



Department of State.

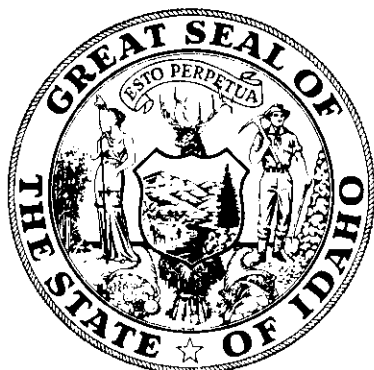
**CERTIFICATE OF AUTHORITY
OF**

ALPINE MINERALS CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **ALPINE MINERALS CORPORATION** for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **ALPINE MINERALS CORPORATION** to transact business in this State under the name **ALPINE MINERALS CORPORATION** and attach hereto a duplicate original of the Application for such Certificate.

Dated **November 14, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Alpine Minerals Corporation

2. The name which it shall use in Idaho is Alpine Minerals Corporation of
Montana

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of State of Montana

4. The date of its incorporation is January 21, 1983 and the period of its duration
is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is
2626 Garland Dr. , Missoula, Montana 59803

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is North Loop Road Box 8
Cocolalla, Idaho 83813, and the name of its proposed
registered agent in Idaho at that address is W.W. Green

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
to own, explore, develop, and mine mining
property and other complementary business

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Barrie Kirkeberg	President	2626 Garland Dr. Missoula, Mt 59803
Knute Kirkeberg	President	2626 Garland Dr. Missoula, Mt 59803

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
100,000	common	\$0.50

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: Oct 20, 1983

By Barrie Kerkberg President
Its President/Vice President (please specify)
and Knut Kerkberg secretary
Its Secretary/Assistant Secretary (please specify)

STATE OF Montana)
COUNTY OF Missoula)ss

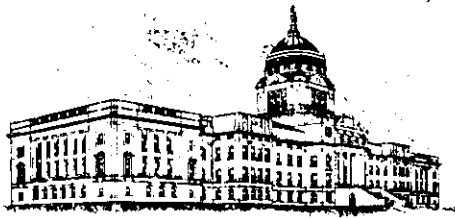
I, Carolyn A. Rozen, a notary public, do hereby certify that on this 20th day of October, 19 83, personally appeared before me Barrie Kerkberg & Knut Kerkberg, who being by me first duly sworn, declared that ^{they} ~~he~~ is the president & secretary/treasurer of Alpine Minerals Corporation

that he signed the foregoing document as president & secretary/treasurer of the corporation and that the statements therein contained are true.

NOTARY PUBLIC for the State of Montana
Residing in Missoula, Montana
My Commission expires Jan. 31, 1985

Carolyn A. Rozen
Notary Public

Office of the Secretary of State



STATE OF MONTANA

I, **JIM WALTERMIRE**, Secretary of State of the State of Montana, do hereby certify that on

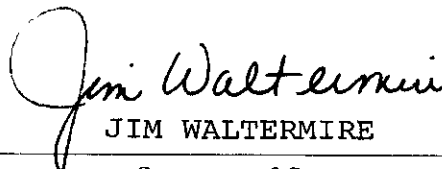
January 21, 1983

ALPINE MINERALS CORPORATION

duly filed its Articles of Incorporation in this office and on said date was created a body politic and corporate.

I further certify that no notice or decree of dissolution has been placed on record in this office by said corporation and that so far as my records indicate the corporation is in good standing under the laws of the State of Montana and authorized to transact its business and conduct its affairs in this State.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State of Montana, at Helena, the Capital,
this 9th day of November
A.D. 19 83.


JIM WALTERMIRE

Secretary of State


by Florence Armstrong Deputy

SECRETARY OF STATE
STATE OF MONTANA

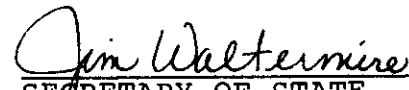
Jim Waltermire
Secretary of State

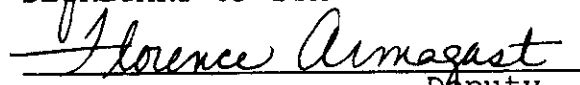
State Capitol
Helena, Montana 59620

CERTIFICATION

I hereby certify that the attached is a true and complete copy
of the 11 page document(s) on file in this office.

