

CERTIFICATE OF CONSOLIDATION

The undersigned officers, being the President and Secretary of each of the constituent Corporations named in the Joint Agreement of Merger, attached hereto and made a part hereof, do hereby certify under the Corporate seal of such respective Corporations as follows:

1. That at a Special Meeting of the stockholders of the Lemhi Pass Thorium Corporation, a corporation organized and existing under and by virtue of the laws of the State of Idaho, held at the city hall, City of Salmon, County of Lemhi, State of Idaho, on the 14th day of August 1969, pursuant to notice duly given, it was voted, two-thirds of all the stock represented by the whole stock of said Corporation voted in favor thereof, that said Joint Agreement of Merger be approved, and that said Corporation be consolidated with Nuclear Fuels and Rare Metals Corporation, Inc., a Corporation organized and existing under the laws of the State of Idaho, and it was accordingly done.

2. That at the Annual Meeting of the stockholders of Nuclear Fuels and Rare Metals Corporation, Inc., a corporation organized and existing under and by virtue of the laws of the State of Idaho, held at the Rogers Hotel, City of Idaho Falls, County of Bonneville, State of Idaho, on the 16th day of August 1969 pursuant to notice duly given, it was voted, two-thirds of all the stock represented by the whole stock of said Corporation voting in favor thereof, that said Joint Agreement of Merger be

approved, and that said Corporation be consolidated in the said Lemhi Pass Thorium Corporation and it was accordingly done.

WITNESS our hand and seal this 29th day of August 1969.

LEMHI PASS THORIUM CORPORATION

By Charles B. Kane x
President

Attest:

Wm. Lawrence
Secretary

NUCLEAR FUELS AND RARE METALS
CORPORATION, INC.

By J. H. Seacks
President

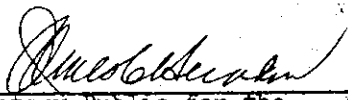
Attest:

Wm. Lawrence
Secretary

STATE OF IDAHO :
 : ss.
County of Lemhi :

On this 6th day of October, 1969, before me, the undersigned,
a Notary Public in and for said State, personally appeared Charles
B. Kane and William J. Cannon, known to me to be the President and
Secretary, respectively, of LEMHI PASS THORIUM CORPORATION, the
corporation that executed the within instrument, and acknowledged
to me that such corporation executed the same.

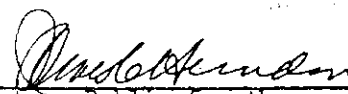
IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal the day and year in this certificate first above
written.


Notary Public for the
State of Idaho
Residence: Salmon, Idaho

STATE OF IDAHO :
 : ss.
County of Lemhi :

On this 6th day of October, 1969, before me, the undersigned,
a Notary Public in and for said State, personally appeared J. H.
Stocks and William J. Cannon, known to me to be the President and
Secretary, respectively, of NUCLEAR FUELS AND RARE METALS CORPORA-
TION, INC., the corporation that executed the within instrument,
and acknowledged to me that such corporation executed the same.

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


Notary Public for the
State of Idaho
Residence: Salmon, Idaho

JOINT AGREEMENT OF MERGER

THIS JOINT AGREEMENT OF MERGER, Dated the 16th day of July, 1966,
between NUCLEAR FUELS AND RARE METALS CORPORATION, INC., an Idaho
Corporation, hereinafter sometimes called "NUCLEAR," and LEMHI PASS
THORIUM CORPORATION, an Idaho Corporation, hereinafter sometimes called
"LEMHI."

WITNESSETH:

WHEREAS, Nuclear is an Idaho Corporation, organized and existing
under the Laws of the State of Idaho, and incorporated June 16, 1959. The
authorized capital stock of Nuclear consists of One Hundred Million (100,000,000)
shares of common capital of no par value, of which Eighteen Million, Five Hundred
Eighty-Eight Thousand (18,588,000) shares are issued and outstanding; Lemhi
is a Corporation, organized and existing under the Laws of the State of Idaho,
having been incorporated on May 18, 1964, with authorized capital stock,
consisting of Fifty Million (50,000,000) shares of common capital of the par
value of Twenty-Five (25) Cents each, of which Twenty One Million, Nine
Hundred Twenty-Two Thousand, One Hundred Seventy-Three (21,922,173) shares
are issued and outstanding; and,

WHEREAS, The Boards of Directors of Nuclear and Lemhi, respectively,
deem it desirable and for the best interests of the Corporations, and the
Stockholders, that Lemhi be merged with Nuclear, and the respective Corporations
desire that they be so merged under and pursuant to the Laws of the State of
Idaho;

WITNESSETH:

NOW, THEREFORE, In consideration of the premises and of the mutual
covenants and agreements herein set forth, and for the purposes of prescribing
the terms and conditions of such merger, the parties hereto covenant and
agree as follows:

MERGER

As soon as all of the following events shall have happened, viz:

(a) This Agreement shall have been adopted and approved by Two-thirds (2/3) of the Shareholders of Nuclear and Lemhi, at separate meetings of the Shareholders of Nuclear, on the one hand, and of the Shareholders of Lemhi, on the other hand, in accordance with the requirements of the Laws of the State of Idaho; and in fact shall have been certified hereon by the respective Secretaries, or Assistant Secretaries, of each of said Corporations, under their respective Corporate Seals, and

(b) This Agreement so adopted and certified shall have been signed, acknowledged, and filed, all as required by the Provisions of Sections 30-151 and 30-152, of the Idaho Code, as amended; thereupon Lemhi shall have been deemed to have merged in and with Nuclear, which shall survive the merger, and which shall continue in business under its present name.

(c) The single Corporation which shall survive the merger is hereinafter sometimes called the Surviving Corporation; Nuclear and Lemhi are hereinafter sometimes called the Constituent Corporations, and the date and time when the Constituent Corporations shall merge and become the Surviving Corporation, is hereinafter referred to as the effective date of merger.

II

NAME AND PURPOSE OF SURVIVING CORPORATION

The name of the Surviving Corporation shall be **NUCLEAR FUELS AND RARE METALS CORPORATION, INC.**

The purpose for which the Surviving Corporation is formed, and the nature and the business to be transacted by it shall be as set forth in the Articles of Incorporation of Nuclear Fuels and Rare Metals Corporation, Inc., as amended, on the effective date of the merger.

A copy of the Articles of Incorporation of Nuclear Fuels and Rare Metals Corporation, Inc. are attached hereto, made a part hereof, and marked Exhibit "A."

III

BY-LAWS OF SURVIVING CORPORATION

On the effective date of the merger the By-Laws of Nuclear Fuels and Rare Metals Corporation, Inc., as heretofore amended, shall be the By-Laws of the Surviving Corporation until the same shall be altered, amended, or repealed, or until new By-Laws shall be adopted in accordance with the provisions thereof.

IV

DIRECTORS AND OFFICERS OF THE SURVIVING CORPORATION

A board of Directors of the Surviving Corporation shall initially consist of Seven (7) Directors, each of whom shall hold office until the annual meeting of the Stockholders of the Surviving Corporation, to be held on August 15, 1968, and until his successor shall have been duly elected and shall have qualified, or until his earlier death, resignation or removal.

The respective names and addresses of such Directors are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
Henry Stocks	Lewiston, Utah
Snowy Stocks	Preston, Idaho
Al Blair	Arco, Idaho
Jerry Hanson	American Fork, Utah
Gerald A. Shepard	Los Angeles, California
Wendell Welling	Ft. Valley, Utah
Phares Frank	Pocatello, Idaho

The principal officers of the Surviving Corporation, each of whom shall hold office until his successor shall have been duly elected, or appointed, and shall have qualified, or until his earlier death, resignation or removal, and their respective office, name and address are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>RESIDENCE</u>
President	Henry Stocks	Lewiston, Utah
Vice-President	Wendell Welling	Ft. Valley, Utah
Secretary	Jerry Hanson	American Fork, Utah

The Surviving Corporation may have such other Officers as shall be provided in its By-Laws.

If on the effective date of the merger a vacancy shall exist in the Board of Directors of the Surviving Corporation, or in any of the Offices above

specified by reason of the inability or failure of any of the above persons to accept the Directorship in the Surviving Corporation, or the Office to which he is designated, as the case may be, such vacancy may thereafter be filled in the manner provided by law, or in the By-Laws of the Surviving Corporation.

V

CAPITAL STOCK OF THE SURVIVING CORPORATION

On the effective date of the merger the capital stock of the Surviving Corporation authorized and the par value of the shares will be One Hundred Million (100,000,000) shares of the common capital stock of the Surviving Corporation, having no par value.

VI

CONVERSION OF OUTSTANDING SECURITIES ON MERGER

The manner and basis of converting the common capital stock of Lemhi into the common capital stock of the Surviving Corporation upon the effective date of the merger shall be as follows:

(a) Each of the one shares of the common capital stock of Mexican outstanding on the effective date of the merger shall continue to be One (1) share of common stock of the Surviving Corporation;

(b) Each of the Two (2) shares of common capital stock of Lemhi outstanding on the effective date of the merger shall be converted into One (1) share of the common capital stock of the Surviving Corporation.

