

4887834

Filing Fee: \$35.00



APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

Corporation Name Kensalt, Inc. 137311

Amending the Corporation Name

The corporation name is changed to: Kennecott Utah Copper Corporation

NOTE: If the corporation has also changed its name in its home state, a certificate of that change is required with this application.

RECEIVED
JUL 20 1989

Amending the Statement of Corporate Purpose

The corporate purpose is amended to include or delete: _____

Under penalties of perjury, we declare this Application for Amended Certificate of Authority to be, to the best of our knowledge and belief, true and correct.

Please return 2 copies of this application to:

Utah Division of Corporations and Commercial Code
P. O. Box 45801
Salt Lake City, UT 84145-0801

STATE OF UTAH
DEPARTMENT OF COMMERCE
DIVISION OF CORPORATIONS AND COMMERCIAL CODE

I Herby certify that the foregoing has been filed
and approved on the 20th Day of July 89
in the office of this Division.
EXAMINER DS Date 7/20/89



Peter Van Alstyne
DEPUTY ASSISTANT
DIVISION DIRECTOR

By: Robert R. Dimock
Signature

Title of Corporate Officer:
ROBERT R. DIMOCK, VICE PRESIDENT

Date JULY 19, 1989

RECEIVED

9201010071

BR6202PG0445

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Gazelle Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, the Board of Directors adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of said corporation, and declared said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this Corporation be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the Corporation is Kennecott Utah Copper Corporation."

SECOND: That, thereafter, pursuant to resolutions of the Board of Directors of said corporation, the sole stockholder of said corporation, upon written consent as authorized by Delaware General Corporation Law Section 228, duly authorized the above amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Gazelle Corporation has caused this certificate to be signed by Leslie A. Broder, its Senior Vice President, and attested by Richard H. Wolf, its Assistant Secretary, this 30th day of June, 1989.

Gazelle Corporation

By: 
Senior Vice President

Attest:

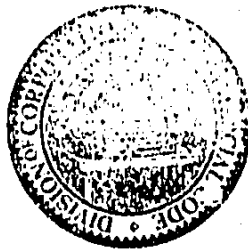
By: 
Assistant Secretary

7266A

BK 6202PG0447

STATE OF UTAH
DEPARTMENT OF COMMERCE
DIVISION OF CORPORATIONS AND COMMERCIAL CODE

I hereby certify that the foregoing is a true
copy of Amended Certificate of Authority
and the endorsements thereon, as the same is
taken from and compared with the original filed
in the office of this Division on the 20th
day of July A.D. 1989 and
now remaining on file of record therein.



Peter Van Alstyne
PETER VAN ALSTYNE
DIVISION DIRECTOR

Date 2-26-90 File # 132311

By Marilyn Fuller

1000

4887834
02 MARCH 90 01:54 PM
KATIE L. DIXON
RECORDER, SALT LAKE COUNTY, UTAH
JAMES C. HYDE
50 W BROADWAY SUITE 400
SLC, UT 84111
REC BY: D DANGERFIELD , DEPUTY

8. ,

13596155
03/12/2021 02:31 PM \$40.00
Book - 11135 Pg - 6291-6296
RASHELLE HOBBS
RECORDER, SALT LAKE COUNTY, UTAH
KENNECOTT UTAH COPPER, LLC
4700 DAYBREAK PARKWAY
SOUTH JORDAN UT 84009
BY: ADA, DEPUTY - M I 8 P.

**RECORDING REQUESTED BY AND
WHEN RECORDED MAIL TO:**
Kennecott Utah Copper LLC
Attn: Land Management
4700 Daybreak Parkway
South Jordan, UT 84009]

(Space Above for Recorder's Use Only)

AFFIDAVIT OF NAME CHANGE AND CONVERSION

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

Gaby Poirier, the Managing Director of Kennecott Utah Copper LLC ("KUC"), a Utah Limited Liability Company, being duly sworn and under oath, deposes and states as follows:

1. On July 5, 1989, Gazelle Corporation, a Delaware corporation, filed a Certificate of Amendment of Certificate of Incorporation with the Delaware Division of Corporations, in a form prescribed by such agency, a copy of which is attached hereto as **Exhibit A**, pursuant to which Gazelle Corporation changed its name to Kennecott Utah Copper Corporation, a Delaware corporation.

