

96378

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

HAWKEYE DEVELOPMENT, 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 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: September 23, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Angie Hoke

Corporation Clerk

ARTICLES OF INCORPORATION

OF SEP 23 3 58 PM '91

Hawkeye Development SECRETARY OF STATE

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for this corporation:

I.

The name of this corporation shall be Hawkeye Development, Inc.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The address of the initial registered office of this corporation is Elam, Burke & Boyd, 702 West Idaho, P.O. Box 1539, Boise, Idaho 83701, and the name of the initial registered agent at such address is David B. Lincoln.

IV.

The nature of the business and the object and purpose of this corporation shall be as follows:

(a) The operation of a garnet mine.

(b) The transaction of any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

V.

The total authorized number of par value shares of this corporation shall be 100, each of a par value of \$1.00, and of the aggregate par value of \$100.00, which said shares shall be common stock and shall not be subject to assessment.

VI.

The name and post office address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
Sally S. Finlayson	Elam, Burke & Boyd 702 West Idaho P.O. Box 1539 Boise, Idaho 83701

VII.

The first Board of Directors shall consist of three (3) directors, but during their terms of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the Bylaws; provided, however, that the number of directors constituting a Board shall not be less than three (3) or more than five (5).

The following persons are named directors of the corporation to serve until their successors are elected and qualified:

<u>Name</u>	<u>Address</u>
Joseph H. Whipple	1901-1265 Burnaby Street Vancouver, B.C. V6E 1P8
Lindsay E. Gorrill	506-1501 Haro Street Vancouver, B.C. V6G 1G4
Dennis W. Milburn	20460-46A Avenue Langley, B.C. V3A 3JB

VIII.

All or any meetings of the shareholders, or of the Board of Directors may be held within or without Idaho.

IX.

No shareholder of this corporation shall, because of such shareholder's ownership of stock, have a preemptive or other right to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warranties to purchase stock of this corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warranties to purchase stock of this corporation authorized by these Articles of Incorporation, or by any amended articles duly filed, may at any time be issued, optioned for sale, sold, or disposed of by this corporation pursuant to a resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to existing shareholders.

IN WITNESS WHEREOF, I have signed duplicate originals of these Articles of Incorporation this 23rd day of September, 1991.


Sally S. Finlayson