VII

EXCHANGE OF CERTIFICATES

(a) On and after the effective date of the merger, each holder of a certificate, or certificates, theretofore representing outstanding common capital stock of Lemhi shall be entitled upon surrender of such Certificate, or Certificates, at the office or agency of the Surviving Corporation designated for the purpose to receive in exchange therefor a Certificate, or Certificates, representing one share of the common capital stock of the Surviving Corporation.

for each Two (2) shares of the common capital stock of Lemhi. Until surrendered each outstanding Certificate of the common capital stock of Lemhi is deemed for all purposes to evidence only the ownership of one-half (1/2) share of the common capital stock of the Surviving Corporation.

Script Certificates in respect of any fraction of a share of common capital stock of Lemhi shall be issued.

(b) If a Certificate for any share, or shares, of stock of the Surviving Corporation is to be issued in any name other than that in which the Certificate or share is surrendered, or exchanged, shall be registered, it shall be a condition of such exchange that the Certificate so surrendered shall be properly endorsed for transfer, and that the person requiring such exchange, shall pay to the Surviving Corporation any transfer or other taxes required by reason thereof, or shall establish to the satisfaction of the Surviving Corporation that such taxes have been paid.

(c) The Script Certificates to be issued as hereinabove provided, shall be non-dividend bearing and non-voting, and shall be exchangeable, together with other Script Certificates, for the full number of shares called for thereby, and shall be in such form, expire on such date, and otherwise contain such terms and provisions as the Board of Directors of the Surviving Corporation may approve.

VIII

PROHIBITIVE ACTIONS OF CONSTITUENT CORPORATIONS

Between the date hereof and the effective date of the Merger, neither Nuclear nor Lemhi will, without consent of the other,

- (a) Issue or sell any stock or, or other corporate securities;
- (b) Incur any obligation or liability, except current liabilities and obligations incurred under contract entered into in the ordinary course of business;
- (c) Discharge or satisfy any liens or encumbrances or pay any obligation or liability other than current liabilities from their last respective balance sheets.

(d) Make any dividend or other payments or distributions to its stockholders, or purchase or redeem any shares of its capital stock.

(e) Mortgage, pledge or subject to lien, or other encumbrance, any of its assets, tangible or intangible.

(f) Sell, or transfer, any of its tangible assets, or cancel any debts, or claims except in each case in the ordinary course of business.

(g) Sell, assign, or transfer any trade mark, any trade name, patent, or other intangible asset.

(h) Waive any right of any substantial value, or

(i) Enter into any transaction other than in the ordinary course of business.

All of the foregoing limitations are subject, however, to the following:

A certain Agreement attached hereto, made a part hereof, and marked Exhibit "B", an Agreement between Nuclear and James V. Joyce, of Andover, New York. It is understood and agreed and is hereby made a part of this Agreement that James V. Joyce and Nuclear may conclude the above Agreement at any time either prior to, or subsequent to, the effective date of the merger. It is specifically understood that the Agreement between James V. Joyce and Nuclear grants to James V. Joyce an option to withdraw from the Agreement if this merger Agreement is not approved by the shareholders of each of the Constituent Corporations; however Joyce may, at his option, consummate the said Agreement with Nuclear whether or not the merger is approved.

IX

EFFECT OF MERGER

On the effective date of the merger, Lenth shall cease to exist separately and shall be merged in with Nuclear in accordance with the provisions of this Agreement, and in accordance with the provisions of Section 30-150 et seq., of the Idaho Code, as amended.

As provided therein, on the effective date of the merger, the Surviving Corporation shall possess all the rights, privileges, powers, franchises, trust, fiduciaries, duties, powers and obligations, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations.

and all the property, real, personal, and mixed, and all debts to either of the Constituent Corporations, and all other things in action, or belonging to each of the Constituent Corporations shall be vested in the surviving Corporation; and all and every other interest shall thereafter, as effectively, be the property of the Surviving Corporation, as they were of the respective Constituent Corporations.

The title to any real estate, whether vested by deed or otherwise, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the merger; Provided, However, that all rights of creditors and all liens on any property of either of the Constituent Corporations shall be preserved and remain unimpaired and may be enforced against it to the same extent as if said debts, liabilities, or obligations, had been incurred as contracted by the Surviving Corporation.

X

FURTHER INSTRUMENTS

From time to time, as and when requested by the Surviving Corporation, or by its successors, or assigns, Lemhi will execute and deliver, or cause to be executed and delivered, all such deeds or other instruments as may be requested of it; and will take, or cause to be taken, such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of its property, rights, powers, provisions and franchises, and otherwise to carry out the intent and purpose of this Agreement.

XI

PRINCIPAL OFFICE

The location of the principal office of the Surviving Corporation shall be Salmon, Idaho.

XII

ABANDONMENT OF MERGER

This Agreement may be terminated and the merger provided for hereby

abandoned.

(a) By vote of the Boards of Directors of both of the Constituent Corporations at any time prior to the effective date of the merger;

(b) By vote of the Boards of Directors of either of the Constituent Corporations at any time prior to the effective date of the merger.

III.

(1) A material breach exists with respect to any written representation and warrants made by the other Constituent Corporation;

III.

(2) The other Constituent Corporation without prior written consent shall take any action prohibited by this Agreement,

III.

(3) If in the opinion of the Board of Directors of such Constituent Corporation, the merger is impractical by reason of the number of shares of stock of Lemhi, the holders of which are in a position to effect appraisal rights under any law, or laws,

III.

(4) By vote of the Board of Directors of either of the Constituent Corporations at any time on or before October 15th, 1969, if the merger contemplated hereby shall not have been effected prior thereto.

In the event of any such termination and abandonment, this Agreement shall be void and have no effect, and there shall be no liability on the part of either Constituent Corporation, or any Director, Officer, or Stockholder of either of said Constituent Corporations, in respect thereto.

XIII

RIGHT OF AMENDMENT

The Surviving Corporation hereby reserves the right to amend, change, or repeal any provision contained in its Articles of Incorporation, as from time to time amended, and any provision contained in this Agreement in the manner,

now, or hereafter, prescribed by law, or by its Articles, as from time to time amended.

IN WITNESS WHEREOF, LEMHI PASS THORIUM CORPORATION and NUCLEAR FUELS AND RARE METALS CORPORATION, INC., have caused this Agreement to be signed and their Corporate Names by their respective Presidents and their respective Secretaries under the Seals of the Corporations, and also by the Members of their respective Board of Directors, all as of the day herein first above written.

ATTEST:

Wm. [Signature]
Secretary

LEMHI PASS THORIUM CORPORATION

By Charles B. Kane
President

Charles B. Kane

Wm. [Signature]

Jacob Schenk

Caroline J. Moore

Quincy Robertson

Chris W. Henderson

Directors of Lemhi Pass Thorium Corporation

ATTEST:

Wendell Weising
Secretary

NUCLEAR FUELS AND RARE METALS CORPORATION, INC.

By W. [Signature]
President

W. [Signature]

W. [Signature]

Charles Frank

W. [Signature]

Reginald Harrison

Wendell Weising

Directors of Nuclear Fuels and Rare Metals Corporation, Inc.

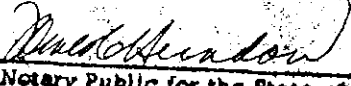
STATE OF IDAHO

County of Lemhi

ss.

On this 10 day of ^{July} August, 1969, before me, the undersigned, a Notary Public in and for said State, personally appeared Charles B. Kane, Wm. Cannon, Jacob Schenk, Corbin J. Moore, Irvin G. Robertson and Otis M. Gunderson, known to me to be the Directors, and Charles B. Kane and Wm. Cannon, known to me to be the President and Secretary, respectively, of LEMHI PASS THORIUM CORPORATION, the corporation that executed the within instrument, and acknowledged to me that such corporation executed the same.

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


Notary Public for the State of Idaho
Residence: Salmon, Idaho

STATE OF IDAHO

County of Lemhi

ss.

On this 10 day of ^{July} August, 1969, before me, the undersigned, a Notary Public in and for said State, personally appeared Phares Frank, J. H. Stocks, A. L. Stocks, Gerald Hansen and Wendell Walling, known to me to be the Directors, and J. H. Stocks and Wendell Walling, known to me to be the President and Secretary, respectively, of NUCLEAR FUELS AND RARE METALS CORPORATION, INC., the corporation that executed the within instrument, and acknowledged to me that such corporation executed the same.

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


Notary Public for State of Idaho
Residence: Salmon, Idaho

EXHIBIT A
ARTICLES OF INCORPORATION

OF

NUCLEAR FUELS & RARE METALS CORPORATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, whose names are hereinafter set forth in Paragraph Eight, and thereafter subscribed, all being persons of full age and citizens of the United States of America, do hereby, as incorporators thereof, form a corporation under the provisions of the Laws of the State of Idaho, and we do hereby adopt Articles of Incorporation of such Corporation as follows:

I.

That the name of said corporation is:

NUCLEAR FUELS & RARE METALS CORPORATION, INC.

II.

Without limiting or enlarging the grant of authority contained in Section 30-114 Idaho Code, it is hereby provided that such corporation shall have the authority:

(a.) To purchase or otherwise acquire by lease, deed, option, contract, location or by any other means, any mineral mines, mining claims, mining rights and lands, or any interest therein pertaining to prospecting for, development and marketing of all other minerals to buy, lease, and otherwise acquire federal, state and fee oil and gas leases, mineral interests, working interests, farmouts and any and all other interests directly and indirectly in oil and gas and other hydrocarbon substances;

(b.) To deal in any said interest so acquired;

(c.) To engage in exploration, geologic, seismic and other exploratory endeavors in connection with such oil and gas interests;

(d.) To drill, mine and otherwise explore for the production of oil and gas and to produce, market and save any thereof;

(e.) To prepare for market, ore and mineral substances of all kinds and nature;

(f.) To carry on any other operations or businesses convenient to any of the objects of the Company.

