



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS H. CLAPP

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I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

ONEK CORPORATION,

was filed in the office of the Secretary of State on the **Nineteenth** day
of **August** **Sixty-six** A.D. One Thousand Nine Hundred and
will be ~~-----Microfilm~~
duly recorded on Film No. of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at
Boise Falls, in the County of **Kootenai.**

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **19th** day of **August**,
66
A.D., 19 .

Secretary of State.

ARTICLES OF INCORPORATION
OF
OREX CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That WILLIAM D. WEAVER, WALTER W. LUTZ, and JOHN A. PETERSON of SPOKANE, WASHINGTON, all citizens of the United States, and desiring to form a corporation under the laws of the State of Idaho for the purposes hereinafter set forth, do make and subscribe the following Articles of Incorporation:

ARTICLE I

The name of this corporation is and shall be OREX CORPORATION.

ARTICLE II

The purposes for which this corporation is formed are:

To acquire by appropriation, discovery, location, lease, license, grant, bond, option, devise, purchase, agreement or otherwise, and to hold, own, possess, enjoy, develop, mine, work, operate and exploit gold, silver, lead, zinc, copper and any other lode or placer mines or deposits, tunnels, mining and tunneling property, and any right, title or interest therein, and also such lands, mills, mill sites, tunnel sites, buildings, constructions, plants, appliances, equipments, fixtures, machinery, discoveries, improvements, inventions, patents, patent rights, dumps and dump rights, ditches, flumes, pipes and pipe lines, reservoirs, water, ditch and reservoir rights or priorities, railways, tramways, right-of-way easements, appurtenances, privileges, franchises and other property rights, real or personal, as may be deemed by the Directors for the time being of said corporation to be necessary or desirable for the practical working,

development, mining, exploitation or enjoyment of all or any of the corporation's property, acquired or to be acquired.

To purchase, construct, lease or otherwise acquire, operate, maintain and repair milling, concentration, reduction, smelting, refining works for the treatment, reduction, smelting or refining, for hire or otherwise, of metalliferous or other ores, and the extraction or concentration of the metals or non-metallic minerals contained therein.

To purchase, erect, lease or otherwise acquire, maintain and operate buildings, machinery, constructions, works and plants for the sampling and treatment of metalliferous or other ores. To buy, reduce, smelt, mill, sell and generally deal in all kinds of ores, concentrates, tailings, mill or smelter products, bullion, metals and minerals, either on its own account or on commission or otherwise for other persons or corporations.

To acquire by appropriation, location, purchase, lease or otherwise, water and water rights, ditches and ditch rights and water priorities and apply the same to beneficial uses, and to purchase or construct, operate and maintain ditches and flumes for the distribution of water for irrigation, sanitary, domestic and other uses.

To acquire by location, lease, contract, grant, purchase, conveyance or otherwise, and to own, hold, possess and enjoy any rights, title or interest in or to any lands, tenements, hereditaments, appurtenances, mill sites, water or ditch rights, rights-of-way, franchises, easements or other property, real or personal incident, necessary or desirable in the operation of milling plants or machinery for the smelting, reducing, refining or treatment of ores or minerals, or the extraction of any ore or mineral therefrom or from any object or operation referred to herein.

To purchase, construct, lease or otherwise acquire and operate and maintain buildings, constructions, flumes, machinery, reactors, appliances, equipments, fixtures, easements and appurtenances for generating electricity for lighting and the distribution of power and for other purposes.

To maintain transmission lines for the purpose of distributing electricity; to furnish electricity for power and lighting purposes; to sell, deliver and distribute the same and to maintain, equip, hold, own, possess and enjoy all appliances incident or necessary thereto.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, and merchandise, and real and personal property of every class and description.

To acquire, and pay for in cash, stocks or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liability of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters of patent of the United States or any foreign country, patent rights, licenses, and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership.

To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed or trust, or otherwise.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided, further, that shares of its own capital stock belonging to it shall not be voted directly or indirectly.

To have one or more officers, to carry on all or any of its operations and business and without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories, colonies or possessions of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony, Possession or Country.

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

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

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The location and post office address of the registered office of the corporation shall be Post Office Box #176, Post Falls, Idaho.

ARTICLE V

The amount of capital stock of this corporation shall be TEN MILLION DOLLARS (\$10,000,000.00) divided into TEN MILLION (10,000,000) COMMON SHARES of the Par Value of ONE DOLLAR (\$1.00) each.

ARTICLE VI

The capital stock of this corporation shall be Common Stock, which will be fully paid when issued and non-assessable.

ARTICLE VII

1. In the election of Directors, every Shareholder of record shall have the right to multiply the number of votes to which he may be entitled by the number of Directors to be elected, and he may cast all such votes for one candidate or he may distribute them among any two or more candidates.

2. No stockholder of this Corporation at any time shall have any pre-emptive right to any stock of any class whatever, issued by the Corporation.

ARTICLE VIII

This corporation shall be managed by a Board consisting of not less than three (3), nor more than eleven (11) Directors, the number of which shall be fixed by the By-Laws. The names and post office of the Directors selected to serve for the first year or until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>Number of Common Shares Subscribed</u>
William D. Weaver	1215 E. Thurston Spokane, Washington	1
Walter W. Lutz	W. 620 - 16th Ave. Spokane, Washington	1
John A. Peterson	1104 N. Bessie Rd. Spokane, Washington	1

ARTICLE IX

The names and places of residence of the persons forming the Corporation are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>Number of Common Shares Subscribed</u>
William D. Weaver	1215 E. Thurston Spokane, Washington	1
Walter W. Lutz	W. 620 - 16th Ave. Spokane, Washington	1
John A. Peterson	1104 N. Bessie Rd. Spokane, Washington	1

ARTICLE X

The valuation placed by the Incorporators, the Shareholders or the Directors, as the case may be, upon a consideration other than cash with which the subscriptions for shares are made payable, shall be conclusive.

ARTICLE XI

The Board of Directors shall have the authority to make and adopt By-Laws, subject, however to the right of the Stockholders having voting power to amend, repeal or alter or modify such By-Laws so made and adopted by such Board of Directors at any regular meeting or at any special meeting called for such purpose.

IN WITNESS WHEREOF, we have hereunto set our hands and seals
in triplicate originals this 17th day of August, 1966.

William D. Weaver

Walter W. Lutz

John A. Peterson

STATE OF IDAHO)
) ss
County of Kootenai)

On this day personally appeared before me WILLIAM D. WEAVER,
WALTER W. LUTZ and JOHN A. PETERSON, to me known to be the
individuals described in and who executed the within and foregoing Articles
of Incorporation, and acknowledged that they signed the same as their
free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN UNDER MY HAND and official seal this 17th day of
August, 1966. ✓

Hutchins M. Hollis
Notary Public in and for the
State of Idaho, residing at Post Falls.
Post Falls. Exp. 11/24/66