

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

SILVERSTONE MINES, INC.

was filed in the office of the Secretary of State on the **Twelfth** day of **February,** A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **114** 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

Kellogg

in the County of

Shoshone

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 **12th** day of **February**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
SILVERSTONE MINES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are citizens of the United States of America, and over the age of twenty-one years, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify:

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

SECOND: That the purposes for which this corporation is formed are as follows:

1. To carry on the business of mining, milling, concentrating, converting, smelting, . treating, preparing for market, manufacturing, buying, selling, exchanging, and otherwise producing and dealing in uranium, rare earths, metals and minerals of any kind and nature, including radioactive substances of every kind and description, or other metals, minerals, elements and compounds not now known but which may hereafter be discovered or developed, also gold, silver, copper, lead, zinc, brass, iron steel and all kinds of ores, metals and minerals, and the products and by-products thereof of every kind and description and by whatsoever process the same can be or may hereafter be produced; and to locate, purchase, acquire, own, enter, lease, rent, sell, convey

and deal in mines, mining claims and mineral lands of every kind, nature and description; also purchase, acquire, enter, own, lease, rent, sell, and deal in mill sites, water, rights, timber claims and other timber lands, real estate, terminal facilities and easements of any and all kinds; to work, prospect and develop mines, mining claims and mineral lands of any and every kind, nature and description, either for itself or for other companies corporations or individuals, and upon such terms and for such remuneration as it shall deem fit and proper to accept, and to purchase, take, lease, rent, own, hold or sell not only the whole of any and all such mines, mining claims, mineral lands and other property, but any interest or interests therein; to purchase or otherwise acquire, and to own, control, sell, assign, pledge or otherwise dispose of shares of capital stock, bonds or other evidences of debt issued or credited by any other corporation or corporations, whether foreign or domestic, and whether now or hereafter to be organized, and while the holder of any such shares of stock, to exercise all the rights and privileges of ownership, including the right to vote the same to the extent as a natural person might or could do; to do everything that may be proper or necessary in the conduct of its business in the way of locating, prospecting, developing, acquiring, buying, leasing, holding, operating, renting and/or selling mining claims and mineral lands of every kind, nature and description and/or in the way of working and operating such mines, mineral claims and mineral lands and producing ores and minerals therefrom and/or in the way of reducing such ores and minerals to the most merchantable value and in so doing to contract for, build, buy, lease, own, hold, sell and operate any and all necessary mills, smelters, machinery, equipment, roads, railroads, tramways, ditches, flumes and such other property as it shall deem necessary and proper in

carrying out the objects herein stated; and also to purchase, lease, rent, erect, own, hold, operate and sell buildings, hotels, boarding houses and sawmills and to conduct merchantile businesses of any and all kinds and to engage in steam and/or other transportation, road building and engineering, freighting and hauling.

2. To conduct a genral mining, milling, smelting, and reduction business and to transact other business collateral thereto.

3. To exercise the right of eminent domain according to law, and to condemn rights-of-way for tunnels, shafts, hoisting works, dumps, cuts, ditches, canals, reservoirs, storage basins, dams, roads, railroads and tramways, incident, necessary or convenient for the uses and purposes and objects of this corporation, and to do all things incident to the general business of this corporation in the State of Idaho and/or in any of the other states and/or territories of the United States, and elsewhere that this corporation may desire to conclude to do business.

4. To buy and sell ores, bullion, metals, concentrates, tailings and other materials, and to refine the same or to reduce the same for pay.

5. To purchase, own and enjoy any and all franchises useful or beneficial for the prosecution of the business of this corporation.

6. To borrow money on its notes, bonds and/or other obligations for the general purposes of this corporation, and to mortgage, pledge and give in trust any and all of its property to secure the payment thereof.

7. To pay the expenses of and preliminary and incidental to the formation, establishment and registration of this corporation.

8. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any

one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

9. To enter into any agreement, coalition or enterprise to carry out the purposes of this corporation.

10. To contract with, to enter into an agreement with, to cooperate with the Atomic Energy Commission, or any other agency of the United States, and, if permissible, any other government or country to carry out the purposes of this corporation; and to accept subsidies, aids and benefits or to contribute to subsidies, aids and benefits to carry out the purposes of this corporation, and to do all other things and conveniences which may seem necessary, convenient or incidental to any objective of the corporation, whether or not specifically named herein.

