



**CERTIFICATE OF INCORPORATION  
OF**

**STAR PHOENIX MINING COMPANY**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated:

April 28, 1989



SECRETARY OF STATE

by:

ARTICLES OF INCORPORATION  
of  
STAR PHOENIX MINING COMPANY

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LORI A. SVOBODA, being over the age of eighteen (18) years, for the purpose of forming a corporation under the provisions of the Idaho Business Corporation Act adopts these Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be:

STAR PHOENIX MINING COMPANY

ARTICLE II

Duration

The duration of this corporation shall be perpetual.

ARTICLE III

Purposes and Powers

The purposes for which this corporation is organized and its powers are:

(a) The acquire, locate, own, enter or lease mines and mineral lands of every kind, nature and description, also to acquire, own, lease or enter mill sites, water rights and terminal facilities. To work, prospect, or develop mines and mineral lands of every nature and description, either for itself or other companies, corporations or individuals upon such terms and for such remuneration as it may deem fit and proper, and to accept, take and hold mineral lands and claims of every kind and nature, either as an entirety or any interest in the same; and to buy, sell, own or control stock of other corporations, as it may deem fit and proper.

To do everything that may be necessary or proper in the conduct of its business in the way of developing, prospecting, locating, acquiring, buying and selling mineral lands and mining claims of every nature and description, and working such mines, and the production of ores and minerals therefrom, and in reducing such ores and minerals to the most profitable merchantable value, and in doing the same to contract, build, buy, sell, own and operate all necessary mills, smelters, machinery, roads, railroads, tramways, ditches, flumes, and such other property as shall be fit and necessary in carrying out the objects herein stated. To locate, buy, sell, or lease real estate, patented mining claims, unpatented mining claims, or mining property of all kinds, and real and personal property of every kind, nature and description, useful or necessary in operating and maintaining the same, and in reducing the ores and in refining the minerals taken therefrom. To erect buildings, operate saw mills, and to engage in steam and other transportation, road building and engineering, freighting and carrying. To locate, acquire, purchase, hold, lease, manage, control and operate, and to sell, lease and dispose of to such person or persons, corporation or corporations, and for such price or prices, and on such terms and conditions as to this Corporation may seem proper, water, water rights, power privileges and appropriations, for mining, milling, agricultural, domestic and other uses and purposes; and

(b) To carry on any lawful business for which corporations may be incorporated under the laws of the State of Idaho pursuant to which this Corporation is formed, and which this Corporation may deem proper or convenient, or which may be calculated to promote, directly or indirectly, the interests of this Corporation or to enhance the value of its property or business, even though such business may not be included in the purposes and powers expressed; and to exercise all of the powers conferred by the laws of the State of Idaho pursuant to which this Corporation is formed, as such laws are now in effect or at any time in the future may be amended.

## ARTICLE IV

### Authorized Shares

The total number of shares of all classes of stock which this Corporation shall have the authority to issue is 51,000,000 shares, consisting of (a) 50,000,000 shares of common stock, \$0.05 par value (the "Common Stock") and (b) 1,000,000 shares of preferred stock, \$0.05 par value (the "Preferred Stock").

The designations, relative rights, preferences and limitations of the shares of Common Stock and Preferred Stock are as follows:

#### A. Common Stock.

(i) Voting. The holders of Common Stock shall at all times vote as one class, with each holder of record of Common Stock entitled to one vote for each share held.

(ii) Dividends. Each issued and outstanding share of Common Stock shall entitle the holder thereof to receive dividends (whether payable in cash, stock or otherwise), when and as declared by the Board of Directors of this Corporation out of funds legally available therefor, subject, however, to the rights of preferred stockholders to first receive dividends payable with respect to the Preferred Stock, as is more fully set forth below.

(iii) Liquidation, Dissolution or Winding Up. In the event of any liquidation, dissolution or winding up of the affairs of this Corporation, whether voluntary or involuntary, each issued and outstanding share of Common Stock shall entitle the holder of record thereof to receive ratably and equally all the assets and funds of this Corporation available for distribution to its stockholders, whether from capital or surplus, subject, however, to the rights of preferred stockholders to first receive such assets and funds with respect to the Preferred Stock, as is more fully set forth below.

