



CERTIFICATE OF AUTHORITY
OF

SYRACUSE MINERALS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SYRACUSE MINERALS, INC. 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 SYRACUSE MINERALS, INC. to transact business in this State under the name SYRACUSE MINERALS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated **January 23, 1984**



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 SYRACUSE MINERALS, INC.

2. The name which it shall use in Idaho is SYRACUSE MINERALS, INC.

(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 Colorado

4. The date of its incorporation is April 25, 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 4949 S. Syracuse, Suite 6800, Denver, CO 80237

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

7. The street address of its proposed registered office in Idaho is Mike Powers, Star Route Box 189, H C O 1, Kingston, ID 83839, and the name of its proposed registered agent in Idaho at that address is Mike Powers

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Any lawful business or businesses for which corporations may be incorporated pursuant to the Idaho Corporation Code.

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

Name	Office	Address
William L. Yarbrough	President/Director/ Treasurer	4949 S. Syracuse, #6800, Denver, CO 80237
D. A. Andrews-Jones	V.P./Director	" " "
E. D. Black	Director	" " "
Gary John D'Urso	Secretary/Director	" " "

(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
75,000,000	Common	\$.01 par

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
20,000,000	Common	\$.01 par

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: Dec. 20, 1983

SYRACUSE MINERALS, INC.

By William L. Garbrough
Its President/Vice President (please specify)

and Gary J. DeLorso
Its Secretary/Assistant Secretary (please specify)

STATE OF Colorado)
COUNTY OF Cherokee)ss

I, Paul B. Knight, a notary public, do hereby certify that on this 20th day of December, 1983, personally appeared before me William L. Garbrough, who being by me first duly sworn, declared that he is the President of Syracuse Minerals, Inc.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Paul B. Knight
Notary Public Exp 6-25-86

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ARTICLES OF INCORPORATION

OF

SYRACUSE MINERALS, INC.

The undersigned, a natural person of over the age of eighteen years, acting as incorporator of a corporation under the Colorado Corporation Code, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is: SYRACUSE MINERALS, INC.

ARTICLE II

Duration

The period of duration of the corporation is perpetual.

ARTICLE III

Purpose

The purpose for which the corporation is organized is to transact any lawful business or businesses for which corporations may be incorporated pursuant to the Colorado Corporation Code.

ARTICLE IV

Powers

The corporation shall have and may exercise all powers and rights granted or otherwise provided for by the Colorado Corporation Code, including, but not limited to, all powers necessary or convenient to effect the corporation's purposes.

ARTICLE V

Shares

1. Authorized Shares. The aggregate number of shares which the corporation shall have authority to issue is 75,000,000 shares of common stock which shall be \$.01 par value. All shares will be equal to each other, and when issued, will be fully paid and non-assessable, and the private property of stockholders shall not be liable for corporate debts. Each shareholder of record shall have one vote for each share of stock outstanding in his name on the books of the Corporation and shall be entitled to vote said stock.

COMPUTER UPDATE COMPLETE

2. Transfer Restrictions. The corporation shall have the right to impose restrictions upon the transfer of any of its authorized shares or any interest therein. The Board of Directors is hereby authorized on behalf of the corporation to exercise the corporation's right as to impose such restrictions, whether by provision in the By-Laws or otherwise.

3. Denial of Cumulative Voting. Cumulative voting of shares in the election of Directors is not allowed.

4. Denial of Pre-emptive Rights. No shareholder of the corporation shall be entitled as of right to acquire additional unissued or treasury shares of the corporation or securities convertible into shares or carrying a right to subscribe to or acquire such shares.

5. Negation of Equitable Interest in Shares and Rights. The corporation shall be entitled to treat the registered holder of any shares of the corporation as the owner thereof for all purposes, including all rights deriving from such shares, and shall not be bound to recognize any equitable or other claim to, or interest in, such shares or rights deriving from such shares, on the part of any other person (including but not limiting the generality hereof, a purchaser, assignee or transferee of such shares or rights deriving from such shares) unless and until such purchaser, assignee, transferee or other person becomes the registered holder of such shares, whether or not the corporation shall have either actual or constructive notice of the interest of such purchaser, assignee, or transferee or other person. The purchaser, assignee or transferee of any of the shares of the corporation shall not be entitled to receive notice of the meeting of the shareholders; to vote at such meetings; to examine a list of the shareholders; to be paid dividends or other sums payable to shareholders; or to own, enjoy and exercise any other property or rights deriving from such shares against the corporation, until such purchaser, assignee, or transferee has become the registered holder of such shares.

ARTICLE V:

Conflicts of Interest

No contract or other transaction between the corporation and one or more of its directors or officers, or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such directors are present at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction solely because their votes are counted for such purpose. Common or interested directors may be counted

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in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE VII

Indemnification

The Corporation shall indemnify any and all of its directors or officers or former directors or officers of any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them, in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers of the corporation, or of such other corporation, except in relation to matters to which any such director or officer or former director or person shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any By-Law agreement, vote of shareholders or otherwise.

ARTICLE VIII

Disclosure of Corporate Opportunities

The officers and directors of the Corporation shall be subject to the doctrine of corporate opportunities only insofar as it applies to business opportunities in which the Corporation has expressed an interest as determined from time to time by the Corporation's Board of Directors as evidenced by resolutions appearing in the Corporation's minute book, and as otherwise properly evidenced and provided for in contracts of employment or similar agreements between the Corporation and its executive officers. When such areas of interest are delineated, all such business opportunities within such areas of interest which come to the attention of the officers, directors and other members of management of the Corporation shall be disclosed promptly to the Corporation and made available to it. The Board of Directors may reject any business opportunity presented to it and thereafter, any officer, or director, or other member of management may avail himself of such opportunity. Until such time as the Corporation, through its Board of Directors has designated an area of interest, the officers, directors and other members of management of the Corporation shall be free to engage in such areas of interest on their own and the provisions hereof shall not limit the rights of any officer, director or other member of management of the Corporation to continue a business existing prior to the time that such area of interest is designated by the Corporation. This Article shall not be construed to deprive any employee of the Corporation (other than an officer, director or member of management) from any future which he may have to the Corporation.

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ARTICLE IX

Distribution of Corporate Assets

The Board of Directors of the Corporation may, from time to time, distribute to the Corporation's shareholders in partial liquidation, out of stated capital or capital surplus of the Corporation, a portion of its assets, in cash or properties, and if at the time the laws of Colorado so permit, purchase the Corporation's outstanding shares with stated capital or capital surplus of the Corporation, a portion of its assets, in cash or properties, and if at the time the laws of Colorado so permit, purchase the Corporation's outstanding shares with stated capital or capital surplus of the Corporation if (a) at the time the Corporation is solvent; (b) such distribution or purchase would not render the Corporation insolvent; (c) all cumulative dividends accrued on all preferred or special class of shares entitled to preferential dividends shall have been paid fully; (d) the distribution or purchase would not reduce the remaining net assets of the Corporation below the aggregate preferential amount payable in the event of voluntary liquidation to the holders of shares having preferential rights to the assets of the Corporation in the event of liquidation; (e) the distribution or purchase is not made out of capital surplus arising from unrealized appreciation of assets or re-evaluation or surplus; and (f) as regard to distribution, the distribution as identified as the distribution and partial liquidation, out of stated capital or capital surplus, and the source and amount per share paid from each source is disclosed to all of the shareholders of the corporation concurrently with the distribution thereof.

ARTICLE X

Voting

With respect to any action to be taken by shareholders of the Corporation, the affirmative vote or concurrence of the holders of a majority of all of the outstanding shares of the corporation entitled to vote shall be required.

ARTICLE XI

Registered Office and Agent

The address of the initial registered office of the corporation is 4949 South Syracuse Street, Suite 6000, Denver, Colorado 80237 and the name of the corporation's initial registered agent at such address is William L. Yarbrough.

ARTICLE XII

Incorporator

The name and address of the incorporator is:

William L. Yarbrough 4949 South Syracuse Street 66000
Denver, Colorado 80237

ARTICLE XIII

Board of Directors

The number of directors constituting the initial board of the corporation is three, who may or may not be stockholders of this Corporation, and the following persons are hereby named to manage the affairs of the Corporation for the first year of its existence, and until their successors shall be elected:

William L. Yarbrough 4949 South Syracuse, #6800
Denver, Colorado 80217
Eileen Rockwell 4949 South Syracuse, #6800
Denver, Colorado 80217
Ernest Black 4949 South Syracuse, #6800
Denver, Colorado 80217

The number of directors to be elected at the annual meeting of shareholders or a special meeting called for the election of directors shall not be less than three, the exact number to be fixed by the By-Laws.

