

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

GOLD AND IDAHO METALS CO.

was filed in the office of the Secretary of State on the **Fifth** day
of **October** A.D. One Thousand Nine Hundred **Sixty-five** and
will be
/ duly recorded on ~~microfilm~~ **microfilm** 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
perpetual existence from the date hereof, with its registered office in this State located at
Boise in the County of **Ada.**

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 **5th** day of **October** ,
A.D., **1965** .

Secretary of State.

ARTICLES OF INCORPORATION

OF

GOLD AND IDAHO METALS CO.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Laws of the STATE OF IDAHO, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST: The name of the corporation is

GOLD AND IDAHO METALS CO.

SECOND: The purposes and objects for which the corporation is formed are:

To conduct, carry on, manage, operate, own, buy, sell, lease, mortgage and maintain a general mining, industrial, manufacturing and milling business, and to engage in, conduct and carry on any other business connected therewith, incidental to or necessary for the furtherance of the objects of this corporation, or any of them.

To buy, sell, deal in, lease, hold or improve real estate and the fixtures, personal property, and machinery incidental thereto or connected therewith, and 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 lands or other property of the company.

To construct, erect, equip, repair and improve houses, buildings, public or private roads, alleys, or any work or construction thereon needful, necessary or required; to make, enter into and perform contracts for constructing, maintaining and improving buildings of every sort and kind, and to enter into contracts and arrangements of all kinds with builders, property owners and others.

To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this company or business of a similar nature with any persons, firms, corporation, private, public, or municipal, body politic, any state, territory or municipality of the United States or any foreign government, colony or body politic.

To become a member of any partnership or a party to any lawful agreement for sharing profits or to any union of interests, agreement for reciprocal concessions, joint adventure, or cooperation or mutual trade agreement with any person, association, partnership or co-partnership, firm or corporation, that is carrying on, or engaging in or that is about to engage in any business which this corporation is authorized to carry on, or that is conducting or transacting any business capable of being conducted so as directly or indirectly to benefit this corporation.

To make, execute, and enter into contracts with, and to take and receive contracts or assignments of contracts from any and all persons, firms, co-partnerships, associations and corporations for doing any or all of the acts or things that this corporation is or may be authorized to do; and to carry out and perform, assign or sublet to others in whole or in part, any or all such contracts, whether originally made and entered into by this corporation or acquired by assignment from others.

To secure any liability, debt or evidence of indebtedness or obligation by mortgage, deed of trust, pledge or otherwise.

To acquire by purchase, subscription or otherwise, and to hold for investment or otherwise and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds or any other obligations or securities of any corporation or corporations; to merge or consolidate with any corporation in such manner as may be permitted by law; to aid in any manner any corporation whose stock, bonds or other obligations are held or in any manner guaranteed by the corporation, or in which the corporation is in any way interested; and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds, or other obligations, or to do any acts or things designed for any such purposes; and while owner of any such stock, bonds or other obligations to exercise all the rights, powers and privileges of ownership thereof, and to exercise any and all voting powers thereon; to guarantee the payment of dividends upon any stock or the principal or interest or both of any bonds, or other obligations and the performance of any contracts.

In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of Idaho upon corporation formed under the act hereinbefore referred to, and to do any or all of the things hereinbefore set forth, to the same extent as natural persons might or could do.

To do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation, or any amendment thereof, or necessary or 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 the Articles of Incorporation of such corporation, or any amendment thereof.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

THIRD: The corporation is to have perpetual existence.

FOURTH: The location and post office address of the registered office of the corporation is c/o Martin & Martin, 528 Idaho Building, or Box 2178, Boise, Ada County, Idaho.

FIFTH: That this corporation is authorized to issue only one class of shares of stock; the total number of such shares is Twenty-Five Thousand (25,000); the aggregate par value of all said shares shall be Twenty-Five Thousand Dollars (\$25,000.00); and the par value of each of said shares shall be One Dollar (\$1.00).

SIXTH: The names and post office address of the Incorporators and the number of shares subscribed by each are as follows:

<u>NAMES</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
Homer E. Martin	528 Idaho Building, Boise, Idaho or Box 2178, Boise, Idaho	1
Edna M. Martin	528 Idaho Building, Boise, Idaho or Box 2178, Boise, Idaho	1
Kathleen A. Rockne	528 Idaho Building, Boise, Idaho or Box 2178, Boise, Idaho	1

SEVENTH: The Directors shall have the power to repeal and amend the By-Laws and adopt new By-Laws of the corporation, provided, however, that the Directors shall not make or alter any By-Law fixing their qualification, classification, term of office or compensation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 5th day of October, 1965.

Homer E. Martin (L.S.)
Homer E. Martin

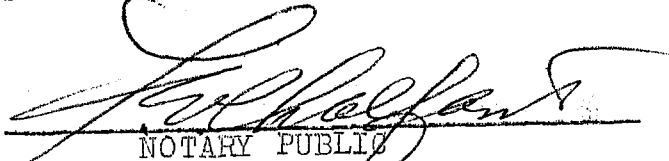
Edna M. Martin (L.S.)
Edna M. Martin

Kathleen A. Rockne (L.S.)
Kathleen A. Rockne

STATE OF IDAHO)
COUNTY OF ADA) SS.

On this 5th day of October, 1965, before me, a Notary Public in and for said State, personally appeared: HOMER E. MARTIN, EDNA M. MARTIN and KATHLEEN A. ROCKNE, known to me to be the persons whose names are subscribed to the withing instrument and acknowledged to me that they executed the same.

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


NOTARY PUBLIC
My commission expires: