No.</u>	<u>Official Records</u> Eureka County, Nevada	
		<u>Book</u>	<u>Page</u>
Prado No. 24	44543	18	553
Prado No. 25	44544	18	554
Prado No. 26	44545	18	555
Prado No. 27	44546	18	556
Prado No. 28	44547	18	557
Prado No. 29	44548	18	558
Prado No. 30	44549	18	559
Prado No. 31	44550	18	560
Prado No. 32	44551	18	561
Prado No. 33	44552	18	562
Prado No. 39	45032	20	075
Prado No. 40	45033	20	076
Del No. 1	44363	18	289
Del No. 2	44364	18	290
Del No. 3	44365	18	291
Del No. 4	44366	18	292
Del No. 5	44367	18	293
Del No. 6	44368	18	294
Del No. 7	44369	18	295
Del No. 8	44370	18	296
Del No. 9	44371	18	297
Del No. 10	45034	20	077
Del No. 11	44372	18	298

EXHIBIT A

<u>Name</u>	<u>File No.</u>	<u>Official Records</u>	
		<u>Book</u>	<u>Page</u>
Del No. 12	45035	20	078
Del No. 13	44373	18	299
Del No. 14	45036	20	079
Del No. 15	44374	18	300
Del No. 16	45037	20	080
Del No. 17	44716	19	207
Del No. 18	44717	19	208
Del No. 19	44718	19	209
Del No. 20	44719	19	210
Del No. 21	44720	19	211
Del No. 22	44721	19	212
Del No. 23	44722	19	213
Del No. 24	44723	19	214
Del No. 25	44724	19	215
Del No. 26	44725	19	216
Del No. 27	44726	19	217
Del No. 28	44727	19	218
Del No. 29	44728	19	219
Del No. 30	45038	20	081
Del No. 31	45039	20	082
Del No. 32	45040	20	083
Del No. 33	45041	20	084
Del No. 34	44729	19	220

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<u>Name</u>	<u>File No.</u>	<u>Official Records</u>	
		<u>Book</u>	<u>Page</u>
Del No. 35	44730	19	221
Del No. 36	44731	19	222
Del No. 37	44732	19	223
Del No. 38	44733	19	224
Del No. 39	44734	19	225
Del No. 40	44735	19	226
Del No. 41	44736	19	227
Del No. 42	44737	19	228
Del No. 43	44738	19	229
Del No. 44	44739	19	230
Del No. 45	45042	20	085
Del No. 46	45043	20	086
Del No. 47	45044	20	087
Del No. 48	45045	20	088
Del No. 49	45046	20	089
Del No. 50	45047	20	090
Del No. 51	45048	20	091
Del No. 52	45049	20	092
Del No. 53	45050	20	093
Del No. 54	45051	20	094
Del No. 55	45052	20	095
Del No. 56	45053	20	096
Del No. 57	45054	20	097

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EXHIBIT A

<u>Name</u>	<u>File No.</u>	Official Records Eureka County, Nevada	
		<u>Book</u>	<u>Page</u>
Del No. 58	45469	21	066
Del No. 59	45470	21	067
Del No. 60	45471	21	068
Del No. 61	45472	21	069

COPY

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BOOK B270 PAGE 596

RECORDED AT REQUEST OF
130000 Philip Harrison

At 3:07 Min Past 11 A M
SEP - 4 1968

City & County of San Francisco, Calif.
MARTIN MORGAN
RECORDER

848

5.

12392

CERTIFIED COPY

I, MARTIN MONGAN, RECORDER OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, DO HEREBY CERTIFY THAT THE ANNEXED DOCUMENT IS A CORRECT COPY OF THE ORIGINAL RECORDED IN MY OFFICE ON Sept 4, 1968 IN BOOK B270 OF OFFICIAL RECORDS.

PAGE 596 - 604 Sec
WITNESS MY HAND AND SEAL THIS

SEP 17 1968

MARTIN MONGAN, Recorder

Robert L. Meyer
DEPUTY

RECORDED AT THE REQUEST OF Brobeck, Phleger & Harrison
on Sept. 24, 19 68, at 50 mins. past 11 A. M. in
Book 26 of OFFICIAL RECORDS, page 51-60 RECORDS OF
EUREKA COUNTY, NEVADA. William A. McPaul Recorder.
File No. 47830 Fee \$ 12.00

