

State of Idaho



Department of State

CERTIFICATE OF INCORPORATION

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

WESTERN MINES INC.

was filed in the office of the Secretary of State on the **Fifth** day of **August**, A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **129** 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 **an**

unlimited period from the date hereof, with its registered office in this State located at

Boise

in the County of

Ada.

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 **5th** day of **August**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

WESTERN MINES INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and by virtue of the General Corporation Law of the State of Idaho, and all acts amendatory thereof or additional thereto, and we hereby certify:

FIRST: That the name of this corporation shall be WESTERN MINES INC.

SECOND: That the place where its principal office is to be located is 408 Idaho Street, City of Boise, County of Ada, State of Idaho, but this corporation may maintain an office in such other place or places as may be from time to time fixed by its Board of Directors, or as may be fixed by the By-Laws of said corporation.

THIRD: That the objects and purposes for which this corporation is formed and the nature of the business proposed to be transacted, promoted, or carried on by said corporation are:

To engage in and conduct any or all types of business as provided by the General Corporation Law of Idaho;

To mine and treat Gold, silver, copper, lead, zinc, and other ores and soil and dispose of the products thereof;

To acquire, deal in, sell and otherwise dispose of all kinds of ores, minerals and metals; to smelt, reduce, refine, mill and otherwise treat the same, and to manufacture, acquire, deal in, sell and otherwise dispose of the products thereof;

To mine, quarry, dig, cut, reduce, treat, prepare for use, transport, and deal in ores, minerals, metals, wood, coal, stone, peat, marl, clay, and raw materials generally and their products direct and incidental;

To make, produce, buy, handle use, deal in, sell and otherwise dispose of all kinds of agricultural products, foods, beverages, drugs, furniture, machinery, tools, supplies, goods, wares, merchandise, and manufactures;

To manufacture, extract, buy, sell, deal in and use alkalies, dyestuffs, vitrolitic, sulphuric, nitric, carbolic, acetic and other acids and chemicals of all kinds and any and all articles, appliances, products and things in which or in the manufacture, production or preparation of which any said products or commodities may be ingredients or factors; any materials, supplies, products, articles, appliances, packages, containers, machinery or other thing which may be used in or in connection with the manufacture, production, preparation, use, purchase, sale, storage or distribution of any of the products, commodities, articles and things aforesaid; or which may be used or useful in connection therewith or in substitution therefor;

To act as agents, brokers, or commission merchants for all and every class of producer, seller, farmer, merchant, manufacturer, planter, owner, shipper and person or persons whatsoever directly or indirectly, including that of exporter or importer, as agent or principal;

To own, erect, lease, hire or let such buildings, warehouses, structures, stores and salesrooms or other places for the manufacture, sale, storage and dealing in any of the articles aforesaid and conducting the business aforesaid or which may seem to the corporation necessary or desirable for any of its business;

To apply for, obtain, register, purchase, lease or otherwise acquire and hold, own, use, operate, introduce and sell, assign or otherwise dispose of any and all trademarks, formulae, secret processes, trade names, brands and distinctive marks, copyrights and all inventions, improvements and processes used in connection with or secured under letters patent or otherwise, of the United States of America or of any other country, and any governmental grants or concessions; and use, exercise, develop, grant licenses in respect of or otherwise turn to account any and all such trademarks, patents, licenses, concessions, processes and the like or any such property, rights and information so acquired;

To manufacture, purchase or acquire in any lawful manner, and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise and property of any and every class and description;

To purchase, take on lease, or otherwise acquire, to hold, own, use, operate, improve and otherwise deal in, to sell, rent, mortgage, lease or otherwise dispose of lands or any interest therein, whether improved or unimproved, and to develop the resources and turn to account the lands of the corporation by clearing, planting, farming, mining, quarrying, lumbering, grazing, manufacturing, building upon, and otherwise as may be deemed desirable;

To purchase or otherwise acquire, hold, own, sell, pledge, and otherwise dispose of stocks, bonds and other evidences of indebtedness of any corporation, domestic or foreign, and to issue in exchange therefore its stock, bonds or other obligations, and to exercise in respect thereof all the rights, powers and privileges of individual owners, including the right to vote thereon; and to aid in any manner permitted by law any corporation or association, domestic or foreign, of which any stocks, bonds or evidences of indebtedness are held by or for the company, and to do any acts or things desired to protect, preserve, improve or enhance the value of any such stocks, bonds or evidence of indebtedness;

To conduct its business in all its branches, to have one or more offices, and to hold, purchase, mortgage, lease, convey or exchange real property and also personal property necessary and incidental to the carrying out of the purposes of the corporation, both in the State of Idaho and in any and all of the several states and territories of the United States of America, and the possessions or dependencies thereof, and in the District of Columbia, and in any or all foreign countries;

