

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, 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

**BIRDEYE MINES, INC.**

was filed in the office of the Secretary of State on the 11th day of February A.D. One Thousand Nine Hundred Fifty-five and duly recorded on Film No. 89 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 Boise in the County of Ada

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

11th day of February

A.D., 1955 .

Secretary of State.

ARTICLES OF INCORPORATION

of

BIRDEYE MINES, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, natural persons, of full age and 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 DO HEREBY CERTIFY:

FIRST

That the name of this corporation is, and shall be, BIRDEYE MINES, INC.

SECOND

That the purposes for which this corporation is formed are, and it shall have power and authority:

(a) To carry on a general business of quartz and placer mining, dredging, milling, smelting, refining, concentrating, treating, and preparing for market, ores, metals and minerals of all kinds, including uranium, and the products and by-products thereof of every kind and description, and by whatever process the same can be, or may hereinafter be, produced, and conduct all business appurtenant thereto;

(b) To locate, bond, lease, option, purchase, contract for, or otherwise acquire, take, hold, own, handle, deal in, explore, work, operate, develop, and to sell, exchange, assign, transfer, convey, mortgage, lease, option, or otherwise dispose of, any land, mines, mineral rights, dredges, mill sites, claims, water rights and water location for power, domestic, mining and other purposes, easements, rights of way of ditches, flumes, pipe lines, reservoirs, dams, tramways, roads, railroads, concessions, rights, privileges, permits, franchises to be used in connection with mines belonging to, or to belong to, or worked or operated by, this company and used in connection therewith;

(c) To buy, contract for, or otherwise acquire and to sell, exchange, transfer, convey and otherwise dispose of mining, dredging, milling and smelting machinery, implements, tools, conveniences, provisions and all other articles or property whatsoever, capable of being used in connection with mining, dredging and milling operations required by workmen and others employed by the company;

(d) To buy, contract for, or otherwise acquire, sell, lease, transfer, convey, or otherwise dispose of, build, erect, construct, maintain, improve, manage, work, control, operate and superintend any roads, ways, railways,

bridges, reservoirs, water courses, aqueducts, ditches, flumes, pipe lines, dams, tramways, dredges, furnaces, stamp mills, crushing works, hydraulic works, smelters, power plants, power lines, buildings, boats, plants, mills, works, factories, warehouses, and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the company, and to contribute, to subsidize or otherwise aid or take part in any such operations;

(e) To purchase, contract for, or otherwise acquire, and to market, sell, convey and otherwise dispose of, and deal in, ores, metals and minerals of every kind and description, including uranium, and in the products and by-products thereof;

(f) To borrow money with or without security, and to execute, issue and dispose of bonds, debentures, notes, and other obligations of all kinds, of its indebtedness; to secure the same by pledge or mortgage of the whole or any part of the property or assets of the corporation, real or personal; to create, issue, execute, buy and sell stocks and bonds, of this corporation, and other corporations, and to hypothecate, pledge and mortgage bonds and stock of this and other corporations as security for money borrowed, or other indebtedness, for or on behalf of this corporation, and other corporations;

(g) To buy, sell, lease, let, own, hold, use, occupy, build, contract for, or in relation to, mortgage, and otherwise and in every way deal in, or with, buildings, stores, warehouses, structures of all kinds, and all other real and personal property of any nature whatever;

(h) To do and perform each and all and every act and thing necessary, expedient, and proper to carry out the purposes, objects, and business for which this corporation is formed, and generally to do and perform any and all acts and other things necessary or useful to successfully carry out and maintain the objects and purposes for which this corporation is formed and created, and which natural individuals or persons may lawfully do or associate themselves together to perform.

(i) To have, exercise, use and employ the authority specified in Sec. 30-114 Idaho Code and to have, exercise, use and employ any and all of the same, and any or all of the objects, purposes, powers, privileges, authority, and rights therein and herein set forth, both within and without the State of Idaho and the United States of America; and to have one or more corporate or business offices, and to have and operate one or more offices or other places of business within and without said State and said United States of America.

### THIRD

That the location and postoffice address of the registered office is, and shall be, Boise, Ada County, Idaho.

### FOURTH

That the duration of this corporation is to be perpetual from and after the date of its corporation.

FIFTH

That the total authorized number of par value shares of this corporation shall be three hundred thousand (300,000) shares, each of the par value of One (\$1.00) Dollar and of the aggregate par value of Three Hundred Thousand (\$300,000.00) Dollars, which said shares shall be common stock and shall not be subject to assessments.

SIXTH

That the name and postoffice address of each of the incorporators, and the number of shares subscribed by each as set opposite their respective names, are:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount</u>
Emery W. Jacobson	Moran, Wyoming	1	\$1.00
Lester G. Jacobson	Moran, Wyoming	1	1.00
Ardella Hall	Boise, Idaho	1	1.00

SEVENTH

The first Board of Directors shall consist of three Directors, but during their term of office, or thereafter, the number of Directors may be increased or decreased from time to time, as may be provided by the By-laws; provided, however, that the number of Directors constituting a Board shall not be less than three, nor more than eleven.

EIGHTH

The power to repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the Directors as well as upon the Shareholders, to be exercised by such vote of said Directors, or of the allotted Shareholders, as the case may be, not less however, than a majority thereof, as may be fixed by the By-laws.

NINTH

All or any meetings of the Shareholders or of the Board of Directors may be held within or without the State of Idaho.

IN WITNESS WHEREOF, We have signed triplicate originals of these Articles this 14<sup>th</sup> day of February, 1955.

Emery W. Jacobson

Ardella Hall

STATE OF IDAHO     )  
                          ) ss  
County of Ada     )

On this 14<sup>th</sup> day of February, in the year 1955,

before me, the undersigned, a Notary Public in and for said State, personally appeared Emery W. Jacobson, Lester G. Jacobson, and Ardella Hall, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, 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.

Frank A. Church  
Notary Public for Idaho  
Residing at Boise, Idaho

AFFIDAVIT

STATE OF IDAHO    )  
                          ) ss  
County of Ada     )

Emery W. Jacobson, being first duly sworn, deposes  
and says:

That he is one of the incorporators of BIRDEYE  
MINES, INC., an Idaho Corporation;

That said Corporation, BIRDEYE MINES, INC., is  
a non-productive mining corporation.

Emery W. Jacobson.

Sworn and subscribed to before me,  
this 14th day of February, 1955.

Frank A. Church

Notary Public for Idaho  
Residing at Boise, Idaho