

CERTIFICATE OF INCORPORATION  
OF

GOLDEN DREAM MINING COMPANY, INC.

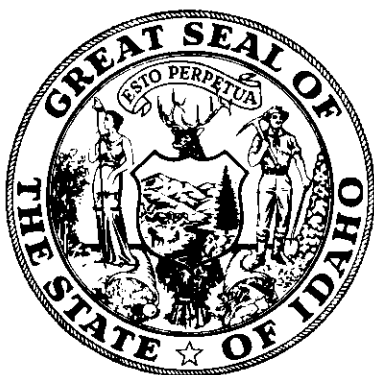
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

GOLDEN DREAM MINING COMPANY, INC.

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 \_\_\_\_\_ January 30 \_\_\_\_\_, 1980.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
GOLDEN DREAM MINING COMPANY, INC.

I, the undersigned incorporator, being a person legally competent to enter into contracts, for the purpose of forming a corporation under the laws of the State of Idaho, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is: GOLDEN DREAM MINING COMPANY, INC., and is organized at Preston, Franklin County, Idaho.

ARTICLE II

DURATION

The time of duration of this corporation is perpetual, subject to dissolution as authorized by law.

ARTICLE III

PURPOSE AND POWERS

The purposes and powers of this corporation are as follows:

- (a) To purchase or otherwise acquire mine workings

and mining grounds, lands, and hereditaments.

(b) To search for ores and minerals, mine, and grant licenses for mining in or over any lands which may be acquired by the company, and lease any such lands for building or agricultural use, and sell or otherwise dispose of the lands, mines, or other property of the company.

(c) To carry on the business of a mining, smelting, and refining company, and, as auxiliary thereto, to purchase or hire vessels, to purchase or erect buildings and works, and to construct or contribute to the construction of piers, wharves, docks, railways, and tramways.

(d) To purchase, take on lease, or otherwise acquire freehold and other farms, properties, mines, lands, and mineral properties, and also grants, concessions, leases, claims, licenses of or other interest in mines, mining rights, lands, mineral properties, water rights, and either absolutely or conditionally, and either solely or jointly with others.

(e) To prospect, mine, open and work claims or mines, and raise, dig and quarry for gold, silver, minerals, ores, diamonds and precious stones, coals, earth, and other substances.

(f) To acquire by purchase, concession or lease, or to take in exchange or otherwise, or to erect and construct, and wherever necessary to alter buildings, railways, street

cars, roads, shafts, furnaces, quartz-crushing and other machinery, works for smelting or otherwise for treating, removing and storing metals and minerals and drawing and pumping appliances, or waterworks, and crushing, working, manufacturing, purifying, cutting, polishing, or otherwise dealing with gold, silver, precious metals, minerals, ores, coals, diamonds, precious stones, earth, and other substances.

(g) To lease, buy, sell, use, mortgage, improve and otherwise handle, deal in, and dispose of all such property, real and personal, as may be necessary or convenient in connection with the aforesaid business of the corporation.

(h) To engage in any business whatsoever, either as principal or as agent, or both, which the corporation may determine convenient or proper in furtherance of any of the purposes hereinabove mentioned or otherwise; and to have and acquire all the powers authorized by the laws of the State of Idaho under which the corporation is formed, whether expressly set forth in this article or not, as such laws are now in effect or may at any time hereafter be amended or enacted.

#### ARTICLE IV

##### REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation shall be: 254 West Second South, Preston,

Idaho 83263, and the initial registered agent shall be:  
ARLOND E. SHARP.

A place of business and branch offices for the conducting or carrying on of any portion of the business may be established in any state, territory, or possession of the United States of America in which a corporation having the above powers can legally function, and the corporation may have one office or more than one office and keep the books of the corporation outside the State of Idaho.

#### ARTICLE V AUTHORIZED SHARES

The capital stock of the corporation shall amount to Five Thousand Dollars (\$5,000.00). The capital stock of the corporation shall be divided into Five Hundred (500) shares of Common Stock at Ten Dollars (\$10.00) par value. At such time as the Board of Directors may by resolution direct, said capital stock shall be paid into the corporation either in cash or by the sale and transfer to it of real or personal property and any other valuable right or thing for the use and purpose of the said corporation, in payment for which shares of the capital stock of the corporation will be issued and the capital stock so issued shall thereupon and thereby become and be fully paid-up and nonassessable forever, and in the absence of actual fraud in the transactions,

the judgment of the Board of Directors as to the value of the property purchased shall be conclusive. The corporation by the action of its shareholders, is authorized to increase, decrease or reclassify its stock, or to recall the same. In addition to its capital stock, the corporation may accept additional cash or property as paid-in surplus.

#### ARTICLE VI

##### INCORPORATORS

The name and post office address of the incorporator and the number of shares for which he subscribes are as follows:

<u>NAME &amp; ADDRESS</u>	<u>NUMBER OF SHARES</u>
ARLOND E. SHARP 254 West Second South Preston, Idaho 83263	250

#### ARTICLE VII

##### BOARD OF DIRECTORS

The name and post office address of each of the proposed members of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ARLOND E. SHARP	254 West Second South Preston, Idaho 83263
GERRY B. NELSON	501 East 8th, P.O. Box 561 Rupert, Idaho 83350

#### ARTICLE VIII

##### CORPORATE AFFAIRS

The method and manner of holding directors' meetings

and stockholders' meetings, the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation shall be determined by the By-laws of the corporation and by the laws of the State of Idaho.

ARTICLE IX

AMENDMENTS TO ARTICLES

These articles may be amended in any respect conformable to the laws of the State of Idaho and by a vote of the required percentage of stockholders as required by the laws of the State of Idaho in a meeting of stockholders called for that purpose as prescribed by law.

ARTICLE X

AMENDMENTS TO BY-LAWS

The board of directors may repeal and amend the By-Laws of the corporation and adopt new By-Laws.

IN WITNESS WHEREOF, I hereunto set my hand and seal this 21<sup>st</sup> day of January, 1980.

Arland E. Sharp  
ARLOND E. SHARP