(g.) To buy, sell, lease, manufacture and deal in all minerals and oil and gas and other hydrocarbon substances, but not restricting to any such specifically defined ores or minerals, but including rare earths, also machinery, implements and all things capable of being used in connection with the mining or other operations of this Corporation.

(h.) To construct, carry out, maintain, improve, manage, work, control and superintend any roads, ways, railroads, bridges, reservoirs, water courses, mills, crushing works, pipe lines, pumping stations, power lines, water wells and all of the incidental transportation facilities necessary to carry on the business or businesses of the Corporation;

(i.) To enter into, make and perform contracts of every kind and nature with any person, firm, association or Corporation including municipalities and other state and federal governmental institutions or their duly authorized agencies, bureaus, employees or representatives;

(j.) To borrow or raise money for any of the purposes of the Corporation, whether by public issuance of its corporate stock both within and beyond the State of Idaho without limit as to the amount of said borrowing, and in connection therewith, to grant collateral or other security, either alone or jointly with any other person, firm or corporation, and to lend and advance money, extend credit, take notes, open accounts and every kind and nature of indebtedness and collateral security in connection therewith;

(k.) To receive, acquire, hold, purchase, dispose of, convey, mortgage, and/or lease real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileged, franchises, real and personal property of the Corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge, and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign;

(l.) To enter into partnerships, either as limited, special or general partners, with any other person, firm or corporation, and to become a party in joint ventures, syndicates or other companies, firms, persons or corporations, providing such alliances shall be with the express consent of the Board of Directors.

(m.) To sue and to be sued, appear, complain and defend in any Court of Law or Equity, or before any Board, Commission and Tribunal;

(n.) To acquire, hold, possess, and own patents, improvements, and franchises, and to acquire licenses under such patents for the manufacture and sale of any and all machinery or improvements thereon or articles of any nature, and to beneficially use rights under such patents by vending said patents or rights or licenses thereunder;

(o.) To do each and every thing necessary, suitable or proper for the accomplishment of any one or more of the purposes or the attainment of any one or more of the objects herein enumerated, or the objects or purposes for which formed, and to contract and act accordingly, and in addition, to possess all powers, rights, and privileges necessary or incidental to the objects or purposes or the conduct of such activities, and in addition, any other rights, powers and privileges granted by the applicable statutes of the State of Idaho to ordinary corporations, and to do any such thing anywhere, and to exercise and perform any and all of the hereinbefore mentioned and described powers and matters, in other states and in foreign countries;

(p.) To wind up and dissolve itself, as provided by the laws of the State of Idaho, and in connection with any such dissolution to obtain and retire its outstanding stock and after payment of its liabilities to issue to its stockholders in lieu thereof all its net assets in proportion to its stock so held by them;

III.

That the duration of said Corporation shall be perpetual.

IV.

That the location and post office address of the registered office of said Corporation in Idaho shall be Pocatello, Bannock County, Idaho.

V.

That the shares of Stock of said Corporation are not to be classified and shall all be common stock, and that the authorized shares of said Corporation shall be ONE HUNDRED MILLION (100,000,000) in number, all of no par value.

That the said shares of stock shall be fully paid up before being issued and after issuance shall be non-assessable, and each share of stock shall be entitled to one vote at all stockholders' meeting, annual and special.

Ownership of any amount of capital stock of this Corporation shall not entitle the holder to any preemptive right to subscribe for any unissued stock or to any other stock which the Corporation may hereafter be authorized to issue.

Dividends on the capital stock may be paid at the discretion of the Board of Directors at such time and in such amount as the Board may deem advisable, subject, however, to the Laws of the State of Idaho.

VI.

That the number, qualifications, terms of office, manner of election, time and place and manner of calling meetings, and the powers and duties, of the Directors of said Corporation, shall be fixed and prescribed by the By-Laws of the Corporation, provided however, there shall not be less than three (3) nor more than Nine (9) Directors of said Corporation; Provided, however, the first Board of Directors and Officers of the Corporation to serve until the first annual meeting of the Shareholders of the Corporation, or until their successors are duly elected and qualified, shall be as follows: President and Director, D.B. Lewis, Vice-President and Director, G. A. Sheppard, Secretary, Treasurer and Director, Wendell Welling, Director, J. H. Stocks, Director, P. W. Frank; and provided further, that the President or Vice-President, and the Secretary of the Corporation are authorized to issue and sign the certificates representing issuance of the corporate stock of the Corporation.

VII.

That the Board of Directors shall have the power and authority to repeal and amend the By-Laws and make new By-Laws of the Corporation in the manner fixed by the By-Laws of the Corporation, provided however, the Board of Directors shall not make or alter any By-Laws fixing their qualifications, classifications, term of office or compensation.

VIII.

That the names and post office addresses of each of the Incorporators of said Corporation and the number of shares therein subscribed by each of said Incorporators are as follows:

<u>NAME</u>	<u>P.O. Address</u>	<u>NO. SHARES SUB- SCRIBED.</u>
J. H. Stocks	Box 232-Mackay, Idaho	(1)
P.W. Frank	Pocatello, Idaho	(1)
O. V. Kelsey	Box 523-Idaho Falls, Idaho	(1)
Harvey V. Bell	790 West 6th St., Blackfoot, Idaho	(1)
Harry Katseanes	Route #2, Blackfoot, Idaho	(1)
Ross Murray	Rockland, Idaho	(1)
Carrol W. Wells	Box 541-Salmon, Idaho	(1)
Helen D. Denny	Box 956-Salmon, Idaho	(1)
Robert G. Denny	Box 956-Salmon, Idaho	(1)
Mary Schenk	1950 Normal Ave- Burley, Idaho	(1)
Jacob Schenk	1950 Normal Ave-Burley, Idaho	(1)
G. Elmo Shoup, Trustee for Wonder Lode Claims	Box 756-Salmon, Idaho	(1)
Wilson P. Ellis	Ellis, Idaho	(1)
Phares P. Frank	1300 Yellowstone-Pocatello, Idaho	(1)
John A. Rucker	Tandoy, Idaho	(1)
Hona Vanderlinden	918 Newton Road-Iowa City, Iowa	(1)

NAME	P.O. ADDRESS	NO. SHARES SUBSCRIBED
G. Elmo Shoup	Salmon, Idaho	(1)
Charles Herndon	Salmon, Idaho	(1)
Donna Lou McConnell, Davidson		
by Charles K. McConnell, her		
attorney-in-fact	Box 441, Salmon, Idaho	(1)
Charles K. McConnell	Box 441, Salmon, Idaho	(1)
Charles B. Kane	Box 465 - Salmon, Idaho	(1)
Merle D. Bartlett	Box 11 - Tendoy, Idaho	(1)
Mrs. Merle Bartlett	Box 11 - Tendoy, Idaho	(1)
Earl Pyeatt	Box 11 - Tendoy, Idaho	(1)
Margaret L. Pyeatt	Box 11 - Tendoy, Idaho	(1)
George L. Shoup	Box 59 - Tendoy, Idaho	(1)
Nellie B. Shoup	Box 59 - Tendoy, Idaho	(1)
George L. Shoup, Jr.	Box 59 - Tendoy, Idaho	(1)
John R. Swauger	Salmon, Idaho	(1)
Frank P. Swauger	Box 725 - Salmon, Idaho	(1)
J. E. Hovren	Box 226 - Salmon, Idaho	(1)
Delbert J. Cook	Hamilton, Montana	(1)
Mrs. Laurence Gini	Salmon, Idaho	(1)
Florence Mosts	Box 582 - Salmon, Idaho	(1)
Irvin C. Robertson	Box 535 - Salmon, Idaho	(1)
Charles K. Pence, Sr.	Cobalt, Idaho	(1)
Mrs. Charles R. Pence, St.	Cobalt, Idaho	(1)
Charles A. Carlson	Salmon, Idaho	(1)
Leonard Theriault	c/o Tom Benedict - Salmon, Idaho	(1)
Everett J. Martonen	Box 372 - Salmon, Idaho	(1)
Lila Martonen	Box 372 - Salmon, Idaho	(1)
Clair F. Pierce	Box K 44 - Salmon, Idaho	(1)
Ray F. Pierce	Box K 44 - Salmon, Idaho	(1)
Wm. Riley Wheeler	Rigby, Idaho	(1)
Bertha Wheeler	Rigby, Idaho	(1)
C. Walker Lyon	Salmon, Idaho	(1)
Lottie Prosser	Star Route - Salmon, Idaho	(1)
Don Alder	Star Route - Salmon, Idaho	(1)
Robert C. Whitsett	Star Route - Salmon, Idaho	(1)
Beatrice L. Whitsett	Star Route - Salmon, Idaho	(1)
Robert F. Barter	Challis, Idaho	(1)
Robert C. Anderson	Mackay, Idaho	(1)
Eugene H. Buster	Mackay, Idaho	(1)
Albert Blair	Mackay, Idaho	(1)
George A. Whiting	Mackay, Idaho	(1)
Jim Blair	Mackay, Idaho	(1)
Mrs. P.D. Kent	Mackay, Idaho	(1)
Colton Kimball	Mackay, Idaho	(1)
George Kimball	Mackay, Idaho	(1)
Dellis Kimball	Mackay, Idaho	(1)
Tom Blair	Mackay, Idaho	(1)
Edna Blair	Mackay, Idaho	(1)
JoAnne Blair	Mackay, Idaho	(1)
Glenn Rodman	Mackay, Idaho - Box 553	(1)
Darlene Wessman (Johnson)	Ririe, Idaho	(1)
Clinton A. Gundersen	Box 223 - Mackay, Idaho	(1)
Idena Gundersen	975 S. 4th East, Springville, Utah	(1)
Paul Gundersen	975 S. 4th East, Springville, Utah	(1)
Janet Gundersen	Mackay, Idaho	(1)
Martin Gundersen	3906 Louise - Lynwood, California	(1)
Otis M. Gundersen	Salmon, Idaho	(1)
Quay Gundersen	1878 S. 8th West - Salt Lake City, Utah	(1)
Beulah Bradley	45 W. 2nd So. - Pleasant Grove, Utah	(1)
Emerson Bradley	45 W. 2nd So. - Pleasant Grove, Utah	(1)
Pauline Clausen	4705 W. 5015 So. - Kearns, Utah	(1)
Bill Clausen	4705 W. 5015 So. - Kearns, Utah	(1)
Dale Larsen	3010 S. 1612 E. - Salt Lake City, Utah	(1)
Jocie Larsen	3010 S. 1612 E. - Salt Lake City, Utah	(1)
Joe McCarren	5295 S. 4400 W. - Kearns, Utah	(1)
George Wilkins	4566 W. 4805 S. - Kearns, Utah	(1)
Louise Wilkins	4566 W. 4805 S. - Kearns, Utah	(1)

NAME	P.O. ADDRESS	NO. SHARES SUBSCRIBED
Noreen Elkins	1030 S. Maple - Oak Park, Ill.	(1)
Robert J. Rodman	Box 553 - Mackay, Idaho	(1)
Kathryn Rodman	Box 553 - Mackay, Idaho	(1)
Reed Critchfield	310 West Lee - Kingsville, Texas	(1)
Ruby Critchfield	310 West Lee - Kingsville, Texas	(1)
Art Storer	Mackay, Idaho	(1)
Beatrice Storer	Mackay, Idaho	(1)
Harry Cohen	Twin Falls, Idaho	(1)
Howard Rodman	Box 375 - Elko, Nevada	(1)
Richard S. Wilson	Route 2 - Twin Falls, Idaho	(1)
Clair J. Stocks	Box 232 - Mackay, Idaho	(1)
Lillian C. Deming	Mackay, Idaho	(1)
K. H. Deming	Mackay, Idaho	(1)
Ann S. Andersen	Moore, Idaho	(1)
Alexander M. Walker	Box 502 - Arco, Idaho	(1)
E. L. Gaumer	Arco, Idaho	(1)
D. C. Strunk	366 Jefferson - Pocatello, Idaho	(1)
Blanche V. Strunk	366 Jefferson - Pocatello, Idaho	(1)
Harry Morgan	104 W. Fremont - Montibello, California	(1)
Pearl Morgan	104 W. Fremont - Montibello, California	(1)
Harry Morgan	215 North Main - Pocatello, Idaho	(1)
LaRene Morgan	215 North Main - Pocatello, Idaho	(1)
Harold Johnson	215 North Main - Pocatello, Idaho	(1)
Keith Johnson	215 North Main - Pocatello, Idaho	(1)
Roberta Johnson	215 North Main - Pocatello, Idaho	(1)
Robert W. St. Clair	P.O. Box 29 - Idaho Falls, Idaho	(1)
David Seivert	Arbon, Idaho	(1)
Lorin Criddle	839 Yellowstone - Alameda, Idaho	(1)
Maxine Criddle	839 Yellowstone - Alameda, Idaho	(1)
Robert Schiers	2990 Pole Line Rd. - Pocatello, Idaho	(1)
Irving Hawks	944 So. 4th Pocatello, Idaho	(1)
Douglas K. Nielsen	1335 No. Godelt - Pocatello, Idaho	(1)
J. R. Hymas	411 No. Arthur - Pocatello, Idaho	(1)
Amedia Hymas	411 No. Arthur - Pocatello, Idaho	(1)
Alfred Nogo	404 W. Maple - Pocatello, Idaho	(1)
Myrum S. Horton	547 Willard St. - Pocatello, Idaho	(1)
Hermoine S. Horton	547 Willard St. - Pocatello, Idaho	(1)
Guy R. Waid	355 Riverside Drive - Pocatello, Idaho	(1)
Ray Andrews	Bannock Hotel - Pocatello, Idaho	(1)
Noell R. Streeper	420 Warren - Alameda, Idaho	(1)
Anna N. Streeper	420 Warren - Alameda, Idaho	(1)
R. H. Nipper	1260 Yellowstone - Pocatello, Idaho	(1)
Sybil E. Nipper	1260 Yellowstone - Pocatello, Idaho	(1)
D. Gordon Merrill	215 So. 3rd E. - Preston, Idaho	(1)
O. E. Tyner	Lewiston, Utah	(1)
Kate Tyner	Lewiston, Utah	(1)
Reed F. Theurer	Lewiston, Utah	(1)
Margaret Theurer	Lewiston, Utah	(1)
Reed Allen	RFD - Richmond, Utah	(1)
Neta Allen	RFD - Richmond, Utah	(1)
Herman C. Johnson	Lewiston, Utah	(1)
Jean Johnson	Lewiston, Utah	(1)
Reader Karren	Lewiston, Utah	(1)
LaRay Karren	Lewiston, Utah	(1)
L. D. Bodily	Lewiston, Utah	(1)
Norma Bodily	Lewiston, Utah	(1)
Stanley Carter	Preston, Idaho	(1)
Marie Carter	Preston, Idaho	(1)
A. L. Stocks	Preston, Idaho	(1)
Rosanna Stocks	Preston, Idaho	(1)
O. E. Bowles	Preston, Idaho	(1)
Rita Bowles	Preston, Idaho	(1)
Norman D. Loosle	Clarkston, Utah	(1)
Aaron Barson	Clarkston, Utah	(1)

NAME	P. O. ADDRESS	NO. SHARES SUBSCRIBED
Rudger J. Barson	Clarkston, Utah	(1)
Vea Karren	Smithfield, Utah	(1)
Dell H. Girardell	545 Yellowstone Ave. - Idaho Falls, Idaho	(1)
Ray Robbins	805 9th St., Idaho Falls, Idaho	(1)
Michael Moss	Fielding, Utah	(1)
Beatrice Hendricks	Clearfield, Utah (c/o Wendell Welling)	(1)
Wendell Voss	316 Dixie St., - Layton, Utah	(1)
Clyde E. Hansen	40 No. 4th West - Logan, Utah	(1)
Ruth Hansen	40 No. 4th West - Logan, Utah	(1)
Darwin C. Hansen	40 No. 4th West - Logan, Utah	(1)
Russell Bowcutt	Lewiston, Utah	(1)
Olive C. Bowcutt	Lewiston, Utah	(1)
Howard H. Shuldberg	Lewiston, Utah	(1)
Wanda Shuldberg	Lewiston, Utah	(1)
Robert Doctor	250 East 5th N. - Logan, Utah	(1)
Marion Doctor	250 East 5th N. - Logan, Utah	(1)
H. F. Jackson	Blackfoot, Idaho	(1)
Charles J. Morris	390 Rich St., - Blackfoot, Idaho	(1)
P. Merrill Packer	291 N. Broadway - Blackfoot, Idaho	(1)
C. Dean Packer	291 N. Broadway - Blackfoot, Idaho	(1)
Fontella Horton	186 N. Spruce - Blackfoot, Idaho	(1)
Carl Staley	321 E. Walker - Blackfoot, Idaho	(1)
Homer Easter	969 S. Fisher - Blackfoot, Idaho	(1)
LaReine Easter	969 S. Fisher - Blackfoot, Idaho	(1)
Ivy A. Hag	Box 566 - Salmon, Idaho	(1)
Joe Pusateri	Box 317 - Idaho Falls, Idaho	(1)
W. H. Clifford	Box 365 - Idaho Falls, Idaho	(1)
Margaret Jean Jenkins	455 Linden Dr. - Idaho Falls, Idaho	(1)
Robert C. Jenkins	455 Linden Dr. - Idaho Falls, Idaho	(1)
H. K. Ballenger	155 Cedar St., Idaho Falls, Idaho	(1)
David L. Zollinger	Box 283 - Mackay, Idaho	(1)
Leah Z. Spraktes	Box 411 - Kellogg, Idaho	(1)
Reverlee Z. Murry	321 Druid Lane - Tallahoma, Tennessee	(1)
M. B. Bell	620 Velma Dr., Whittier, California	(1)
R. W. Schenk	Burley, Idaho	(1)
Leonard J. Schenk	Warden, Washington	(1)
Irine E. Del Segilo	1950 Normal Ave., Burley, Idaho	(1)
Beatrice R. Oliver	Seattle, Washington	(1)
Virginia M. Worthington	Burley, Idaho	(1)
Ann Lundin	Box 177 - Soda Springs, Idaho	(1)
Clifford McDonald	Filer, Idaho	(1)
O. J. Christensen	Blackfoot, Idaho	(1)
Peter J. Contos	Pocatello, Idaho	(1)
James M. Smith	Pocatello, Idaho	(1)
Darwin I. Cook	1016 East Oak - Pocatello, Idaho	(1)
John Hehman	75 Valley View - Pocatello, Idaho	(1)
Rae Farmer	27 Greenwood - Pocatello, Idaho	(1)
Ethel Farmer	27 Greenwood - Pocatello, Idaho	(1)
Elmer K. Terry	c/o Naval Ordnance Plant - Pocatello, Idaho	(1)
Fred Marchetti	245 N. Main - Pocatello, Idaho	(1)
Jane W. Joyce	M.F.S. - Pocatello, Idaho	(1)
Henry A. Joyce	M.F.S. - Pocatello, Idaho	(1)
Del Hupp	1225 N. Main - Pocatello, Idaho	(1)
Maurice H. Zimmerman	Box 1285 - Pocatello, Idaho	(1)
Esther M. Zimmerman	Box 1285 - Pocatello, Idaho	(1)
Bob Hillman	Green Triangle - Chubbock, Idaho	(1)
Mike Busco	628 No. 8th - Pocatello, Idaho	(1)
Roy G. Jones	354 Fredregill Rd. - Pocatello, Idaho	(1)
L. L. Turner	468 Fairmont - Pocatello, Idaho	(1)
Rose C. Turner	468 Fairmont - Pocatello, Idaho	(1)
Edna White	850 W. Clark - Pocatello, Idaho	(1)
Chas. A. Holm	M.F.S. - Pocatello, Idaho	(1)
E. H. Casterlin	620 N. Arthur - Pocatello, Idaho	(1)
Mary V. King	c/o Western Union - Pocatello, Idaho	(1)
R. W. Fuller	Route 1 - Pocatello, Idaho	(1)
Annelise Fuller	Route 1 - Pocatello, Idaho	(1)
Vernon E. Bell	531 Gerth - Salem, Oregon	(1)
Margaret Bell	531 Gerth - Salem, Oregon	(1)

