

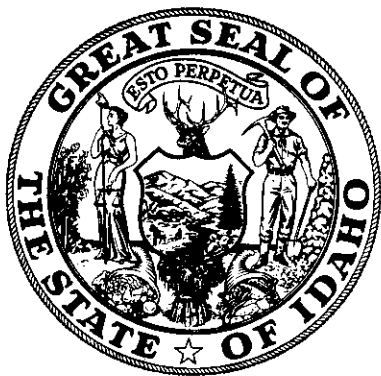
CERTIFICATE OF INCORPORATION
OF

BEAR LAKE RESOURCES (U.S.), LTD.

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: *July 10, 1986*



SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION
OF
BEAR LAKE RESOURCES (U.S.), LTD.

KNOW ALL MEN BY THESE PRESENTS:

THAT THE INCORPORATOR which is BEAR LAKE RESOURCES, LTD., a British Columbia, Canada, corporation, does form a corporation under and pursuant to the laws of the State of Idaho, and does hereby certify as follows:

FIRST

The name of the proposed corporation is BEAR LAKE RESOURCES (U.S.), LTD..

SECOND

The purposes for which this corporation is formed are as follows:

a. Principally to engage in the business of mining and mining, buying, selling, producing, manufacturing, cutting and disposing of mineral products and products related to the mining industry.

b. In addition thereto to engage in any or all lawful business for which corporations may be organized under the Idaho law concerning business for profit corporations and which is permitted by the laws of the State of Idaho.

THIRD

This corporation shall have perpetual existence.

FOURTH

The location and post office address of the registered office of this corporation in the State of Idaho is Box 214, Harrison, Idaho 83833, and its principal place of business shall be in Idaho County, Idaho at Bear Lake Mine. The initial Directors and their names and addresses are:

Robert Davidson
328 Viewcrest Road
Bellingham, WA. 98225

Michael Michousky
M-1201 1600 Beach Drive
Vancouver, British Columbia V6G 1R7 Canada

Mikal Janek
307-475 Howe St.
Vancouver, British Columbia V6C 2B3 Canada

FIFTH

That the corporation is authorized to issue two classes of stock to be designated as "preferred" and "common", respectively; the total number of shares that may be issued by this corporation is 102,000, 100,000 with a par value of \$10 to be preferred shares and 2,000 with a par value of \$10.00 to be common shares. All or any part of the shares of the common and preferred capital stock may be issued by the corporation from time to time and for such consideration as may be determined upon and fixed by the board of directors, as provided by law, with due regard to the interest of the existing shareholders; and when such consideration has been received by the corporation, such shares shall be deemed fully paid.

The nature and extent of the preferences, rights, privileges, and restrictions granted to or imposed upon the holders of the respective classes of stock are as follows:

(a) The holders of the preferred stock shall be entitled to receive from the capital or earned surplus or net profits arising from the business of the corporation a variable rate determined yearly by the board of directors before any dividend is paid to the shareholders of common stock.

(b) In the event of liquidation or dissolution or winding up (whether voluntary or involuntary) of the corporation, the holders of the preferred stock shall be entitled to be paid Ten Dollars (\$10) per share and the unpaid dividends accrued thereon before any amount shall be paid to holders of the common stock and, after the payment to the holders of the preferred stock at the rate of Ten Dollars (\$10) per share, and the unpaid accrued dividends thereon, the remaining assets and funds shall be divided and paid to the holders of the common stock pro rata according to their respective shares.

(c) On or after January 1, 1987, the corporation shall have the right from time to time to purchase, redeem, retire, and cancel any or all, of the outstanding preferred stock of the corporation, upon five (5) days written notice to the holder or holders of the preferred stock to be purchased, redeemed, retired, or canceled, in such manner and amounts as the board of directors may determine, by paying to the respective holders of the stock so retired, or by depositing to their order in the

office of the corporation, a sum equal to One Thousand Dollars (\$1,000) per share of the stock so retired and canceled, together with all unpaid dividends thereon, if any. In case of such deposit written notice shall forthwith be given to the respective holders of the stock so retired or canceled by mailing such notice to such holders at their last known address as shown by the corporate records.

The By-Laws of this corporation shall prescribe the rules and regulations setting out the formalities and procedures to be followed in effecting the transfer of common and preferred stock and regulating the use of corporate property.

SIXTH

The operations of this corporation are principally to be conducted in the county of Idaho, State of Idaho. The office of the corporation will be located in the City of Harrison, County of Kootenai, State of Idaho.

SEVENTH

The number of directors of the corporation shall be no less than three (3).

EIGHTH

The name and address of the registered agent of the corporation is:

George LaValley
P.O. Box 214
Harrison, Idaho 83833

NINTH

That the name and post office address of the incorporator and the number of shares of capital stock of this corporation described in Article Fifth subscribed to it is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
BEAR LAKE RESOURCES, Ltd.	307-475 Howe St. Vancouver, British Columbia, V6C 2B3 Canada (Incorporated in British Columbia, Canada).	3 Common

TENTH

That the right and power to adopt, repeal, alter, rescind and amend the By-Laws of this corporation and to adopt new

By-Laws is hereby expressly conferred upon the shareholder of this corporation.

WITNESS my hand and seal this 8th day of July, 1986.

Bear Lake Resources, Ltd.,
a British Columbia, Canada
corporation

By Robert Davidson
ROBERT DAVIDSON, Chairman of
the Board of Directors and
Chief Executive Officer

STATE OF IDAHO)
) ss.
COUNTY OF Nez Perce)

On this 8th day of July, 1986, before me, the undersigned, a notary public in and for the state of Idaho, personally appeared ROBERT DAVIDSON, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he held the indicated offices and signed this instrument as such officers for the purposes herein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal the day and year first above written.

Philip E. Peterson
Notary Public, State of Idaho.