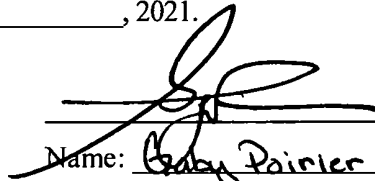
2. Also, on April 15, 2009, with an effective date of May 1, 2009, Kennecott Utah Copper Corporation filed with the Utah Division of Corporations and Commercial Code, in a form prescribed by such agency, Articles of Conversion and Articles of Organization by which Kennecott Utah Copper Corporation, a Delaware corporation, filed to convert to Kennecott Utah Copper LLC, a Utah limited liability company, a copy which is attached hereto as **Exhibit B**, pursuant to which Kennecott Utah Copper Corporation effectively and duly converted to Kennecott Utah Copper LLC.

3. I hereby execute this affidavit, to be recorded in the public records of Salt Lake County, Utah, to give constructive notice of the name change of Gazelle Corporation to Kennecott Utah Copper Corporation and the subsequent conversion of Kennecott Utah Copper Corporation to Kennecott Utah Copper LLC.

(Signature Page Follows)

Executed this 9th day of March, 2021.

Approved as to form
Rio Tinto Legal
Nicole Carlisle Squires
Corporate Counsel *ncs*



Name: Gaby Poirier
Title: Managing Director, Kennecott

ACKNOWLEDGEMENT

STATE OF Utah)
COUNTY OF Salt Lake) §

On this 9th day of March, in the year 2021, before me Gaby Poirier, whose identity is personally known to me (or proved on the basis of satisfactory evidence) and who by me duly sworn/affirmed, did say that he is the Managing Director of Kennecott Utah Copper LLC, and that said document was signed by him/her on behalf of said company, and said Gaby Poirier acknowledged to me that said company executed the same.

Witness my hand and official seal.


(Notary Signature)

(Notary Seal)

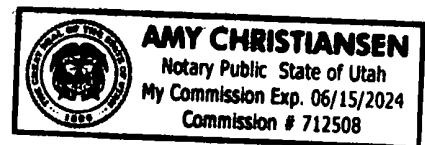


Exhibit A

Certificate of Amendment of Certificate of Incorporation

(see attached)

THE CORPORATION TRUST COMPANY



DATE SUBMITTED July 5, 1989

729186042

Pursuant to counsel's instructions,
submitted for filing by:

The Corporation Trust Company

FILE DATE July 5, 1989

D. A. Hampton:mka

TIME 10 a.m.

Dah

FILER'S NO. 00010

NAME OF COMPANY Gazelle Corporation

CHANGING NAME TO: Kennecott Utah Copper Corporation
RES. NO. 7304305

FILE NUMBER 9334-67

TYPE OF DOCUMENT CERTIFICATE OF AMENDMENT SECTION NO. 0242d

CHANGES NAME _____

CHANGES AGENT/OFFICE _____

STOCKS \$ _____

TO \$ _____

FRANCHISE TAX \$ _____

Closed/Invoice

JUL 13 1989

Division of Corporation

Filing Fee Tax \$ _____

Receiving and Indexing \$ _____

NO. 2 Certified Copies \$ _____

NO. _____ PAGES (If prepared
by the Division of Corp.) \$ _____

OTHER _____ \$ _____

OTHER _____ \$ _____

TOTAL \$ _____

FILED

JUL 5 1989

10AM

729186042

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

[Handwritten signature]

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RESOLVED, that the Certificate of Incorporation of this Corporation be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

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SECOND: That, thereafter, pursuant to resolutions of the Board of Directors of said corporation, the sole stockholder of said corporation, upon written consent as authorized by Delaware General Corporation Law Section 228, duly authorized the above amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Gazelle Corporation has caused this certificate to be signed by Leslie A. Broder, its Senior Vice President, and attested by Richard H. Wolf, its Assistant Secretary, this 30th day of June, 1989.

Gazelle Corporation

By: *[Signature]*
Senior Vice President

Attest:

By: *[Signature]*
Assistant Secretary

7266A

Exhibit B

Articles of Conversion and Articles of Organization

(see attached)

DELAYED EFFECTIVE DATE

RECEIVED

APR 15 2009

KENNECOTT UTAH COPPER LLC

Utah Div. Of Corp. & Comm. Code

ARTICLES OF CONVERSION

CONVERSION

Pursuant to Sections 48-2c-1401 and 48-2c-1402 of the UTAH REVISED LIMITED LIABILITY COMPANY ACT (2008)

The undersigned authorized person executes and files these Articles of Conversion this 15th day of April 2009 in order to convert a Delaware corporation into a Utah limited liability company, with effect from 1 May 2009, pursuant to the provisions of §48-2c-1401 and §48-2c-1402 of the UTAH REVISED LIMITED LIABILITY COMPANY ACT (2008) and does certify:

1036481

FIRST - Incorporation Date and Jurisdiction of Subject Entity: The subject entity was incorporated on 10 March 1982 under the laws of the State of Delaware.