ARTICLE XIV

Powers of the Board of Directors

In furtherance and not in limitation of the powers hereinabove conferred, or conferred by the statutes and laws of the State of Colorado, the Board of Directors shall have the following powers:

1. To make, alter, amend, or repeal the By-Laws of the corporation.
2. From time to time, to fix and determine, and to vary, the amount of working capital of this Corporation, to determine and direct the use and disposition thereof, to set apart out of any funds of the Corporation available for dividends from time to time out of any funds available therefor.
3. To designate by resolution passed by a majority of the Board, an executive committee and such other committees as the Board shall deem desirable, such committees to consist of at least two members of the Board, which committee or committees, to the extent provided in such resolution or in the By-Laws, shall have and may exercise the powers of the Board of Directors in the intervals between meetings of the Board, in the management of the business and affairs of the Corporation.
4. The Board of Directors shall also have power to authorize and cause to be executed mortgages and liens upon all property of the Corporation or any part thereof and from time to time to

sell, lease, otherwise dispose of, or otherwise dispose of, such terms of the Board of Directors of the Corporation, of the disposal of property or capital stock of stock in meeting of stockholders as provided by the

5. To Board of Directors expressly in Articles of

The power shall be kept in Colorado, or without carrying on

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sell, lease, exchange, pledge, assign, transfer, list or otherwise dispose of all of the property and assets of the Corporation, including the goodwill and corporate franchise, upon such terms and conditions and for such consideration as the Board of Directors may deem expedient and for the best interests of the Corporation; provided, that the sale, exchange, lease or disposal of all, or the principal part, of the business, assets, property or franchise shall be authorized or ratified by the affirmative vote of the holders of at least a majority of the capital stock then issued and outstanding (or of each class of stock if more than one class), such vote to be taken at a meeting of stockholders duly called for that purpose, as provided by the statutes of Colorado.

3. To confer in its By-Laws, additional powers to the Board of Directors in addition to the power and authority expressly conferred upon them by law and by virtue of these Articles of Incorporation.

ARTICLE IV

Principal Place of Business Place Where the Books Meetings of the Board of Directors

The principal place of business of this Corporation shall be kept in the City of Englewood, County of Arapahoe, State of Colorado. The Corporation may have such other offices within or without the State of Colorado as it deems proper for the carrying out of the business of the Corporation.

The stock books and ledgers and other books and records required by the statutes of Colorado to be kept for inspection by stockholders or creditors shall be kept at the principal place of business of the Corporation in the City of Englewood, County of Arapahoe, State of Colorado.

Duplicate copies of the stock books and ledgers and other books and records may be kept at any other place within or without the State of Colorado.

Meetings of the Board of Directors and of the shareholders may be held from time to time within the State of Colorado at such times and places as may be designated in the By-Laws or resolutions of the Board of Directors.

One third (1/3) of the shareholders entitled to vote represented in person or by proxy shall constitute a quorum at any meeting of the shareholders.

ARTICLE V

The corporation reserves the right to amend its Articles of Incorporation from time to time in accordance with the Colorado Corporation Code.

In WITNES
Articles of In

STATE OF COLORADO
COUNTY OF ARAPAHOE

I, Helen
William L. York
being by me duly
signed the foregoing
and that the sta

In witness
of this 19th day
My commission

In WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation on the 19th day of April, 1963.

William L. Yarbrough
William L. Yarbrough

STATE OF COLORADO

COUNTY OF ARAPAHOE

ss.

I, Eldon Rockwell, a Notary Public, hereby certify that
William L. Yarbrough personally appeared before me, and after
being by me duly sworn, declared that he is the person who
signed the foregoing Articles of Incorporation as incorporator
and that the statements therein contained are true.

In witness whereof I have hereunto set my hand and seal
of this 19th day of April, 1963.

My commission expires 8/3/64

Eldon Rockwell
Notary Public
4949 S. Syracuse Street, Suite 6000
Denver, Colorado 80217