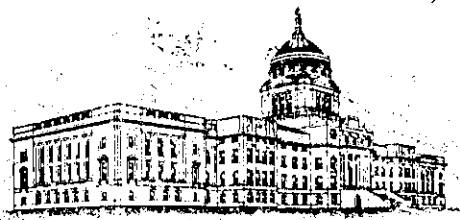
DATED: November 9, 1983



SECRETARY OF STATE


Deputy

Office of the Secretary of State



OF THE STATE OF MONTANA

CERTIFICATE OF INCORPORATION

I, JIM WALTERMIRE, Secretary of State of the State of Montana, do hereby certify that duplicate originals of Articles of Incorporation for the incorporation of

ALPINE MINERALS CORPORATION

duly executed pursuant to the provisions of Section 35-1-201 Montana Code Annotated, have been received in my office and found to conform to law.


NOW, THEREFORE, I, JIM WALTERMIRE, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Incorporation to

ALPINE MINERALS CORPORATION

and attach hereto a duplicate original of the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this 21st

day of January A.D. 1983


JIM WALTERMIRE
Secretary of State

[RECEIVED]

JUL 17 1973

JIM WALLACE
SECRETARY OF STATE*Jim Wallace*

ARTICLES OF INCORPORATION
OF
ALPINE MINERALS CORPORATION

We, the undersigned natural persons of legal age, acting as incorporators of a corporation under the Montana Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: Name: The name of this corporation is and shall be known as: ALPINE MINERALS CORPORATION

SECOND: Duration: The period of duration of the corporation is perpetual.

THIRD: Purposes: The purposes for which this corporation is organized are:

1. To engage in the business to own, explore, develop and mine mining property and other complementary business.

2. To carry on any other lawful business, except banking or insurance, and to do any other thing in connection with the objects and purposes above-mentioned that may be necessary or proper to successfully accomplish or promote said objects and purposes; also, to make and perform contracts of any kind and description and in carrying on the business or for the purpose of attaining or furthering any of its objects; to do any and all other acts and things and to exercise any and all other powers which are now or hereafter may be authorized by law.

3. To own, hold, manage, operate, lease and sell buildings and real estate; to own, hold, mortgage or encumber real estate.

4. To purchase, acquire, apply for, secure, hold, or own any and all copy rights, trademarks, trade names, and distinctive marks; and to license, lease or authorize the use thereof by other persons, firms or corporations.

5. To buy, sell, deal in, lease, hold or improve industrial equipment, and with that end in view, to acquire by purchase, lease, hire or otherwise, lands, tenements, hereditaments or any interest therein, and to improve the same, and generally to hold, manage, deal with and improve the property of the company, and to sell, lease, mortgage, pledge or otherwise dispose of the company; to advance money to and to enter into contracts and arrangements of all kinds with builders, property owners, lessees and others.

6. The Corporation may use and apply its surplus earnings or accumulated profits to the purchase or acquisition of property and to purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner and upon such terms as its Board of Directors shall determine; and neither such property nor the capital stock so purchased are acquired, nor any of its capital stock taken in payment or satisfaction of any debt due to the company shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by a majority of the Board of Directors, or by a majority of the stockholders.

7. To acquire or otherwise own, hold, use, lease, buy, sell, improve, deal in, mortgage, convey, or otherwise dispose of lands for residential, agricultural and stock purposes, timber lands, also town lots, buildings, houses and apartments, and real estate of every character and description and any and all rights and interests therein.

8. To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein enumerated, of which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

9. This Company may conduct its business in other states and in the territories and in foreign countries, and may have one office or more than one office, and keep the books of the Company outside of the State of Montana, except as otherwise may be provided by law; and may hold, purchase, mortgage and convey real and personal property either in or out of the State of Montana.

