



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

KOOTENAI MINES INC.

was filed in the office of the Secretary of State on the **10th** day
of **March** A.D. One Thousand Nine Hundred **Fifty-eight** and
duly recorded on Film No. **102** 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

Coeur d'Alene 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 **10th** day of **March**,
A.D., 19 **58**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

KOOTENAI MINES INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned full age citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end we do hereby certify:

FIRST: The name of this corporation is:

KOOTENAI MINES INC.

SECOND: The location of the principal office of this corporation within the State of Idaho, subject to change by the Board of Directors, is 326 Wiggett Bldg., in the City of Coeur d' Alene, County of Kootenai, State of Idaho, and the resident agent in charge thereof is Elmer Erickson.

THIRD: The purposes for which said corporation is formed and the nature of the objects proposed to be transacted and carried on by it are:

a/ To search for, prospect and explore for ores, metals and minerals, of every nature and description, and to locate mining claims, grounds, lodes or deposits in the United States of America or the territories thereof, or in foreign countries and record the same pursuant to the mining laws of the said United States, the several states or territories thereof, or other countries; to acquire by purchase, location, entry or otherwise, mining and mineral rights, millsites, water rights, timber rights, oil and gas rights, or interests therein when desirable; to mine, explore, work and develop mining grounds, claims or lodes, mining and mineral rights; to crush, concentrate, convert, treat, smelt, refine, dress, amalgamate and prepare for market ores, metals and mineral substances of all kinds, and the products and byproducts thereof, and to do all other acts and things necessary or conducive to the objects of the corporation, including

McNAUGHTON
& SANDERSON

ATTORNEYS AT LAW
COEUR D'ALENE, IDAHO

the erection of buildings or works and the installing of machinery and appliances of every description whenever required.

To purchase, acquire by lease, license or otherwise, mining grounds, claims or lodes, mining and mineral rights, millsites, concessions or grants, or any interest therein and to obtain patents therefor when desirable. To buy, sell, manufacture, and deal in minerals, plants, machinery, tools, implements, conveniences, provisions and things capable of being used in connection with mining operations or required by workmen and others employed by the corporation.

To construct, acquire and use other buildings or works, factories, and conveniences which may be necessary, directly or indirectly, in connection with any of the objects of the corporation and to contribute thereto, subsidize or otherwise aid or take part in any such operations, and also to do any other acts and things relating to mining.

b/ To have succession by its corporate name perpetually or until dissolved and its affairs wound up according to law.

c/ To sue and be sued in any court of law or equity.

d/ To make contracts and to adopt and use a common seal, and alter the same at pleasure.

e/ To hold, purchase, and convey real and personal estate, and to mortgage or lease any such real and personal estate with its franchises. The power to hold real and personal estate shall include the power to take the same by devise or bequest in this state, or in any other state, territory, or country.

f/ To appoint such officers and agents as the affairs of the corporation shall require, and to allow them suitable compensation.

g/ To make by-laws not inconsistent with the constitution of the laws of the United States or of this state, for the management, regulation and government of its affairs and property, the transfer of its stock, the transaction of its business, and the calling and holding of meetings of its stockholders.

h/ To wind up and dissolve itself, or be wound up and dissolved in the

manner provided by law.

i/ To borrow money and contract debts, when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidenced of indebtedness, payable at specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired, or for any other lawful objects; to issue, sell, and dispose of certificates of investment, or participation certificates, upon such terms and under such conditions as may be prescribed by these articles of incorporation, or any amendment thereof, and as provided by law.

j/ To guarantee, purchase, hold sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this state, or any other state or government, and, while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

k/ To purchase, hold, sell, and transfer shares of its own capital stock and use therefor its capital, capital surplus, surplus, other property or funds; provided that the corporation 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 the capital of the corporation; and provided, further, that shares of its own capital stock belonging to the corporation shall not be voted upon, directly or indirectly, nor counted as outstanding, for the purpose of computing any stockholder's quorum to vote.

l/ To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in this state, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and any foreign countries.

m/ To do all and every thing necessary and proper for the accomplishment of any of the objects or purposes as stated in these Articles of Incorporation or any amendment thereof, or necessary to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similiar in nature to the objects set forth in these articles of incorporation of any amendment thereof.

FOURTH: The authorized capital of this corporation shall consist of Two Hundred Fifty Thousand Dollars (\$250,000.00) divided into Two Million Five Hundred Thousand (2,500,000) shares of the par value of Ten Cents (\$.10) each, and shall be non-assessable.

FIFTH: The members of the governing board of this corporation shall be styled "Directors" and their number, subject to increase, by resolution by the Board of Directors, shall be three (3). The names and post office addresses of the first Board of Directors is and are as follows:

NAME	ADDRESS
Elmer Erickson	Box 287, Coeur d' Alene, Idaho
H. S. Sanderson	326 Wiggett Bldg., Coeur d' Alene, Idaho
<u>W. F. McNaughton</u>	326 Wiggett, Bldg, Coeur d' Alene, Idaho

SIXTH: Each of the undersigned incorporators does hereby subscribe for 10 shares of the capital stock of this corporation, at Ten Cents (\$.10) per share.

SEVENTH: The name and post office address of each of the incorporators signing these articles of incorporation is as follows:

NAME	ADDRESS
Elmer Erickson	Box 287, Coeur d' Alene, Idaho
H. S. Sanderson	326 Wiggett Bldg., Coeur d' Alene, Idaho
<u>W. F. McNaughton</u>	326 Wiggett Bldg., Coeur d' Alene, Idaho

EIGHTH: This corporation shall have perpetual existence.

this 1 day of March, 1958.

H. B. Sanders

On this day of March, 1958, before me, a

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

E. L. Miller

Notary Public in and for the State of Idaho
Residing at Coeur d'Alene, Idaho
Commission expires: 1-14-60

AFFIDAVIT OF NON-PRODUCTIVE STATUS OF KOOTENAI MINES INC.,
a proposed mining corporation

STATE OF IDAHO)

) ss.

County of Kootenai(

H. S. SANDERSON, being first duly sworn, on oath, deposes and says:

That he is a duly licensed Idaho attorney residing at Coeur d' Alene, Idaho, and that as such he is handling the legal work in connection with the organization under the laws of the state of Idaho, of a mining company to be known by the name of Kootenai Mines Inc., and that he is one of the incorporators thereof; that said mining company is being formed for the purpose of taking title to and operating certain unpatented mining claims located last year in and near Cedar Canyon, Kootenai County, Idaho, which said claims ^{are} ~~is~~ substantially all owned now by one Elmer E. Erickson, who is one of the incorporators of said company; that as of now said mining properties are virtually unprospected and are wholly unproductive and that no ores have ever been produced or sold from said claims at any time; that it will be necessary for said corporation to expend large sums of money in prospecting and developing said mining claims before the same will ever become productive if at all; that those are the only mining grounds that said corporation now intends to acquire or operate; that this affidavit is made for the purpose of showing the non-productive status of the mining property that the said corporation contemplates acquiring and that said proposed corporation is by reason thereof entitled to be exempt from the payment of the corporation annual licence tax to the state of Idaho; that this affidavit is submitted to the office of the Secretary of State of the State of Idaho, together with the proposed articles of incorporation of said mining company;

H. S. Sanderson

Subscribed and sworn to before me this 7th day of March, 1958.

William A. Reagan
Notary Public in and for the state of Idaho
Residing at Coeur d' alene, Idaho
commission expires: 11-1-61