<u>NAME</u>	<u>P. O. ADDRESS</u>	<u>NO. SHARES SUBSCRIBED</u>
George W. Wilson	531 Gerth - Salem, Oregon	(1)
Chester Conlin	Inkom, Idaho	(1)
Eda Conlin	Inkom, Idaho	(1)
Clifford Wolverton	572 Fillmore - Pocatello, Idaho	(1)
Lydia Wolverton	572 Fillmore - Pocatello, Idaho	(1)
Ada Johnson	940 East Benton - Pocatello, Idaho	(1)
Joe L. Pattee	Tendoy, Idaho	(1)
Elizabeth B. Pattee	Tendoy, Idaho	(1)
H. R. Carlson	Salmon, Idaho	(1)
James L. Thompson	4803 Hillcrest Drive - Boise, Idaho	(1)
Kenneth Chastin	4803 Hillcrest Drive - Boise, Idaho	(1)
Lorreta K. Taylor	Missoula, Montana	(1)
Darlene Wells	Box 545 - Moses Lake, Washington	(1)
Ernest A. Woodman	Salmon, Idaho	(1)
Virginia Welling	Fielding, Utah	(1)
Margaret Spiegel	215 N. Main - Pocatello, Idaho	(1)
George C. Hammond	Salmon, Idaho	(1)
Joyce B. Hammond	Salmon, Idaho	(1)
E. G. Peron	Pedro, California	(1)
Mrs. E. G. Peron	Pedro, California	(1)
Mr. D. B. Lewis	817 East 18th Street, Los Angeles, California	(1)
Roy D. Moncur	KPD #2 - Burley, Idaho	(1)
James A. Kennedy	700 West 13th - Apt. #3, Burley, Idaho	(1)
Mrs. Annette Castle	Ketchum, Idaho	(1)
G. McKonkie	Union, Oregon	(1)
W. H. Culp	Elgin, Oregon	(1)
Myrtle Culp	Elgin, Oregon	(1)
Laura W. Ludahl	Newport, Oregon	(1)
Ernest L. Ludahl	Newport, Oregon	(1)
Orland M. Dolton	Berlinton, Iowa	(1)
Mrs. Orland M. Dolton	Berlinton, Iowa	(1)
Ben B. Johnson	Preston, Idaho	(1)
Henry L. Smith	Challis, Idaho	(1)
Verold A. Smith	Challis, Idaho	(1)
Theron E. Smith	Challis, Idaho	(1)
Dewey F. Hannon	Toledo, Oregon	(1)
Tessie C. Hannon	Toledo, Oregon	(1)
Ralph S. Bumgardner	1512 N. 19th - Boise, Idaho	(1)
Cora E. Bumgardner	1512 N. 19th - Boise, Idaho	(1)
F. M. Conrad	3003 State St., Boise, Idaho	(1)
R. W. Faris	Bow Island, B.C., Canada	(1)
Edgar R. Wolfley	Salmon, Idaho	(1)
Carmen Wolfley	Salmon, Idaho	(1)

IN WITNESS WHEREOF, we have hereunto set our hands and seal, in
Triplicate Originals, this 19th day of March, 1958.

<u>NAME</u>	<u>ADDRESS</u>
S/ J. H. Stocks	Mackay, Idaho
S/ P. W. Frank	Pocatello, Idaho
S/ O. V. Kelsey	Box 523, Idaho Falls, Idaho
S/ Harvey V. Ball	790 West Sixth St., Blackfoot, Idaho
S/ Harry Katseanes	Route #2, Blackfoot, Idaho
S/ Ross Murray	Rockland, Idaho
S/ Carrol W. Wells	Salmon Idaho, Box 541
S/ Helen D. Denny	Box 956, Salmon, Idaho
S/ Robert G. Denney	Box 956, Salmon, Idaho
S/ Mary Schenk	1950 Normal Ave. - Burley, Idaho
S/ Jacob Schenk	1950 Normal Ave. - Burley, Idaho
S/ G. Elmo Shoup	Box 756, Salmon, Idaho (Trustee for Wonder Lode Claims)
S/ Wilson P. Ellis	Ellis, Idaho
S/ Phares P. Frank	1300 Yellowstone - Pocatello, Idaho
S/ John A. Rucker	Tandoy, Idaho
S/ Nona Venderlinden	Iowa City, Iowa
S/ G. Elmo Shoup	Salmon, Idaho
S/ Charles Herndon	Salmon, Idaho
S/ Donna Lou McConnell, Davidson By Charles K. McConnell Her Attorney in-fact	Box 441, Salmon, Idaho
Charles K. McConnell (S/)	Box 441, Salmon, Idaho
S/ Charles B. Kane	Box 465, Salmon, Idaho
S/ Merle D. Bartlett	Box 11, Tandoy, Idaho
S/ Mrs. Merle Bartlett	Box 11, " "
S/ Earl Pyeatt	Box 11, " "
S/ Margaret L. Pyeatt	Box 11, Tandoy, Idaho
S/ George L. Shoup	Box 59, Tandoy, Idaho
S/ Nellie B. Shoup	" " " "
S/ George L. Shoup, Jr.	Box 59, Tandoy, Idaho

S/ John R. Swauger	Salmon, Idaho
S/ Frank P. Swauger	Salmon, Idaho - Box 725
S/ J. E. Hovren	Salmon, Idaho - Box 226
S/ Delbert J. Cook	Hamilton, Montana
S/ Mrs. Laurence Gini	Salmon, Idaho
S/ Florence Moats	Box 582, Salmon, Idaho
S/ Irvin C. Robertson	Box 535 - Salmon, Idaho
S/ Charles R. Pence, Sr.	Cobalt, Idaho
S/ Mrs. Charles R. Pence, Sr.	Cobalt, Idaho
S/ Charles A. Carlson	Salmon, Idaho
S/ Leonard Theriault	Salmon, Idaho - c/o Tom Benedict
S/ Everett J. Martonen	Box 372, Salmon, Idaho
S/ Lila Martonen	Box 372, Salmon, Idaho
S/ Clair F. Pierce	Box K 44, Salmon, Idaho
S/ Ray F. Pierce	Box K 44, Salmon, Idaho
S/ Wm. Riley Wheeler	Rigby, Idaho
S/ Bertha Wheeler	Rigby, Idaho
S/ C. Walker Lyon	Salmon, Idaho
S/ Lottie Prosser	Star Route - Salmon, Idaho
S/ Don Alder	Star Route - Salmon, Idaho
S/ Robert C. Whitsett	Star Route - Salmon, Idaho
S/ Beatrice L. Whitsett	Star Route - Salmon, Idaho
S/ Robert F. Barter	Challis, Idaho
S/ Robert C. Anderson	Mackay, Idaho
S/ Eugene H. Buster	Mackay, Idaho
S/ Albert Blair	Mackay, Idaho
S/ George A. Whiting	Mackay, Idaho
S/ Jim Blair	Mackay, Idaho
S/ Mrs. P. D. Kant	Mackay, Idaho
S/ Colton Kimball	Mackay, Idaho
S/ George Kimball	Mackay, Idaho
S/ Nellie Kimball	Mackay, Idaho

