

ARTICLES OF INCORPORATION  
OF  
HAVLAH RESOURCES, INC.

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SECRETARY OF STATE  
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS, that I the undersigned person, a bona fide resident and citizen of the United States of America, and being a person of full legal age, and being a resident of the State of Idaho, have this day voluntarily formed a corporation under and pursuant to the laws of the State of Idaho, and I hereby certify as follows:

## ARTICLE I

NAME: The name of this corporation shall be HAVLAH RESOURCES, INC.

## ARTICLE II

DURATION: The Corporation shall have perpetual existence, unless dissolved by action of the stockholder or stockholders or by operation of law.

## ARTICLE III

PURPOSESES: The purposes for which this corporation is formed shall be as follows:

1. To perform or act in any part of the world any and everything herein set forth, to the same extent as a natural person might or could do, as either principal or agent.
2. To carry on the business of mining, manufacturing, processing, operating, leasing, selling, maintaining, repairing or handling, in any manner ores, petroleum, metals, minerals machinery, goods or services used or which may be used in any mining, milling, manufacturing, service or retain business.
3. To enter into, make, perform, and carry out contracts of every kind, amount, and character, with any person, firm, association, or corporation.
4. To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, real and personal property of every kind and character, including debts, personal property of every kind and character, including debts, dues, demands or causes of action, evidence of debts, bonds and stocks of corporation, public or private.
5. To borrow and lend money from and to any person, firm, association, and to make, take and execute notes, mortgages, bonds, deeds of trust, or other evidence of debt or security; or by any other lawful manner or means, to take and receive notes, bonds, mortgages, deeds of trust, or other evidence of indebtedness; for the use and benefit of said corporation.
6. To own, hold, lease, sublet, buy, or sell, on its own account, or for any person, firm, association or corporation, all and every kind of merchandise or commodities.
7. To build any and all shops, buildings, warehouses, and structures, at any place proper or convenient to carry on any or all of the purposes of the business of this corporation.
8. To purchase or otherwise acquire and own the corporate and common or preferred stock and bonds of any other corporation; and to purchase and acquire its own common stock, other than prevented by law of Idaho.
9. To issue corporate bonds or debentures; form subsidiary corporations; enter joint ventures or form partnerships, with any person, firm, or corporation.
10. To have power to make donations for the public welfare or for charitable, scientific or educational purposes.
11. To have power to do all and everything necessary and proper for the accomplished of the objects enumerated in these articles of incorporation or any amendment thereof, or necessary or

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incidental to the protection and benefit of the corporation and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in these articles of incorporation of the corporation, or any amendment thereof.

12. To transact and do all such things as or may be considered as conducive or incidental to each and every purpose above set-forth; and to conduct and carry on the business for which this corporation is organized alone, and or with others; it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation.

13. In addition to the foregoing powers, also to have all authority, powers and rights granted by the laws of the State of Idaho, particularly Section 30-114, Idaho Code, and any amendments thereof.

#### ARTICLE IV

**REGISTERED OFFICE AND AGENT:** The registered office of this corporation and the principal place for transaction of its business is designated as: 616 North Highway 95, Riggins, Idaho 83549 and the registered agent shall be: Gerald P. Kooyers, 616 North Highway 95, Riggins, Idaho 83549.

#### ARTICLE V

**DIRECTORS:** The governing board of this corporation shall be known as directors. Until the organizational meeting of the stockholders and from an election under the By-Laws of this corporation the undersigned and named incorporator shall be the Director of the corporation. The number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws of this corporation. Directors shall have the qualifications of stockholders, but shall not be required to be stockholders in order to serve.

#### ARTICLE VI

**CAPITAL STOCK:** The amount of capital stock of the corporation shall be 100,000 shares of non-assessable stock at the par value of \$1.00 per share for a total capitalization of \$100,000.00. Transfer of stock may be restricted by the By-Laws of the corporation.

#### ARTICLE VII

**SUBSCRIPTION:** The amount of capital stock subscribed as of the date of execution of these Articles shall be identical to that of the corporation to be merged into this corporation, Havlah Resources, Inc. a Nevada Corporation.

#### ARTICLE VIII

**POWERS:** In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized: Subject to the By-Laws, if any, adopted by the stockholders, to make, alter or amend the By-laws of the corporation. To fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed, mortgages and liens upon the real and personal property of this Corporation. By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the Directors of the Corporation, which to the extent provided by the resolution, or in the By-Laws of the Corporation, shall have any may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee, or committees, shall have such name or names, as may be stated in the By-Laws of the corporation, or as may be determined from time to time by resolution

adopted by the Board of Directors.

When and as authorized by the affirmative vote of the stockholders holding stock entitling them to exercise at least a majority of the voting power given at a stockholders meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions as its Board of Directors deems expedient and for the best interests of the Corporation.

#### ARTICLE IX

**SUBSCRIPTION RIGHTS:** No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the corporation, wither now or hereafter, or any bonds, debentures or securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of directors to such persons and on such terms as in its discretion it shall deem advisable.

#### ARTICLE X

**PERSONAL LIABILITY:** No director or officer of the corporation shall be personally liable to the Corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer involving any act or omission of any such duty as a director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer for acts or omission which involve intentional misconduct, fraud or a knowing violation of law, or the payment of dividends in violation of law, Idaho Code. Any repeal or modification of this Article by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

#### ARTICLE XI

**AMENDING THE ARTICLES:** This Corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon Stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the Incorporator herein before named for the purpose of forming a Corporation pursuant to the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, accordingly

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

29th Day of January, 2016

Gerald P. Kooyers  
Gerald P. Kooyers, Incorporator  
616 N Hwy 95  
Riggins, ID 83549

IDAHO SECRETARY OF STATE  
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