THIRD: The principal place of business of this corporation shall be in the City of Kellogg, County of Shoshone, State of Idaho, at which place this corporation shall maintain its registered office.

FOURTH: The duration of this company shall be perpetual.

FIFTH: The number of directors of this corporation shall be five (5) and they shall be elected annually and shall serve until the election and qualification of their successors. The directors who are to serve for the first corporate year shall be selected by the incorporators at the time they organize.

SIXTH: The amount of the capital stock of this corporation shall be Five Hundred Thousand (\$500,000.00) Dollars divided into five million shares of the par value of ten (10¢) cents per share, of which one hundred and fifty thousand (150,000) shares shall be Class "A" stock

which shall be non-assessable and three hundred and fifty thousand (350,000) shares of Class "B" stock which shall be assessable stock. All assessments on Class "B" stock shall be considered to be capital contributions and shall be repaid from net profits before dividends are declared on either Class "A" or Class "B" stocks. Each and every share of stock shall have the same rights and privileges as those enjoyed by each and every other of said shares.

SEVENTH: The Board of Directors of this corporation shall have power and authority from time to time to authorize the sale of, and to sell, for cash or otherwise, all or any portion of the unissued and/or of the treasury stock of this corporation without said stock, or any thereof, being first offered to the shareholders of this corporation.

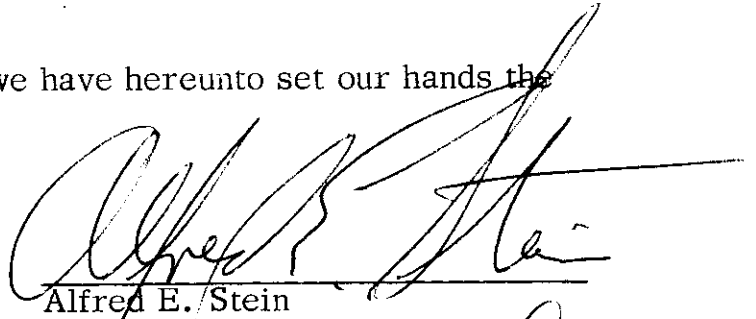
EIGHTH: The Board of Directors of this corporation shall, at any regular or special meeting of said Board, have power and authority to repeal and/or amend any or all of the by-laws of this corporation, and/or to adopt new by-laws, a majority vote of said directors being required for the exercise of said power.

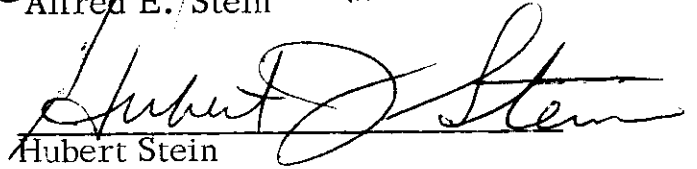
NINTH: The name and post office address of each of the incorporators of this company, and the number of shares of this corporation which have been subscribed for by each of said incorporators are as follows, to-wit:

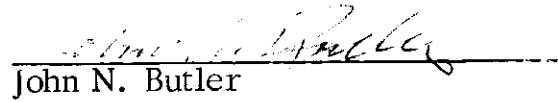
<u>Name of Incorporator</u>	<u>P. O. Address</u>	<u>No. of Shares .</u>
Alfred E. Stein	Kellogg, Idaho	1, 000 Class A.
Hubert Stein	Kellogg, Idaho	1, 000 Class A.
John N. Butler	Kingston, Idaho	1, 000 Class A.

IN WITNESS WHEREOF, we have hereunto set our hands the

5th day of February, 1962.


