

CERTIFICATE OF INCORPORATION  
OF

**WESTERN SILVER, INC.**

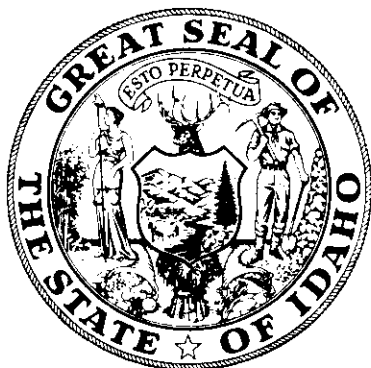
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**WESTERN SILVER, INC.**

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: **August 15, 1983**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

of

WESTERN SILVER, INC.

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SECRETARY OF STATE

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation shall be WESTERN SILVER, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

Without in any way limiting the powers granted by the laws of the State of Idaho, the purposes for which said corporation is formed are as follows:

(a) To engage in the Mining Business; to conduct the aforesaid business and all of its branches, and to do such other things as are incidental, proper, or necessary in the operation of the business; and in carrying out any or all of said purposes to design, manufacture, assemble, buy, sell, import, export, display, distribute, rent, repair, maintain, equip, operate, use, and otherwise dealing in and with, at wholesale and at retail, and as principal, agent, backer, broker, commission-merchant, or any other lawful capacity.

(b) To conduct its business and carry out the above purposes in any state, territory, district, or possession of the United States America, or any foreign country to the extent not forbidden by law and to carry out the transaction of any or all lawful business for which corporation may be incorporated under the Idaho Business Corporation Act.

#### ARTICLE IV

(a) There shall be one class of shares, all of which shall be common shares.

(b) The aggregate number of shares of which the corporation shall have the authority to issue is One Million at the par value of \$1.00 per share.

(c) Each share shall have equal voting rights, each share entitling the holder to one vote.

(d) Each certificate shall bear the legend that the shares are fully paid for and non-assessable.

(e) All stock issued shall be considered "Section 1244 Stock" as is defined under Internal Revenue Code Section 1244.

(f) Any individual or partnership receiving such stock shall be entitled to any benefits as explained in Section 1244 of the Internal Revenue Code.

#### ARTICLE V

The address of the initial registered office of the corporation is Shoup & B Plaza, Suite 325, P.O. Box 476, Idaho Falls, Idaho 83402, and the name of its initial registered agent at such address is John M. Bybee, Attorney at Law.

#### ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 3 and the name and address of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are Ellis Reay, Box 134, Mackay, Idaho 83251, Kenneth L. West, P.O. Box 446, Mackay, Idaho 83251, John M. Bybee, P.O. Box 476, Idaho Falls, Idaho 83402.

#### ARTICLE VII

That the qualifications, term of office, manner of election, and the time and place of meeting and the powers

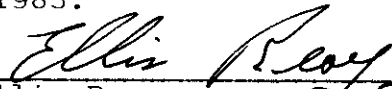
and duties of the director of this corporation shall be prescribed by the By-laws.

That the director of this corporation shall have the power and authority to alter, repeal and amend the by-laws, and adopt new by-laws of the corporation, in the manner fixed by the by-laws of the corporation.

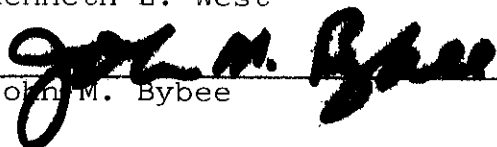
ARTICLE VIII

That the names and post office addresses of the incorporators of said corporation and the number of shares therein subscribed by them are at Ellis Reay, Box 134, Mackay, Idaho 83251, Kenneth L. West, P.O. Box 446, Mackay, Idaho 83251, John M. Bybee, P.O. Box 476, Idaho Falls, Idaho 83251 in the amount of 200,000 shares a piece.

DATED this 17th day of June, 1983.

  
\_\_\_\_\_  
Ellis Reay

  
\_\_\_\_\_  
Kenneth L. West

  
\_\_\_\_\_  
John M. Bybee