8/ Tom Blair	Mackay, Idaho
8/ Edna Blair	Mackay, Idaho
8/ JoAnne Blair	Mackay, Idaho
8/ Glenn Rodman	Mackay, Idaho
8/ Darlene Wesanen (Johnson)	Ririe, Idaho
8/ Clinton A. Gundersen	Mackay, Idaho
8/ Emma Gundersen	Springville, Utah
8/ Paul Gundersen	Springville, Utah
8/ Janet Gundersen	Mackay, Idaho
8/ Martin Gundersen	Lynwood, California
8/ Otis M. Gundersen	Salmon, Idaho
8/ Quay Gundersen	Salt Lake City, Utah
8/ Beulah Bradley	Pleasant Grove, Utah
8/ Emerson Bradley	Pleasant Grove, Utah
8/ Pauline and Bill Clausen	Kearns, Utah
8/ Dale & Jocie Larsen	3010 S. 1612 E. - Salt Lake City, Utah
8/ Joe McCarren	5295 S. 4400 W. - Kearns, Utah
8/ George & Louise Wilkins	4566 W. 4805 S. - Kearns, Utah
8/ Moresen Elkins	1030 S. Maple - Oak Park, Ill.
8/ Robert J. Rodman & Kathryn Mackay	Idaho
8/ Reed Critchfield & Ruby	310 West Lee - Kingville, Texas
8/ Art Storer & Beatrice Storer	Mackay, Idaho
8/ Harry Cohen	Twin Falls, Idaho
8/ Howard Rodman	Box 375 - Elko, Nevada
8/ Richard S. Wilson	Rt. #2, Twin Falls, Idaho
8/ Clair J. Stocks	Box 232, Mackay, Idaho
8/ Lillian C. Deming	Mackay, Idaho
8/ K. H. Deming	Mackay, Idaho
8/ Ann S. Andersen	Moore, Idaho
8/ Alexander M. Walker	Box 502 - Arco, Idaho
8/ E. L. Gummer	Arco, Idaho
8/ E. C. Strunk	366 Jefferson - Pocatello, Idaho
8/ Blanche V. Strunk	366 Jefferson - Pocatello, Idaho
8/ Mary & Pearl Morgan	104 W. Fremont - Montibello, California
8/ Mary Morgan	215 No. Main - Pocatello, Idaho

S/ LaRene Morgan	215 North Main - Pocatello, Idaho
S/ Harold Johnson	" " " " "
S/ Keith & Roberts Johnson	" " " " "
S/ Robert W. St. Clair	Idaho Falls, Idaho
S/ David Selvert	Arbon, Idaho
S/ Lorin Criddle	839 Yellowstone, Alameda, Idaho
S/ Maxine Criddle	839 Yellowstone, Alameda, Idaho
S/ Robert Schiers	2990 Pole Line Rd. - Pocatello, Idaho
S/ Irving Hawks	944 So. 4th - Pocatello, Idaho
S/ Douglas K. Nielsen	1335 No. Godelt - Pocatello, Idaho
S/ J. R. Hymas	411 No. Arthur - Pocatello, Idaho
Ameda Hymas (S/)	411 No. Arthur - Pocatello, Idaho
S/ Alfred Nogo	404 W. Maple - Pocatello, Idaho
S/ Hyrum S. & Hermone S. Horton	547 Willard St. - Pocatello, Idaho
S/ Guy R. Weid	355 Riverside Drive - Pocatello, Idaho
S/ Ray Andrews	Bannock Hotel - Pocatello, Idaho
S/ Noell R. Streeper & Anna M. Streeper	- 420 Warren - Alameda, Idaho
S/ R. H. Nipper & Sybil E. Nipper	1260 Yellowstone - Pocatello, Idaho
S/ D. Gordon Merrill	215 So. 3rd E. - Preston, Idaho
S/ O. E. Tyner & Kate Tyner	Lewiston, Utah
S/ Reed F. & Margaret Theurer	Lewiston, Utah
S/ Reed & Neta Allen	Richmond, Utah
S/ Bernah C. & Jean Johnson	Lewiston, Utah
S/ Reader Karren & LaRay Karren	- Lewiston, Utah
S/ L. D. Bodily & Norma Bodily	- Lewiston, Utah
S/ Stanley & Marie Carter	Preston, Idaho
S/ A. L. & Rosanna Stocks	Preston, Idaho
S/ O. E. & Rita Bowles	Preston, Idaho
S/ Norman D. Loosle	Clarkston, Utah
S/ Aaron Berson	Clarkston, Utah
S/ Rudger J. Berson	Clarkston, Utah
S/ Vas Karren	Smithfield, Utah
S/ Dell H. Girardell	545 Yellowstone Ave. - Idaho Falls, Idaho
S/ Ray Robbins	805 9th St., Idaho Falls, Idaho
S/ Michael Moss	Fielding, Utah

S/ Beatrice Hendricks Clearfield, Utah c/o Beauty Shop
 S/ Wendell Voss 316 Dixie St. - Layton, Utah
 S/ Clyde E. Hansen and or Ruth Hansen - 40 No. 4th West - Logan, Utah
 S/ Darwin C. Hansen 40 No. 4th West - Logan, Utah
 S/ Russell Bowcutt & Olive C. Bowcutt - Lewiston, Utah
 S/ Howard H. Shuldberg & Wanda Shuldberg - Lewiston, Utah
 S/ Robert & Marion Doctor 250 East 5th N. - Logan, Utah
 S/ R. F. Jackson Blackfoot, Idaho
 S/ Charles J. Morris 390 Rich St. - Blackfoot, Idaho
 S/ P. Merrill Packer 291 N. Broadway - Blackfoot, Idaho
 S/ C. Dean Packer 291 N. Broadway - Blackfoot, Idaho
 S/ Pontelle Horton 186 N. Spruce - Blackfoot, Idaho
 S/ Carl Staley 321 E. Walker - Blackfoot, Idaho
 S/ Homer & Lela Easter 969 So. Fisher - Blackfoot, Idaho
 S/ Ivy A. Hoag Box 566 - Salmon, Idaho
 S/ Joe Pusateri Box 317 - Idaho Falls, Idaho
 S/ W. H. Clifford Box 365 Idaho Falls, Idaho
 S/ Margaret Jean Jenkins 455 Linden Dr. - Idaho Falls, Idaho
 S/ Robert G. Jenkins " " " " " "
 S/ H. K. Ballenger 155 Cedar St., - Idaho Falls, Idaho
 S/ David L. Zollinger Box 283, Mackay, Idaho
 S/ Leah Z. Spraktes Box 411, Kellogg, Idaho
 S/ Beverlee Z. Murry 321 Druid Lane - Tallahoma, Tennessee
 S/ M. B. Bell 620 Velma Dr., - Whittier, California
 S/ R. W. Schenk Burley, Idaho
 S/ Leonard J. Schenk Warden, Washington
 S/ Irina E. Del Seglio 1850 Normal Ave. - Burley, Idaho
 S/ Beatrice R. Oliver -- Seattle, Washington
 S/ Virginia M. Worthington Burley, Idaho
 S/ Ann Lundin Box 177 - Soda Springs, Idaho
 Clifford McDonald Filer, Idaho
 S/ O. J. Christensen Blackfoot, Idaho
 S/ Peter J. Contos Pocatello, Idaho
 James M. Smith Pocatello, Idaho
 Marvin I. Cook 1016 East Oak - Pocatello, Idaho

S/ John Hehmen	75 Valley View - Pocatello, Idaho
S/ Rae & or Ethel Farmer	27 Greenwood - Pocatello, Idaho
S/ Elmer R. Terry	Navel Ordnance - Pocatello, Idaho
S/ Fred Marchetti	245 N. Main - Pocatello, Idaho
S/ Jane W. Joyce	M.F.S. - Pocatello, Idaho
S/ Henry A. Joyce	M.F.S. - Pocatello, Idaho
S/ Del Hupp	1225 N. Main - Pocatello, Idaho
S/ Maurice H. Zimmerman	Box 1285 - Pocatello, Idaho
S/ Esther M. Zimmerman	Box 1285 - Pocatello, Idaho
S/ Bob Hillman	Green Triangle - Chubbuck, Idaho
S/ Mike Busco	628 No. 8th - Pocatello, Idaho
S/ Roy G. Jones	354 Fredregill Rd. - Pocatello, Idaho
S/ L. L. Turner & Rose C. Turner	- 468 Fairmont - Pocatello, Idaho
S/ Edna White	850 W. Clark - Pocatello, Idaho
S/ Chas. A. Holm	M.F.S. - Pocatello, Idaho
S/ E. H. Casterlin	620 N. Arthur - Pocatello, Idaho
S/ Mary V. King	c/o Western Union - Pocatello, Idaho
S/ R. W. Fuller --Anneliese	Routel - Pocatello, Idaho
S/ Vernon E. & Margaret Ball	631 Gerth - Salem, Oregon
S/ George W. Wilson	531 Gerth - Salem, Oregon
S/ Chester & Eda Conlin	Inkom, Idaho
S/ Clifford & Lydia Wolverton	572 Fillmore - Pocatello, Idaho
S/ Ada Johnson	940 East Benton - Pocatello, Idaho
S/ Joe L. Pattee	Tendoy, Idaho
S/ Elizabeth B. Pattee	Tendoy, Idaho
S/ H. R. Carlson	Salmon, Idaho
S/ James L. Thompson	4803 Hillcrest Drive - Boise, Idaho
S/ Kenneth Chattrin	4803 Hillcrest Drive - Boise, Idaho
S/ Lorrata K. Taylor	Missoula, Montana
S/ Darlene Wells	Moses Lake, Washington - Box 545
S/ Ernest A. Woodman	Salmon, Idaho
S/ Virginia Welling	Fielding, Utah
S/ Margaret Spiegel	215 North Main, Pocatello, Idaho

S/ George C. Hammond

S/ Joyce E. Hammond
Salmon, Idaho

S/ E. G. Peron Pedro, Cal.

