



**CERTIFICATE OF INCORPORATION  
OF**

**IOLA CORPORATION**

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: August 28, 1989



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth M. Zabela*

ARTICLES OF INCORPORATION

OF

AUG 28 2 50 PM '89

IOLA CORPORATION SECRETARY OF STATE

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 IOLA CORPORATION.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to carry on and transact any lawful business, and without limitation of the foregoing, to invest, manage, operate, and develop mining property within the State of Idaho, and at such other place or places as may be determined by the board of directors of the corporation, and to generally do and perform everything necessary for carrying out the aforesaid purposes; and also, to buy, lease, acquire, own, hold, sell, let, or otherwise dispose of property of all kinds, both real and personal, that may be necessary, incident, or convenient to the carrying on of said business.

FOURTH: The address of the initial registered office of the corporation is 2560 South Cole Road, Boise, Idaho 83709, and the name of the initial registered agent at such address is Kenneth L. Smith.

FIFTH: The number of directors constituting the initial board of directors of the corporation is five, and the names and addresses of the persons who are to serve as directors until the

ARTICLES OF INCORPORATION - 1

first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
William W. Hunt	P.O. Box 852 Baker, OR 97814
Millard Hudson	1511 Riverdale Germantown, TN 38138
A.J. Achabal	160 S. Appaloosa Dr. Boise, ID 83709
Edwin Thorsten	619 W. Henley Olean, NY 14760
Kenneth L. Smith	2560 S. Cole Rd. Boise, ID 83709

SIXTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth L. Smith	2560 S. Cole Rd. Boise, ID 83709

SEVENTH: Provisions for the regulation of the internal affairs of the corporation which the incorporator elects to set forth in these articles are: None.

EIGHTH: The total authorized capital stock of this corporation is seventy-five thousand dollars (\$75,000) divided into ten shares of preferred stock, of the par value of seven hundred fifty dollars (\$750) each, and ninety shares of common stock of a par value of seven hundred fifty dollars (\$750) each for a total of one hundred (100) shares.

NINTH: The preferred stock shall be non-assessable and the common stock shall be assessable.

ARTICLES OF INCORPORATION - 2

TENTH: The amount of said capital stock which has actually been subscribed and paid is seventy-five thousand dollars (\$75,000), and the following are the names of the persons by whom the same has been subscribed to wit:

<u>NAME OF SUBSCRIBER</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT</u>
William W. Hunt	ten	\$7,500
Millard Hudson	ten	\$7,500
A.J. Achabal	ten	\$7,500
Kenneth L. Smith	ten	\$7,500
Edwin Thorsten	ten	\$7,500
James G. Reid	five (preferred)	\$3,750
Earl Bolen	five (preferred)	\$3,750

ELEVENTH: Provisions denying preemptive rights to the shareholders are: None.

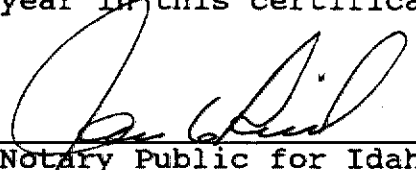
THE UNDERSIGNED, being the original incorporator for the purposes of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, does make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my and seal this 25<sup>TH</sup> day of August, 1989.

  
Kenneth L. Smith

STATE OF IDAHO            )  
                              ) ss.  
County of Ada             )

On this 25 day of August, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared Kenneth L. Smith, 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 affixed my official seal as of the day and year in this certificate first above written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires: \_\_\_\_\_