



**CERTIFICATE OF INCORPORATION
OF**

SOUTHERN MINING, 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 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: **February 4, 1987**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

OF

SOUTHERN MINING, INC.

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The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Southern Mining, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

a. To locate, purchase, acquire, manage and develop mines and mining property of all kinds, both patented and unpatented, and to extract therefrom and dispose of any and all minerals and to purchase, lease, invent, patent, build, produce, manufacture, construct, and otherwise acquire, and to use, operate, repair, maintain, develop, and improve and to sell, trade, exchange, rent, lease, create security interests in, and otherwise dispose of any and all materials, machinery, facilities, appliances, articles, products, equipment, or supplies proper for or adapted to be used in connection with or incidental to the separation, cleaning, gradation, removal, mining, milling, elevating, conveying, curing, protecting, and treating of minerals, ores, grains, properties, and materials of every kind and nature, and any by-products therefrom and to do any and all things incidental thereto, or necessary or expedient or proper to be done in connection with the matters set out herein.

b. To purchase or in anywise acquire for investment or for sale, or otherwise, lands, contracts for the purchase or sale of lands, building improvements, and any other real property of any kind or tenure, or any interest therein, and any property, works, or undertakings connected with the use or development of property, works or undertakings of the company, within the State of Idaho, and within any other state or territory of the United States, and as the consideration for the same to pay cash, or to issue the capital stock, debenture bonds, mortgage bonds or other obligations of the company, and to sell, convey, lease, mortgage, turn to account, or otherwise deal with all or any part of the property of the company;

c. To borrow or raise money without limit as to amount; to sell, grant security interest in, pledge, and otherwise dispose of and realize upon book accounts and other choses in action; to make, draw, accept, endorse, execute, and issue bonds, debentures, notes or other obligations of any nature or in any manner for money so borrowed or in payment for property purchased or for any other of the objects or purposes of the corporation, and to secure the principal thereof and the interest thereon by mortgage upon, or creation of security interest in, or pledge of, or conveyance or assignment in trust of, the whole or any part of the property, real or personal, of this corporation, wherever situated and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the Board of Directors may from time to time determine to sell, exchange, pledge, offer for discount, or otherwise dispose of any and all such bonds, debentures, notes or other obligations;

d. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is ONE HUNDRED THOUSAND (100,000) shares; each of such shares shall have a par value of ONE CENT (.01).

FIFTH: The address of the initial registered office of the corporation is Box 463, Clayton, Idaho 83227, and the name of its initial registered agent at such address is Andrew Bond.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

Andrew Bond

Box 102
Clayton, Idaho 83227

SEVENTH: The name and address of each incorporator is:

Andrew Bond

Box 102
Clayton, Idaho 83227

DATED This 2nd day of February, 1987.

Andrew Bond
Andrew Bond

STATE OF IDAHO)
 : ss.
County of Custer

On this 2nd day of February, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared ANDREW BOND, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year in this certificate first above written.

[Signature]
Notary Public for Idaho
Residing at Salmon, Idaho