SECOND - Name of Subject Entity: The name of the subject entity immediately prior to the filing of these Articles of Conversion is Kennecott Utah Copper Corporation.

THIRD - Name of Converted Entity: The name of the entity as set forth in the Articles of Organization filed in accordance with Subsection 48-2c-1401(2)(b) of the UTAH REVISED LIMITED LIABILITY COMPANY ACT (2008) and pursuant to the provisions of Subsections 48-2c-402 and 48-2c-403 of the UTAH REVISED LIMITED LIABILITY COMPANY ACT (2008) is: Kennecott Utah Copper LLC.

FOURTH - Future Effective Date: The conversion shall become effective on 1 May 2009.

FIFTH - Approval of Conversion: Under penalties of perjury, I declare that these Articles of Conversion have been duly approved by the owners of the entity.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion as of the date first above written.

Shannon S. Crompton
SHANNON S CROMPTON

Date: 04/15/2009
Receipt Number: 2821015
Amount Paid: \$37.00

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed
and approved on this 15 day of April, 2009
in this office of this Division and hereby issue
this Certificate thereof.

Examiner: *JWH* Date: *5/1/09*



Shannon S. Crompton
Utah Secretary
Division Director

CROMPTON:32257

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed
and approved on this 1 day of May, 2009
in the office of this Division and hereby issue
the Certificate thereof.

Examine: JPM Date 5/14/09



Shannon S. Crompton
Division Director

KENNECOTT UTAH COPPER LLC

ARTICLES OF ORGANIZATION

Pursuant to Sections 48-2c-402 and 48-2c-403 of the
UTAH REVISED LIMITED LIABILITY COMPANY ACT (2008)

RECEIVED
APR 15 2009
Utah Div. Of Corp. & Comm. Code
CONVERSION

The undersigned authorized person executes and files these Articles of Organization this
15th day of April 2009 in order to form a limited liability company, with effect from 1 May 2009,
pursuant to the provisions of §48-2c-402 and §48-2c-403 of the UTAH REVISED LIMITED LIABILITY
COMPANY ACT (2008) and does certify:

FIRST – Name of Limited Liability Company: The name of the limited liability company is
Kennecott Utah Copper LLC (the "Company").

SECOND – Purpose: The Company will directly or indirectly through subsidiaries, ventures,
membership companies or otherwise (i) engage in the primary businesses of acquiring, holding,
investing in mineral exploration, mining and related properties, the business of mining, processing,
milling, smelting, refining, marketing and otherwise producing and selling copper, molybdenum,
gold, silver and related products, managing and performing reclamation and remediation of
properties disturbed by mining and related activities, and otherwise (ii) in any other lawful act or
activity for which limited liability companies may be formed under the Act related to its primary
business purposes. The Company shall have all of the general powers granted to limited liability
companies organized under the UTAH REVISED LIMITED LIABILITY COMPANY ACT (2008), whether
granted by specific statutory authority or by construction of law.

THIRD – Registered Agent: The address of the Company's Commercial Registered Agent
within the State of Utah is 2180 South 1300 East, Salt Lake City, Utah 84106, and the name of the
Company's Registered Agent for service of process at such address is Corporation Service
Company (Commercial Registered Agent Registration Number 7156715-0250), which Registered
Agent has consented to serve as such.

FOURTH – Organizer: The name and street address of the Organizer of the Company, who
is neither a Member nor a Manager, is Shannon S Crompton, 1343 South 1800 East, Salt Lake City,
Utah 84108.

FIFTH – Management: The Company will be managed by a single manager, whose name
and street address are: Kennecott Management Services Company, 4700 Daybreak Parkway,
South Jordan, Utah 84095.

SIXTH – Duration: The duration of the Company shall be ninety-nine (99) years from the
Future Effective Date of these Articles of Organization.

SEVENTH – Principal Address: The principal address of the Company shall be 4700
Daybreak Parkway, South Jordan, Utah 84095.

EIGHTH – Future Effective Date: The Company's formation shall be effective 1 May 2009.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as
of the date first above written.

Shannon S. Crompton
SHANNON S CROMPTON

CROMPTOS:32239

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