



**CERTIFICATE OF INCORPORATION  
OF**

MACTOHO MINING CO.

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: October 19, 1989



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: *Elizabeth M. Zabala*

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ARTICLES OF INCORPORATION  
OF

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SECRETARY OF STATE

MACTOHO MINING CO.

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

ARTICLE I.

The name of the corporation is MACTOHO MINING CO.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The corporation is organized for the purpose of owning, operating and managing real and personal property, mining and mine development, and for the purpose of conducting any other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV.

The powers of the corporation shall include the following but not be limited thereto:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain and defend in the corporate name;
- (c) To have a corporate seal which may be altered at pleasure;
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated;
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- (f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes and bonds and other obligations, and secure any of its obligations by mortgage or pledge all or any of its property, franchises and income;
- (g) To have and to exercise any and all powers necessary or convenient to effect its purposes.

ARTICLE V.

The aggregate number of shares which the corporation shall have authority to issue is 5600 each with a par value of \$1.00. There shall be issued only one class of

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shares which shall be known as the common stock of the corporation.

#### ARTICLE VI.

The preemptive rights of all shareholders shall not be denied or otherwise modified.

#### ARTICLE VII.

The address of the initial registered office of the corporation is: Upper Restorium Rd.  
P.O. Box 143, Northside  
Bonners Ferry, Idaho 83805, and the name of its initial registered agent at such address  
is Donna F. McDonald.

#### ARTICLE VIII.


The number of directors constituting the initial board of directors of the corporation is seven and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify, are:

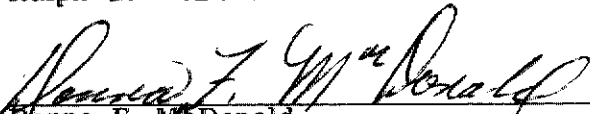
Ralph G. McDonald	Box 143, Bonners Ferry, ID 83805
Donna F. McDonald	Box 143, Bonners Ferry, ID 83805
D. James McDonald	Box 143, Bonners Ferry, ID 83805
Roger Todd	Box 323, Hobson, MT 59452
Myrle A. Howard	9512 Tiberas Drive, Upper Marlboro, MD 20870
Lester Howard	Box 143, Bonners Ferry, ID 83805
Lonny D. Jelinek	832 Coffelt Drive N. #23 Avondale, AZ 85323

#### ARTICLE IX.

The names and addresses of the incorporators are the directors listed above in Article VIII.

Dated this 11 day of March, 1988.

  
Ralph G. McDonald

  
Donna F. McDonald

  
D. James McDonald

Roger Todd  
Roger Todd

Myrtle A. Howard  
Myrtle A. Howard

Lester Howard  
Lester Howard

Lonny D. Jellick  
Lonny D. Jellick

STATE OF IDAHO           )  
                                  :SS.  
County of Boundary       )

On this 11 day of May, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared RALPH G. MCDONALD, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

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

Larry M. Hoglan  
Notary Public for State of Idaho  
Residing at Barrenburg, ID, therein.  
*my commission expires 2-27-92*

STATE OF IDAHO           )  
                                  :SS.  
County of Boundary       )

On this 11 day of May, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared DONNA F. MCDONALD, known or identified 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 affixed my official seal the day and year in this certificate first above written.

Larry M. Hoglan  
Notary Public for State of Idaho  
Residing at Barrenburg, ID, therein.  
*my commission expires 2-27-92*

STATE OF IDAHO           )  
                                  :SS.  
County of Boundary       )

On this 11 day of May, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared D. JAMES MCDONALD, known or identified 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 affixed my official seal  
the day and year in this certificate first above written.

STATE OF IDAHO )  
County of Boundary ) :SS.

Suzanne M. Hoglan  
Notary Public for State of Idaho  
Residing at Bonanza Hwy. ID, therein.  
My Commission Expires 2-27-92

On this 11 day of May, 1988, before me, the undersigned, a Notary Public in  
and for said State, personally appeared ROGER TODD, known or identified 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 affixed my official seal  
the day and year in this certificate first above written.

Maryland  
STATE OF ~~IDAHO~~ )  
County of Pr. Georges ) :SS.

Suzanne M. Hoglan  
Notary Public for State of  
Residing at Bonanza Hwy. ID, therein.  
My Commission Expires: 2/27/92

On this 15 day of June, 1988, before me, the undersigned, a Notary Public in  
and for said State, personally appeared MYRLE A. HOWARD, known or identified 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 affixed my official seal  
the day and year in this certificate first above written.

STATE OF IDAHO )  
County of Boundary ) :SS.

Margaret M. Guff  
Notary Public for State of Maryland  
Residing at Prince Georges Cnty. therein.

On this 11 day of May, 1988, before me, the undersigned, a Notary Public in  
and for said State, personally appeared LESTER HOWARD, known or identified to me  
to be the person whose name is subscribed to the within instrument, and acknowledged  
to me that he executed the same.

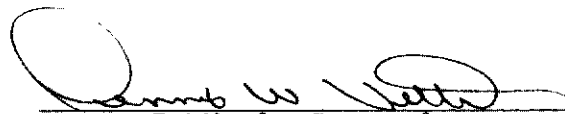
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal  
the day and year in this certificate first above written.

Suzanne M. Hoglan  
Notary Public for State of Idaho  
Residing at Bonanza Hwy. ID, therein.  
My Commission Expires: 2/27/92

STATE OF Idaho )  
County of Bonner ) :ss.

On this 20 day of May, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared LONNY D. JELINCK, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

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

  
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Notary Public for State of Idaho  
Residing at Priest River, therein.