10. To do business on commission and to act as agent or attorney of or for others, persons or corporations, in the doing or transaction of any business which this Company may or can do or carry on for itself.

11. To borrow money for the business of the Company, and for the purpose of raising money necessary for the transaction of the business of the Company or of any of its business, or the acquisition of property, or for any other purpose; or

to secure any indebtedness of said Company; to execute bonds, debentures, promissory notes or other evidences of indebtedness, and to secure the same by mortgage or pledge of any part or all of the property of the company, whether real or personal, or both.

FOURTH: Shares: The amount of capital stock of said corporation shall be FIFTY THOUSAND DOLLARS (\$50,000.00) divided into ONE HUNDRED THOUSAND (100,000) share of par value of fifty cents (\$.50) each. The said capital stock shall be of only one class and may be issued by the corporation from time to time as the Board of Directors may deem advisable.

FIFTH: Non-Assessable: The directors of this corporation shall be two. However, this number may be increased up to a maximum of fifteen by amendment or by law duly adopted by the shareholders or by the Board of Directors. The names and addresses of the persons who are to serve as the initial directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
KNUTE KIRKEBERG	Box 192 Hot Springs, Montana 59845
BARRIE D. WALL	2005 South 7th West Missoula, Montana 59801

SEVENTH: Internal Affairs: Provisions for the regulations of internal affairs of this corporation are:

A. The Board of Directors shall have the power to adopt, alter, amend or repeal the By-laws.

B. No contract or other transaction between this corporation and any of its directors shall be void or voidable at a meeting of the Board of Directors by a majority of the Directors present who have no individual interest in such transaction, or by the written resolution signed by all of the directors of this corporation without a formal meeting. Further, no director shall be liable to account to this corporation for any profit realized by him or through any such contract or transaction, ratified or approved as aforesaid.

C. This corporation shall indemnify every director, officer, or employee, whether or not then in office or employed, and every director, officer or employee (Whether or not then in office or employed) of each other corporation in which this corporation owns a majority of the shares of stock entitled to vote for election of directors of such corporation, his heirs, executors or administrators, against reasonable expenses, including counsel fees, and fines and penalties (including the cost or reasonable settlement and made with a view to curtailment of cost of litigation; exclusive of any amount paid to this corporation or any such other corporation in settlement) incurred in connection with any civil, criminal or administrative action, suit or proceedings in which he is made a party, or threatened to be made a party, by reason of the fact that he, or his testator or intestate, is or was a director,

officer or employee of this corporation, or such other corporation, whether or not he, or his testator or intestate, is or was a director, officer or employee at the time of incurring such expenses, except in relation to matters as to which he or his testator or intestate shall be finally adjudged in such civil, criminal or administrative action, suit or proceedings to be liable for negligence or misconduct in the performance of his duties as such director, officer or employee; and in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which this corporation is advised by counsel that the person to be indemnified, or his testator or intestate has not, in any substantial way, been derelict in the performance of his duties as charged in such civil, criminal or administrative action, suit or proceedings. The foregoing right or indemnification shall not be exclusive or other rights to which any person so indemnified may be entitled.

D. The Board of Directors shall have authority to mortgage, sell, lease, exchange or otherwise dispose of all, or substantially all, of the property and assets of this corporation, including the good will, upon such conditions, and for such consideration which may consist in whole or in part of money or property, real, or personal, including shares of any other corporation, domestic or foreign, as shall be authorized by the Board of Directors, no authorization by stock holders being required.

E. No shareholder shall transfer, alienate, or in any way dispose of any share of the corporation unless such shares shall first have been offered for sale to the corporation. The corporation reserves and shall have the exclusive right and option to purchase such shares at a price equal to market value thereof within 30 days after such offer. After the expiration of said time limit and if the corporation has not exercised its option to purchase such share, shareholders shall be free to then offer such shares to the remaining shareholders on the same basis as set forth above, it being the intention hereof to give them second preference in the purchase of such shares. If none of the remaining shareholders shall not exercise their option within the time allowed (30 days), the shareholder shall be free to transfer, alienate or otherwise dispose of such share without any restriction whatsoever.