To guarantee or assume the payment of principal, dividends or interest of or on any shares of stock, or notes, bonds, or other securities, or evidences of indebtedness of any other corporation, firm or individual, whose stock business or property shall be acquired or controlled in whole or in part by this corporation, and to use its name and credit for the benefit of such corporation, firms or individuals, as may to the majority of the Board of Directors seem wise, and to do any or all other acts or things towards the preservation, protection, improvement or enhancement in value of any such stocks, bonds, notes, or other securities or business or property, and to do any and all such acts or things designed to accomplish any such purpose;

To borrow money as may be necessary or convenient in the conduct of its business and for its corporate purposes and to secure the same by bonds or other evidences of indebtedness or any kind, whether secured by mortgage, pledge or otherwise, and without limit as to amount;

To purchase, acquire, and take over as a going concern or otherwise, and to carry on, maintain and operate all or any part of the property or business of any person, firm or corporation carrying on any business which this company is authorized to carry on, and in connection with any such transaction to assume or guarantee any liabilities relating to the business or property so purchase, acquired, or taken over;

IN GENERAL, to do any and all things and exercise any and all powers which may now or hereafter be lawful for the corporation to do or exercise under and in pursuance of the General Corporation Law of the State of Idaho, or of any other law that may be now or hereafter applicable to the corporation;

No contract or other transaction between the corporation and any other corporation shall be affected by the fact that the directors of the corporation are interested in or are directors or officers of such other corporation, and any director individually may be a party to or may be interested in any contract or transaction of the corporation; and no contract or transaction of the corporation with any person or persons, firm or association shall be affected by the fact that any director or directors of the corporation may be a party or parties to or interested in such a contract or transaction, or in any way connected with such person or persons, firm or association, provided that the interest in any such contract or other transaction of any such director shall be fully disclosed; and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any ways interested.

Any contract, transaction or act of the corporation or of the Board of Directors, or of any Committee which shall be ratified by a majority of a quorum of the stockholders at any annual meeting or any special meeting called for such purpose, shall be as valid and as binding as though ratified by every stockholder of the corporation.

The foregoing clauses shall be construed as objects and powers in furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho; 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 this corporation, and that this corporation may do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or objects hereinbefore enumerated, either alone or in association with other corporations, firms, or individuals to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise.

FOURTH: That the total authorized capital stock of this corporation shall be and is Two Million Dollars (\$2,000,000.00) divided into Two Million Class "A" shares having a par value of One Dollar (\$1.00), and Nine Hundred and Fifty Thousand Shares (950,000) of Class "B" shares having no par value; All Class "A" and Class "B" shares being fully paid and non-assessable and having full and equal voting rights. Class "A" capital stock shall be the only shares of stock which shall be entitled to dividends either upon voluntary or involuntary liquidation or otherwise. None of the shares of Class "B" stock shall be entitled to dividends either upon voluntary or involuntary liquidation or otherwise.

FIFTH: The names and Post Office addresses of each of the incorporators of this corporation and the number of shares of Class "A" capital stock subscribed by each of those incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>Subscribed Shares</u>
Harry J. Stevens	408 Idaho Street Boise, Idaho	One
William B. Scherer	P. O. Box 4462 Boise, Idaho	One
Z. Peter Scherer	408 Idaho Street Boise, Idaho	One

Each of the persons above enumerated as incorporators is a natural person over the age of twenty-one years and is a citizen of the United States of America.

SIXTH: That the period of the existence of this corporation shall be unlimited.

SEVENTH: That the capital stock of the corporation shall not be subject to assessment.

That the private property of the stockholders, directors and officers shall not be subject to the payment of corporation debts to any extent whatever.

EIGHTH: In furtherance and not in limitation of the powers conferred by statutes, the Board of Directors are expressly authorized:

Subject always to the By-Laws made by the stockholders, the Board of Directors may make By-Laws, and from time to time may amend any By-Laws made by them, but any By-Laws made by the Board of Directors may be amended by the stockholders at any annual meeting, or at any special meeting, provided notice of such proposed amendment be included in the notice of meeting.

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

The corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein granted subject to reservation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 3rd day of August, 1964.

Harry A. Stevens

William B. Scherer

J. Peter Scherer

STATE OF IDAHO,

County of Ada.

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SS.

On this 3rd day of August, 1964, before me, a Notary Public in and for said County and State, personally appeared HARRY J. STEVENS, WILLIAM B. SCHERER AND Z. PETER SCHERER, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, 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 first above-written.

Louise B. Ellis

Notary Public for Idaho,

Residing at Boise, Idaho.