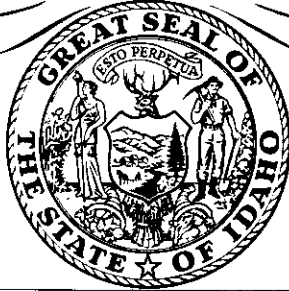


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

TREASURE CANYON CALCIUM COMPANY

was filed in the office of the Secretary of State on the **Second** day of **January**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **122** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

Ninety-nine years from the date hereof, with its registered office in this State located at **Preston** in the County of **Franklin**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **2nd** day of **January**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

TREASURE CANYON CALCIUM COMPANY

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify and agree:

I.

The name of said corporation shall be

TREASURE CANYON CALCIUM COMPANY

II.

The term for which this company is to exist is ninety-nine (99) years.

III.

The purposes for which this company is formed are:

A. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, and merchandise and real and personal property of every class and description.

B. To mine lime rock, and manufacture the same, and to keep up and run such machinery as may be necessary to saw lumber and make barrels for the packing of said lime, and the same to sell, devise, grant, alien, and dispose of.

C. To buy, exchange, contract for, lease, and in any and all other ways acquire, take, hold, and own, and to deal in, sell, mortgage, lease, or otherwise dispose of lands, mining claims, mineral rights, oil wells, gas wells, oil lands, gas lands, and other real property, and right and interest in and to real property, and to manage, operate, maintain, improve and develop the properties, and each and all of them.

D. To acquire by purchase or exchange, or in any other manner, in the United States or in foreign countries, mining claims, grounds, or lodes, mining and mineral rights, concessions or grants, or any interest therein, and to sell, exchange, lease or in any other manner to dispose of the whole or any part thereof or any interest therein when desirable.

E. To purchase, locate, lease or otherwise acquire, mines, mining claims, mining rights, and lands and any interest therein, and explore, work exercise, develop, and turn to account the same; to quarry, mine, smelt, refine, dress, amalgamate, and prepare for market, ore metal and mineral substances of all kinds, and to carry on any other operations or business which may seem necessary, convenient, or incidental to any of the objects of the company; to buy, sell, manufacture and

and deal in minerals, plants, machinery, implements, conveniences, provisions, and things capable of being used in connection with the mining or other operations of this corporation, or required by workmen and others employed by the company; to construct, carry out, maintain, improve, manage, work, control, and superintend, any roads, ways, railways, bridges, reservoirs, watercourses, aqueducts, wharves, furnaces, mills, crushing works, hydraulic works, factories, warehouses, and other works and conveniences which may seem necessary, convenient, or incidental to any object of the company and to contribute to subsidize, or otherwise aid or take part in any such operations.

IV

The principal place of business of this company shall be at Preston, Franklin County, State of Idaho, but branch places of business or offices may be established at any other location within or without the State of Idaho, as the Board of Directors may deem advisable.

V

1. The capital stock of this company shall be ONE HUNDRED THOUSAND DOLLARS (\$100,000.00), divided into ten thousand (10,000) shares of the par value of TEN DOLLARS(\$10.00) per share, of which seventy-five hundred (7500) shares of the par value of seventy-five thousand (\$75,000.00) are subscribed and fully paid by the incorporators in the amounts and as hereinafter set forth.

2. The names of the incorporators, their places of residence and the amount of stock each has subscribed are as follows:

<u>NAME</u>	<u>AGE</u>	<u>RESIDENCE</u>	<u>CITIZENSHIP</u>	<u>NO. SHARES</u>
N. LEROY SMITH	Legal Age	PRESTON, IDAHO	U.S. Citizen	2,000
MARY B. SMITH	Legal Age	PRESTON, IDAHO	U.S. Citizen	500
WILLIS BURTON	Legal Age	PRESTON, IDAHO	U.S. Citizen	2,000
VIRGINIA B. BURTON	Legal Age	PRESTON, IDAHO	U.S. Citizen	500
ROLAND B. SMITH	Legal Age	PRESTON, IDAHO	U.S. Citizen	2,000
ARLENE G. SMITH	Legal Age	PRESTON, IDAHO	U.S. Citizen	500

3. The property taken or to be taken in payment of the subscription for said stock of this company as aforesaid is of a net fair cash value of Seventy-Five thousand Dollars (\$75,000.00) and consists of all the assets, including cash, accounts receivable, personal and real propety, of Treasure Canyon Calcite Company, a partnership composed of N. LeRoy Smith and Willis Burton, and including mining claims owned by Roland Smith.

4. The private property of the stockholders of this company shall not be liable for its obligations.

VI

The annual meeting of the stockholders shall be held at the principal place of

business on the first Tuesday in March of each year for the election of directors and the transaction of such general business as may properly come before the meeting. Each stockholder shall be entitled to one vote for each share of stock held by him, which he may cast in person or by proxy. Special meetings may be called by the Board of Directors as provided by law and must be called upon request of the owners of twenty-five per cent (25%) of the stock.

VII

The Board of Directors of this company shall consist of not less than three (3) nor more than nine (9) persons who are stockholders, the number to be determined by the stockholders, to be elected at the regular annual meeting of the stockholders for a term of one year. The Board of Directors shall transact the business and exercise the corporate powers of this company. Two thirds of the members of said Board shall be necessary to constitute a quorum, except that any lesser number may from time to time adjourn any directors' meeting.

VIII

1. The officers of this company shall be a President, a Vice President, a Secretary and a Treasurer, to be elected by the Board of Directors following the annual meeting, to serve for a term of one year. Each such officer shall be a stockholder in this company except the Secretary and Treasurer who may or may not be a stockholder in this company and one person may, at the option of the Board of Directors, be both Secretary and Treasurer.

2. Until their successors are elected and qualified the following named persons shall be the officers and directors of this company:

Willis Burton	President & Director
Roland Smith	Vice President & Director
Mary B. Smith	Secretary & Treasurer
N. LeRoy Smith	Director

Any director of this corporation may be removed at any time with or without cause at any stockholders' meeting called for the purpose by a majority vote of the outstanding capital stock of the corporation. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors. Any Director or officer may resign by filing with the President or Secretary of the corporation his resignation in writing at least ten (10) days before the same is to take effect, but the Board of Directors may accept such resignation to take effect upon shorter notice. All officers and directors shall, subject to the foregoing, serve until their successors are elected and qualified. Any vacancy occurring among the officers of Board of Directors may be filled by the Board of Directors.

Dated at Preston, Idaho, this 4 day of Dec 1962.

N. Leroy Smith
N. LEROY SMITH

Roland B. Smith
ROLAND SMITH

Willis S. Burton
WILLIS BURTON

STATE OF IDAHO

County of Franklin -ss.

On this 4th day of Dec in the year 1962, before me Will W. Smith a Notary Public in and for said State, personally appeared L. Roy Smith, Roland Smith, Willis Burton known to me to be the persons whose name are subscribed to the within instrument, and acknowledged to me that they executed the same. =

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

Will W. Smith
Notary Public, Residing at Preston, Ida.