EIGHT: Registered Office and Registered Agent:

The initial registered office of this corporation is:

2005 South 7th West
Missoula, Montana 59801

The initial registered agent of this corporation at such address is:

BARRIE D. WALL

NINTH: Incorporators: The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
KNUTE KIRKEBERG	Box 192 Hot Springs, Montana 59845
BARRIE D. WALL	2005 South 7th West Missoula, Montana 59801

DATED this 18 day of January, 1983.

Knute Kirkeberg
KNUTE KIRKEBERG

STATE OF MONTANA)
)ss
County of Missoula)

On this 18th day of January, 1983,
before me, the undersigned, a Notary Public for the State of
Montana, personally appeared Knute Kirkeberg, known to me to
be the person whose name is subscribed to the foregoing
instrument and acknowledged to me that he executed the same,
and the statement herein contained is true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this day and year in this certificate first above written.

(NOTORIAL SEAL)

[Signature]

Notary Public for the State of
Montana

Residing at Missoula

My Commission Expires 10-25-85

DATED this 18th day of January, 1983.

Barrie D. Wall
BARRIE D. WALL

STATE OF MONTANA)
)ss
County of Missoula)

On this 18th day of January, 1983,
before me, the undersigned, a Notary Public for the State of
Montana, personally appeared Barrie D. Wall, known to me to
be the person whose name is subscribed to the foregoing in-
strument and acknowledged to me that he executed the same,
and the statements herein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and
seal this day and year in this certificate first above written.

(NOTORIAL SEAL)

[Signature]
Notary Public for the State of
Montana
Residing at Missoula
My Commission Expires 10-25-85

TO: THE HONORABLE JIM WALTERMIRE
Secretary of State
Montana State Capitol
Helena, MT 59620

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JIM WALTERMIRE
SECRETARY OF STATE

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STATE OF MONTANA
FILED
OCT 19 1983

JIM WALTERMIRE
SECRETARY OF STATE
Jim Waltermire

\$7.50
54

Filing Fee: \$7.50 Profit
\$2.00 Nonprofit

STATE OF MONTANA

STATEMENT OF CHANGE OF REGISTERED AGENT OR REGISTERED OFFICE, OR BOTH, OF CORPORATION

For the purpose of having and continuously maintaining a registered agent at a registered office with the State of Montana, according to 35-1-305, 35-1-1012, 35-2-302, or 35-2-811, MCA, the undersigned submits the following statements of fact of the Secretary of State:

1. The exact name of the corporation is Alpine Minerals Corporation
2. The name of the present registered agent is Barrie D. Wall
3. The name of the new registered agent is Barrie D. Kirkeberg
4. The address of the present registered office is 2005 South 7th West, Missoula, Mont.
5. The address of the new registered office is 2626 Garland Drive
Missoula, Montana, 59803
(Include street name and number or physical location in addition to box number with the city and zip)
6. The undersigned further states that the address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors.

8. Date and signature

October 17, 1983
Date

Alpine Minerals Corporation
Exact name of corporation
By: *Barrie Kirkeberg*
Signature of Officer
president
Title of Officer

9. Verification

State of _____
County of _____

Date October 17, 1983

I, the undersigned Notary Public, hereby certify that Barrie Kirkeberg personally appeared before me and, being by me first duly sworn, depose and say that he is the president of the corporation, and that the statements therein are true.

(Notarial Seal)

Carole A. Rosen
Notary Public for the State of Montana
Residing at Missoula
My commission expires 1-31-86

NOTE:
The registered agent may be either an individual resident of Montana whose business office is identical with the registered office of the corporation or a domestic corporation or a foreign corporation authorized to transact business in this state having a business office identical with such registered office. The corporation cannot act as its own registered agent.