

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

LUCKY FRIDAY SILVER-LEAD MINES COMPANY

was filed in the office of the Secretary of State on the **Ninth** day of **April** A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **127** 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 **Wallace** 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 **9th** day of **April**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
LUCKY FRIDAY SILVER-LEAD MINES COMPANY

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are citizens of the United States of America, 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 LUCKY FRIDAY SILVER-LEAD MINES COMPANY.

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

1. 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 to 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 the 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 same 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, mining 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; to purchase, lease, rent, erect, own, hold, operate and sell buildings, boarding houses, hotels and sawmills and to conduct mercantile businesses of any and all kinds and to engage in steam and/or other transportation, road building and engineering, freighting and carrying.

2. To conduct a general mining, milling, smelting and reduction business.

3. To exercise the right to 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 or conclude to do business.

4. To buy and sell ores, bullion, metals, concentrates, tailings and other materials, and to reduce ores and minerals 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 do and perform any and all other things that may be found necessary, convenient and proper in carrying out the objects of this corporation.

THIRD: The principal place of business of this corporation shall be at Wallace, Shoshone County, Idaho, at which place this corporation shall maintain its registered office, the post office address of which shall be Wallace, Idaho.

FOURTH: The duration of this corporation 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. No person shall serve as a director of this corporation who is not a shareholder therein. 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 One Hundred and Fifty Thousand Dollars (\$150,000.00) divided into One Million Five Hundred Thousand shares of the par value of Ten Cents (10¢) per share, each of which said shares shall be equal in all respects to every other of said shares.

SEVENTH: 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 such power.

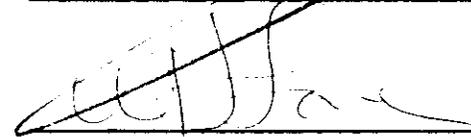
EIGHTH: The post office address of each of the incorporators of this company, and the number and class of shares of this corporation which have been subscribed for by each of said incorporators are as follows, to-wit:

<u>Name of Incorporator</u>	<u>P.O. Address</u>	<u>No. of Shares</u>	<u>Class of Shares</u>
L. J. Randall	Wallace, Idaho	100	Common
W. H. Love	Wallace, Idaho	100	Common
H. F. Magnuson	Wallace, Idaho	100	Common

IN WITNESS WHEREOF, we have hereunto set our hands the 7th day of April, 1964.



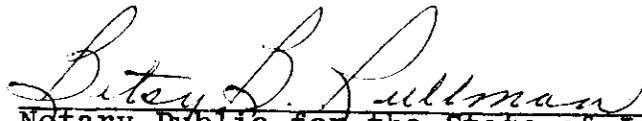




STATE OF IDAHO)
) SS.
COUNTY OF SHOSHONE)

On this 7th day of April, 1964, before me, the undersigned, a Notary Public for the State of Idaho, personally appeared L. J. RANDALL, W. H. LOVE and H. F. MAGNUSON, known to me and to me known 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 WITNESS 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 Wallace, Idaho.