Alfred E. Stein


Hubert Stein

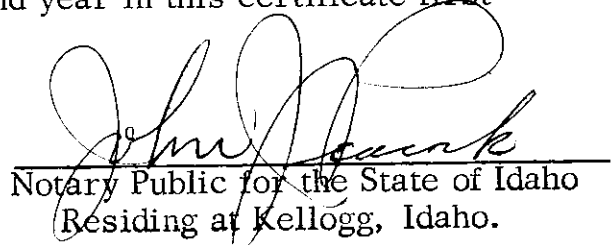

John N. Butler

* * * * *

STATE OF IDAHO)
) ss:
County of Shoshone)

On this 5th day of February, 1962, before me the undersigned,
a Notary Public for the State of Idaho, personally appeared ALFRED E.
STEIN, HUBERT STEIN and JOHN N. BUTLER, known to me to be the
persons whose names are subscribed to the foregoing Articles of
Incorporation, and severally acknowledged to me that they executed
the same.

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


Notary Public for the State of Idaho
Residing at Kellogg, Idaho.

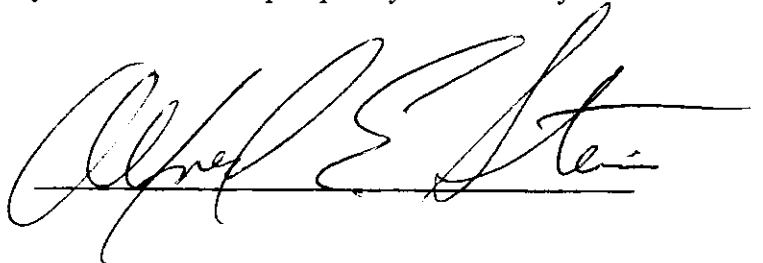
STATE OF IDAHO)
)
County of Shoshone)

AFFIDAVIT

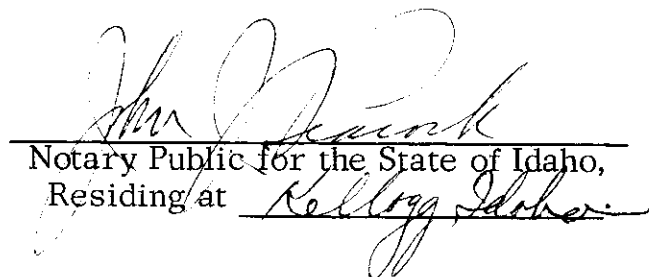
ALFRED E. STEIN, being first duly sworn upon his
oath deposes and says:

That he is a resident of the County of Shoshone, State of
Idaho, and that he signed the Articles of Incorporation for
SILVERSTONE MINES, INC., and being one of the incorporators
thereof and familiar with the company and the proposed plans for
Silverstone Mines, Inc., makes this affidavit in order to complete
the filing of the Articles of Incorporation.

The Affiant from his personal knowledge states that
Silverstone Mines, Inc., is not a producing mining company and
Affiant is informed and believes that the said property belonging
to or which will belong to this corporation will not be producing
during the balance of this fiscal year, that the property is merely
in a prospect stage.



Subscribed and sworn to before me this 10th day of February,
1962.



Notary Public for the State of Idaho,
Residing at Kellogg, Idaho

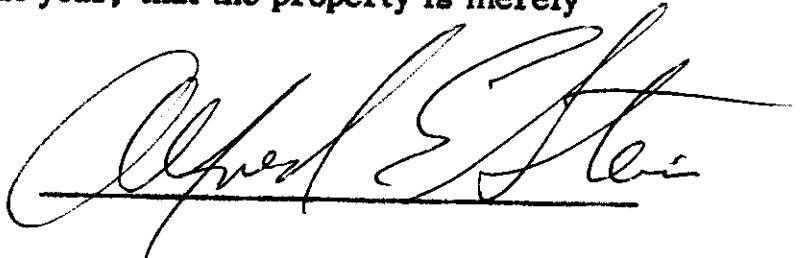
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)
County of Shoshone)

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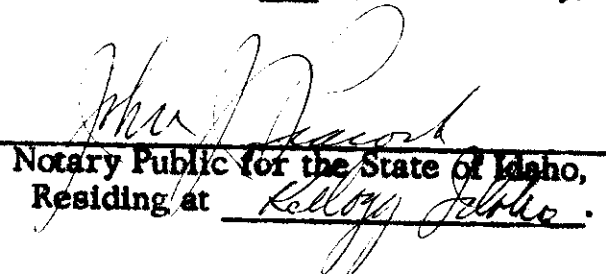
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