#### B. Preferred Stock.

(1) Board Determination of Certain Characteristics. The Board of Directors is hereby authorized, subject to the limitations prescribed by law and the provisions hereof, at its option, from time to time, to divide all or any part of the Preferred Stock into series thereof, to establish from time to

time the number of shares to be included in any such series, and to fix the designations, powers, preferences and rights of the shares of each such series and the qualifications, limitations, or restrictions thereof, and to determine variations, if any, between any series so established as to all matters, including, but not limited to, the determination of the following:

(a) the number of shares constituting each such series and the distinctive designation of such series;

(b) the rate of dividend, if any, and whether dividends shall be cumulative or noncumulative;

(c) the voting powers of holders of such series, if any, including, without limitation, the vote or fraction of vote to which such holder may be entitled, the events upon the occurrence of which such holder may be entitled to vote, and any restrictions or limitations upon the right of such holder to vote, except on such matters as may be required by law;

(d) whether or not such series shall be redeemable and, if so, the terms and conditions upon which shares of such series shall be redeemable, including the date or dates after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(e) the extent, if any, to which such series shall have the benefit of any sinking fund provisions for redemption or purchase of shares;

(f) the rights, if any, of such series in the event of the dissolution of this Corporation or upon any distribution of the assets of this Corporation, including with respect to the voluntary or involuntary liquidation, dissolution or winding up of this Corporation, and the relative rights of priority, if any, of payment of shares of such series;

(g) whether or not the shares of such series shall be convertible and, if so, the terms and conditions on which shares of such series shall be so convertible; and

(h) such other powers, designations, preferences and relative participating, optional or other special rights and such qualifications, limitations or restrictions thereon to the extent permitted by law.

#### ARTICLE V

##### No Preemptive Rights

The owners of shares of Common or Preferred Stock of this Corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends or otherwise.

#### ARTICLE VI

##### Noncumulative Voting

Each shareholder entitled to vote at any election of directors shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, but no shareholder shall be entitled to cumulate his votes at any election of directors.

#### ARTICLE VII

##### Bylaws

The Board of Directors shall have full power to adopt, alter, amend or repeal the bylaws or adopt new bylaws, subject to repeal or change by action of the shareholders. Nothing herein shall deny the concurrent power of the shareholders to alter, amend or repeal the bylaws or adopt new bylaws.

## ARTICLE VIII

### Amendment of Articles

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of this Corporation are granted subject to this reservation.

## ARTICLE IX

### Transactions with Interested Parties

This Corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise, with its directors, officers and shareholders and with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud, no such contract or transaction shall be voided and no such director, officer or shareholder shall be held liable to account to the Corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the Corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the Corporation (but not in the case of shareholders who are not directors or officers), the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the board of directors of this Corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the Corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation.

## ARTICLE X

### Director Liability

No director of this Corporation shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, this provision shall not eliminate the liability of a director for any breach of the director's duty of loyalty to the Corporation or its stockholders, nor for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, nor for liability under Section 30-1-48 of the Idaho Code.

## ARTICLE XI

### Registered Office and Registered Agent

The registered office of the Corporation shall be at 816 Sherman Avenue, Coeur d'Alene, Idaho 83814. The registered agent of the Corporation shall be Edward J. Anson, whose business address is 816 Sherman Avenue, Coeur d'Alene, Idaho 83814.

## ARTICLE XII

### Directors

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the bylaws, but the initial board of directors shall number one (1), who shall serve until the first meeting of shareholders and until his successor is elected and qualified. The name and post office address of the initial director is:

<u>Name</u>	<u>Address</u>
Lori A. Svoboda	1100 Old National Building West 428 Riverside Avenue Spokane, Washington 99201

## ARTICLE XIII

### Incorporator

The name and address of the incorporator is:


Name

Lori A. Svoboda

Address

1100 Old National Building  
West 428 Riverside Avenue  
Spokane, Washington 99201

IN WITNESS WHEREOF, the incorporator has signed these  
Articles of Incorporation in duplicate this 26th day of April,  
1989.

  
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LORI A. SVOBODA, Incorporator