E. G. Peron

S/ Mrs. E. G. Peron Pedro, Cal.

Mrs. E. G. Peron

S/ D. B. Lewis Los Angeles, Cal.

S/ Roy D. Moncur Burley, Idaho (R.F.D. #2)
S/ James A. Kennedy 700 West 13th Apt. #3, Burley, Idaho
S/ Mrs. Annette Castle Ketchum, Idaho
S/ G. McKookie Union, Oregon
S/ W. R. Culp Elgin, Oregon
S/ Myrtle Culp Elgin, Oregon
S/ Laura W. Ludahl Newport, Oregon
S/ Ernest L. Ludahl Newport, Oregon
S/ Orland M. Dolton Burlington, Iowa
S/ Mrs. Orland M. Dolton " " 198.
S/ Ben B. Johnson Preston, Idaho
S/ Henry L. Smith Challis, Idaho
S/ Verold A. Smith Challis, Idaho
S/ Theron E. Smith Challis, Idaho
S/ Dewey F. Hammon Toledo, Oregon
S/ Tessie C. Hammon Toledo, Oregon
S/ Ralph E. Bangerdner 1512 N. 19th - Boise, Idaho
S/ Euse E. Bangerdner " " " "
S/ E. A. Conrad 3003 State St., Boise, Idaho
S/ E. W. Paris Bow Island, B.C., Canada
S/ Euse E. Wolfley Salmon, Idaho
S/ Euse E. Wolfley " " "

STATE OF IDAHO)
) SS.
County of)

On this 15th day of May, 1938, before me,
the Undersigned, a Notary Public in and for said County and State, personally
appeared P. W. Frank, J. H. Stocks and K. W. Deming,

known to me to be the persons whose names are subscribed to the within and
foregoing instrument, and acknowledged to me that they executed the same.

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

(SEAL)

S/ Orval Hansen
NOTARY PUBLIC FOR THE STATE OF IDAHO.
RESIDING AT. Idaho Falls, IDAHO

No. 30048

Articles of Incorporation
of
NUCLEAR FUELS & RARE
METALS CORPORATION, INC.

Pocatello.
Perpetual
100,000,000 shs. N.Y.

OF IDAHO
Department of State
Boise, Idaho

Approved, filed and admitted to the
records of Articles of Incorporation
of the State of Idaho and certificate
issued this 10th

day of June 1958.
at 3:40 P.M.

FILED

Filing \$ 200.00
Recording 14.00
Certificate 6.00
Licenses

TOTAL \$ 220.00

S/ JAS. H. YOUNG

Secretary of State

S/ Phoebe McGrath

Incorporation Clerk

Filed by Robert W. Bennett, Atty.
Pocatello

RECORDED
INDEXED
PHOTOGRAPHED

AGREEMENT

THIS AGREEMENT, made and entered into this 11th day of August, 1952, by and between NUCLEAR FUEL AND RARE METALS CORPORATION, INC., an Idaho Corporation, party of the first part, hereinafter called "Corporation," and JAMES V. JOYCE, of Andover, New York, party of the second part, hereinafter called "Joyce."

WITNESSETH:

WHEREAS, Corporation is contemplating a merger with Lemhi Pass Thorium Corporation, an Idaho Corporation, wherein Corporation will be the Surviving Corporation; and,

WHEREAS, Corporation, by means of various agreements and assignments, had entered into contractual agreements with D. B. Lewis, now deceased, of Los Angeles, California; and,

WHEREAS, Joyce has purchased all of the right, obligations, title and interest in and to the said D. B. Lewis interest in Corporation, including the right to \$1,000,000 shares, more or less, of stock in Corporation, and in the contractual agreements between the said D. B. Lewis and Corporation; and,

WHEREAS, The parties hereto are agreed that the proposed merger between Corporation and Lemhi Pass Thorium Corporation will best promote the respective interests of all the parties hereto.

WITNESSETH:

NOW, THEREFORE, In consideration of the premises and of the mutual covenants and agreements herein set forth, the parties hereto covenant and agree as follows:

1

The Corporation covenants and agrees to merge Lemhi Pass Thorium Corporation, under the Provisions of Sections 28-120 et seq., of the Idaho Code, and the Corporation further agrees to exchange ONE (1) Share of Corporation stock in Corporation for each TWO (2) Shares of stock in the said Lemhi Pass Thorium Corporation; provided, however, that said

merger be approved by the shareholders of the respective Corporations in accordance with the Statutes and the Laws of the State of Idaho.

II

The Corporation covenants and agrees to place in escrow with James C. Herndon, Attorney at Law, Salmon, Idaho, a Stock Certificate in the name of Joyce for SEVENTY MILLION FOUR HUNDRED FIFTY THOUSAND (70,450,000) Shares, more or less, of Corporate Stock in Corporation, and instruct said escrow holder to deliver said Stock Certificate to Joyce upon receipt of a good and sufficient quitclaim deed transferring title to One Hundred Forty-Six (146) unpatented Mining Claims, situated in McDewitt Creek Mining District, in Lemhi County, State of Idaho, more particularly described in Exhibit "A" attached hereto and made a part hereof by reference as if set forth in full at this point.

III

Joyce covenants and agrees to execute and to deliver to the said escrow holder, a good and sufficient quitclaim deed to the 146 unpatented Lode Mining Claims, situated in the McDewitt Creek Mining District, in Lemhi County, State of Idaho, and more particularly described in Exhibit "A" attached hereto, and Joyce shall further instruct said escrow holder to deliver said quitclaim deed to Corporation upon receipt of said Stock Certificate.

IV

Joyce further covenants and agrees that the Corporation shall retain Eleven Million (11,000,000) Shares as Treasury Stock, and Joyce further agrees that said stock shall be used by Corporation in exchange of Corporation Stock for Stock in Lemhi Pass Thorium Corporation in connection with said merger.

V

Joyce further covenants and agrees that Joyce shall individually obligate himself, and he hereby does obligate himself, to pay the necessary development or assessment work required by law to be done on the various mining properties owned by Corporation, and to be acquired by Corporation through merger with the said Lemhi Pass Thorium Corporation, with the proviso

that Joyce can terminate these obligations by July 1, 1978, when at such time and happening Corporation will thereafter be responsible for said obligations; and Joyce further agrees not to permit any of the mining claims involved to become lost, forfeited or abandoned, because of any failure to do, or cause to be done, any of said required development or assessment work; Provided, However, if any of the mining claims, in the judgment of the Directors of the Corporation, are deemed to be of not sufficient worth to expend money for assessment work thereon, that then, and in any event, any of such claims so affected, may be dispensed with and/or such assessment work eliminated. Provided, However, that the payments by Joyce for assessment work and development shall be an advance, and Joyce shall be re-imbursed by the Corporation from the profits, after a deduction for operating expenses, for monies advanced under this paragraph.

VI

It is agreed and understood by the parties hereto that Joyce shall be permitted to assign and transfer all of his right, obligations, title and interest, if, in and to said Corporation, without restriction of any kind or nature whatsoever; Provided, However, that Joyce shall not perform any act in violation of the Securities Act, or the Rules and Regulations of the Security Exchange Commission.

VII

It is agreed and understood by the parties hereto that Joyce shall have the right to terminate this agreement if the said merger is not approved in accordance with the Laws of the State of Idaho, or if a minority of shareholders, holding an amount of 500,000 shares of stock, ask for an Appraisal under the Dissenters' Rights Provision in Sections 30-156 and 30-157, of the Idaho Code as amended; and it is further agreed by the parties hereto that in the event this agreement is terminated under this Paragraph, and if title to said unpatented Mining Claims described in Exhibit "A" attached hereto, has passed to Corporation, that Joyce shall have the right of restitution and Corporation shall execute and deliver title to said claims to Joyce upon the receipt of stock in Corporation which had been transferred to Joyce under the provisions of this Agreement.

VIII

It is agreed and understood and expressly made a part of the consideration hereof that the Corporation shall release D. B. Lewis, his heirs and assigns from any and all liability of whatsoever nature or condition arising out of the written contract between Idaho Thorian Company, Inc., and Salmon Uranium and Thorium Company, Inc., parties of the first part, and D. B. Lewis, party of the second part, dated May 14, 1956, and that certain Lease and Option Agreement between John A. Rucker and Nona Vandam-Linden, Lessors, and Idaho Thorium Company, Inc., Lessee, dated December 7, 1955, except as is expressly provided herein.

IX

This Agreement shall be binding upon and shall inure to the benefit of the respective heirs, personal representatives, successors, or assigns of the parties hereto.

IN WITNESS WHEREOF, Nuclear Fuels and Rare Metal Corporation, Inc., has caused this Agreement to be signed and its Corporate Name by its President and Secretary, under the Seal of the Corporation, and also by the Members of the Board of Directors of Corporation, and the said James V. Joyce has hereunto set his hand and seal, the day and year hereth first above written.

