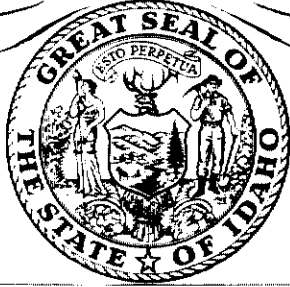


State of Idaho



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

SHOSHONE COPPER & EXPLORATION CO.

was filed in the office of the Secretary of State on the **Twelfth** day of **August** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **124** 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 **Pocatello** in the County of **Bannock.**

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 **August**, A.D., **1963**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
SHOSHONE COPPER & EXPLORATION CO.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being citizens of the United States, and being of legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho and for that purpose we do hereby certify as follows:

ARTICLE I

That the name of this corporation shall be SHOSHONE COPPER & EXPLORATION CO.

ARTICLE II

That the term of the corporate existence of this corporation shall be perpetual.

ARTICLE III

That the registered office of this corporation and the principal place for the transaction of its business is hereby designated as Pocatello, Bannock County, State of Idaho.

ARTICLE IV

The objects and purposes for which this corporation is formed are, as principal, agent, or otherwise, to do in the State of Idaho, and any other state, territory or country, any and every of the things herein set forth to the same extent as natural persons

might or could do, in furtherance and not in limitation of, the general powers conferred by the laws of the State of Idaho, and do hereby expressly provide that the corporation shall have power:

(a) To purchase, locate, lease or otherwise acquire, mortgage and dispose of lands, mines and the mineral rights, locations and claims therein, and to own, enter and locate, apply for patent for or lease mines and mining claims and lands of every kind and nature, lode or placer, patented or unpatented, and to acquire, own, locate or lease millsites, mills, water rights and tunnels; to work, prospect or develop mines and mineral lands of every kind and nature and wherever situated or located, and to carry on the business of mining, milling and producing gold, silver, copper, lead, zinc, uranium and all other metals and minerals of every kind and character, and to sell and dispose of the same and by-products thereof; to construct, purchase and otherwise acquire dredges and to operate mining dredges, and/or hydraulic equipment of every type and kind; to do everything that may be necessary or proper in the conduct of the said business and in working such mines and mineral lands, and the production of ores and metals therefrom; and to contract for, buy, sell, construct, own and operate all mills, concentrating plants, reduction works, sawmills, machinery, roads, tramways, ditches, flumes, water rights power plants of any and all kinds whatsoever; to develop and use electricity for power and lighting purposes and to file upon water rights for any and all purposes.

(b) To buy, sell, lease, mortgage, own and operate sawmills, and to buy, sell, own, lease, manufacture timber, timber

(c) To construct, erect, operate and conduct mercantile stores and any other buildings or structures or improvements in anywise appertaining thereto.

(d) To take, hold, lease, mortgage, own, purchase or acquire, by operation of law or otherwise, real property or any interest therein or appurtenant thereto, including store rooms, sawmills, store buildings, and any part thereof, or any interest therein, and to engage in any and all undertakings and business necessary and proper to the improvements and betterment of any of the land, mining claims, mills, concentrating plants, or real property owned or to be acquired by said corporation, or in any other lands in which the said corporation may have any interest, and to handle and deal in any lands of said corporation in any manner it may desire wherever situated or located.

(e) To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association or corporation, involving mills, concentrating plants, mining claims or other interests.

(f) To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal property of every kind and character, debts, dues and demands, or choses of action, and each and every kind of personal property, evidences of debts, bonds, stocks of this and other corporations, both public and private which the corporation may deem necessary and convenient for its business or otherwise, including the purchase and sale of its own common stock which has theretofore been issued to a stockholder.

(g) To borrow and lend money from and to any person, firm, association, and to make, take and execute notes, mortgages, bonds, deeds of trust, debenture bonds or other evidences of indebtedness to secure payment thereof or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness for the use and benefit of said corporation or otherwise.

(h) To own, hold, lease, or sublet, or to conduct on its own account, or for any person, firm, association or corporation, all and every kind of merchandise, business or pursuit, necessary or proper to carry on an account of the business of said corporation.

(i) To build any and all necessary shops, buildings, store rooms, boardinghouses, sleeping quarters, sawmills and structures at any place proper or convenient to carry on any or all of the business of said corporation.

(j) In addition to the said foregoing powers, to also have all authority, powers and rights granted by the laws of the State of Idaho, and any amendments the reof.

(k) To do and perform every act and thing necessary to carry out the above-enumerated purposes, or which may be calculated, directly or indirectly, to advance the interests of the company, or to enhance the value of its stock, holdings and property of every kind and character.

ARTICLE V

The number of directors of this corporation shall be not less than three nor more than seven. Provided, however,

the number of directors shall be fixed by the shareholders at any annual meeting thereof.

ARTICLE VI

The total number of shares of stock which the corporation shall have authority to issue shall be five hundred thousand shares (500,000) of common stock of the par value of Ten Cents (10¢) per share, for a total capitalization of Fifty Thousand Dollars (\$50,000.00). Each share of common stock shall have the same rights, privileges and voting powers and the same shall be fully paid and non-assessable.

ARTICLE VII

The amount of common stock actually subscribed for is three (3) shares by the persons whose names, residences and amounts subscribed are herein set forth.

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Frank L. Honas	Pocatello, Idaho	One
Evelyn D. Honas	Pocatello, Idaho	One
Joe Riedel	Pocatello, Idaho	One

ARTICLE VIII

The private property of the shareholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE IX

The corporation reserves the right to amend, endorse, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by a majority vote

of the shareholders represented in person or by proxy at any annual meeting of the shareholders or at any special meeting duly called for that purpose, excepting only where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 29 day of July, 1963.

Frank L. Honas
FRANK L. HONAS

Evelyn D. Honas
EVELYN D. HONAS

Joe Riedel
JOE RIEDEL

STATE OF IDAHO)
) ss.
County of Bannock)

On this 29th day of July, 1963, before me, a Notary Public in and for said State, personally appeared FRANK L. HONAS, EVELYN D. HONAS and JOE RIEDEL, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they 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.

Harold Godfrey
Notary Public for Idaho
Residence: Pocatello, Idaho

CERTIFICATE OF NON-PRODUCTIVITY OF MINING CORPORATION

The undersigned does hereby certify that the Shoshone Copper & Exploration Co., an Idaho corporation, is a non-productive mining corporation.

DATED This 13th day of August, 1963.

SHOSHONE COPPER & EXPLORATION CO.

By James W. Hawley, Jr.
Its Attorney

Subscribed and sworn to before me this 13th day of August, 1963.

Arlene Nelson
Notary Public for Idaho
Residence: Boise, Idaho