ATTEST:

Wendell Welling
Secretary

NUCLEAR FUELS AND RARE METALS CORPORATION, INC.

By J. H. Siroka President

Charles Frank
W. E. Siroka
As L. Stokes
Guyford Thompson
Wendell Welling
Board of Directors of Corporation

JAMES V. JOYCE

BY James V. Joyce
Talei Munson
His Attorney-in-Fact

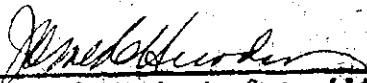
STATE OF IDAHO

1 ss.

County of Lemhi

On this 11 day of August, 1969, before me, the undersigned, a Notary Public in and for said State, personally appeared J. H. Stocks, Phares Frank, A. L. Stocks, Gerald Hansen and Wendell Welling, known to me to be the Directors, and J. H. Stocks and Wendell Welling, known to me to be the President and Secretary, respectively, of NUCLEAR FUELS AND RARE METALS CORPORATION, INC., the corporation that executed the within instrument, and acknowledged to me that such corporation executed the same.

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


Notary Public for the State of Idaho
Residence: Salmon, Idaho

STATE OF IDAHO

1 ss.

County of Lemhi

On this 11 day of August, 1969, before me, the undersigned, a Notary Public in and for said State, personally appeared Dale Munson, known to me to be the person whose name is subscribed to the within instrument as Attorney-in-Fact for James V. Joyce, and acknowledged to me that he executed the same as such Attorney-in-Fact.

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

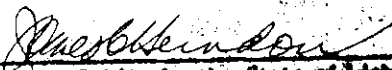

Notary Public for the State of Idaho
Residence: Salmon, Idaho

EXHIBIT "A"

Instrument Number	Name of Claim	Locator	Date	Book	Page
APEX LODGE CLAIMS -					
88126	Apex No. 1	J. A. Rucker	Nov. 8, 1957	9	129
88127	" No. 1-A	"	"	9	129-130
88128	" No. 1-B	"	"	9	130
88129	" No. 2	"	"	9	131
88130	" No. 3	"	"	9	131-132
88131	" No. 4	"	"	9	132
88132	" No. 5	"	"	9	133
88133	" No. 5-A	"	"	9	133-134
LONE STAR LODGE CLAIMS - 21					
88134	Lone Star No. 1	Nona VanderLinden	Nov. 5, 1957	9	144
88135	" No. 1-A	"	"	9	135
88136	" No. 2	"	"	9	135-136
88137	" No. 2-A	"	"	9	136
88138	" No. 3	"	"	9	137
88139	" No. 4	"	"	9	137-138
88140	" No. 5	"	"	9	138
88141	" No. 6	"	"	9	139
88142	" No. 7	"	"	9	139-140
88144	" No. 8	"	"	9	141
88143	" No. 8-A	"	"	9	140
88145	" No. 9	"	"	9	141-142
88146	" No. 10	"	"	9	142
88147	" No. 11	"	"	9	143
88148	" No. 11-A	"	"	9	143-144
88149	" No. 11-B	"	"	9	144
88150	" No. 12	"	"	9	145
88151	" No. 12-A	"	"	9	145-146
88152	" No. 12-B	"	"	9	146
88153	" No. 13	"	"	9	147
88154	" No. 13-A	"	"	9	147-148
Silver Queen Millsite A Located Oct. 7, 1957					
88155				9	148
Silver Queen Millsite B Located Oct. 7, 1957					
88156				9	149
88157	Silver Queen No. 1	J. A. Rucker	Sept. 23, 1957	9	149-150
88158	" No. 2	"	"	9	150
88159	" No. 3	"	"	9	151
88160	" No. 4	"	"	9	151-152
88161	" No. 5	"	"	9	152
88162	" No. 6	"	"	9	153
88163	" No. 6-A	"	"	9	153-154
88164	" No. 7	"	"	9	154
88165	" No. 8	"	"	9	155
88166	" No. 9	"	"	9	155-156
88167	" No. 9-A	"	"	9	156
88168	" No. 10	"	"	9	157
88169	" No. 11	"	"	9	157-158
88170	" No. 13	"	"	9	158
88171	" No. 14	"	"	9	159
88172	" No. 14-A	"	Oct. 7, 1957	9	159-160
88173	" No. 15	"	Sept. 24, 1957	9	160

Instrument Number	Name of Chain	Logster	Date	Book	Page
88174	Silver Queen No. 15-A	J. A. Racker	Oct. 7, 1957	9	161
88175	" No. 16	"	Sept. 24, 1957	9	161-162
88176	" No. 16-A	"	Oct. 7, 1957	9	162
88177	" No. 17	"	Sept. 24, 1957	9	163
88178	" No. 17-A	"	Oct. 7, 1957	9	163-164
88179	" No. 18	"	Sept. 24, 1957	9	164
88180	" No. 19	"	"	9	165
88181	" No. 20	"	"	9	165-166
88182	" No. 21	"	"	9	166
88183	" No. 22	"	"	9	167
88184	" No. 23	"	"	9	167-168
88185	" No. 23-A	"	"	9	168
88186	" No. 24	"	"	9	169
88187	" No. 24-A	"	"	9	169-170
88188	" No. 24-B	"	"	9	170
88189	" No. 25	"	"	9	171
88190	" No. 25-A	"	"	9	171-172
88191	" No. 26	"	"	9	172
88192	" No. 26-A	"	"	9	173
88193	" No. 27	"	"	9	173-174
88194	" No. 27-A	"	Oct. 4, 1957	9	174
88195	" No. 27-B	"	"	9	175
88196	" No. 28	"	"	9	175-176
88197	" No. 28-A	"	"	9	176
88198	" No. 29	"	"	9	177
88199	" No. 29-A	"	"	9	177-178
88200	" No. 29-B	"	"	9	178
88201	" No. 30	"	"	9	179
88202	" No. 30-A	"	"	9	179-180
88203	" No. 30-B	"	"	9	180
88204	" No. 31	"	"	9	181
88205	" No. 32	"	"	9	181-182
88206	" No. 33	"	"	9	182
88207	" No. 34	"	"	9	183
88208	" No. 35	"	"	9	183-184
88209	" No. 35-A	"	"	9	184
88210	" No. 35-B	"	"	9	185
88211	" No. 36	"	"	9	185-186
88212	" No. 36-A	"	"	9	186
88213	" No. 37	"	"	9	187
88214	" No. 37-A	"	"	9	187-188
88215	" No. 38	"	"	9	188
88216	" No. 38-A	"	"	9	189
88217	" No. 39	"	"	9	189-190
88218	" No. 39-A	"	"	9	190
88219	" No. 41	"	"	9	191
88220	" No. 41-A	"	"	9	191-192
88221	" No. 42	"	"	9	192
88222	" No. 43	"	"	9	193
88223	" No. 43-A	"	Oct. 5, 1957	9	193-194
88224	" No. 44	"	"	9	194
88225	" No. 45	"	"	9	195
88226	" No. 45-A	"	"	9	195-196
88227	" No. 46	"	"	9	196
88228	" No. 47	"	"	9	197
88229	" No. 47-A	"	"	9	197-198
88230	" No. 47-B	"	"	9	198
88231	" No. 47-C	"	"	9	199

<u>Instrument</u> <u>Number</u>	<u>Name of Claim</u>	<u>Locator</u>	<u>Date</u>	<u>Book</u>	<u>Page</u>
88132	Silver Queen No. 48	J. A. Rucker	Oct. 6, 1957	9	189-200
88133	" No. 48-A	"	"	9	200
88134	" No. 49	"	"	9	201
88135	" No. 49-A	"	"	9	201-2
88136	" No. 50	"	"	9	202
88137	" No. 50-A	"	"	9	203
88138	" No. 50-B	"	"	9	203-4
88139	" No. 50-C	"	"	9	204
88140	" No. 51	"	"	9	205
88141	" No. 51-A	"	"	9	205-6
88142	" No. 51-B	"	"	9	206
88143	" No. 51-C	"	"	9	207
88144	" No. 52	"	"	9	207-8
88145	" No. 52-A	"	"	9	208
88146	" No. 52-B	"	"	9	209
88147	" No. 52-C	"	"	9	209-10
88148	" No. 53	"	"	9	210
88149	" No. 53-A	"	"	9	211
88150	" No. 53-B	"	"	9	211-12
88151	" No. 54	"	"	9	212
88152	" No. 54-A	"	"	9	213
88153	" No. 54-B	"	"	9	213-14
88154	" No. 55	"	"	9	214
88155	" No. 55-A	"	"	9	215
88156	" No. 56	"	"	9	215-16
88158	" No. 56-A	"	"	9	216
88159	" No. 57	"	"	9	217
88160	" No. 57-A	"	"	9	217-18
88161	" No. 58	"	"	9	218
88162	" No. 58-A	"	"	9	219
88163	" No. 59	"	"	9	219-20
88164	" No. 60	"	"	9	220
88165	" No. 61	"	"	9	221
88166	" No. 61-A	"	"	9	221-22
88167	" No. 62	"	"	9	222
88168	" No. 63	"	"	9	222
88169	" No. 64	"	"	9	223-24
88170	" No. 65	"	"	9	224
88171	" No. 66	"	"	9	225
88172	" No. 67	"	"	9	225-6
88173	" No. 68	"	"	9	226
88174	" No. 10-A	"	"	9	227