

**ARTICLES OF INCORPORATION**

Of

**IGPA Mining Claims, Inc.**

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SECRETARY OF STATE  
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That the undersigned,  
acting as the incorporator of a corporation under the Idaho Business Corporation  
Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - CORPORATE NAME**

The name of this corporation is IGPA Mining Claims, Inc.

**ARTICLE II - PERIOD OF DURATION**

The corporation shall have perpetual existence.

**ARTICLE III - CORPORATE POWERS**

The object and purpose for which this corporation is formed is: The  
transaction of any or all-lawful business for which corporations may be  
incorporated under the Idaho Business Corporation Act, including but not  
limited to the Idaho Gold Prospectors Association (IGPA) holding of mining  
claims.

**ARTICLE IV - AUTHORIZED SHARES**

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The amount of the capital stock of the corporation shall be 1 share and each share shall have no par value. Said stock shall be and is non-assessable and held by the IGPA for the benefit of the IGPA membership.

#### **ARTICLE V - REGISTERED AGENT**

The address of the registered office of the corporation shall be and is: Box 190124 Boise, Idaho 83719. The name of the registered agent at such address is:

Alvin E. Malmstrom, Vice President IGPA  
1042 Dundee  
Boise, Idaho 83706

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is the three whose names and addresses are:

Al Palin, President IGPA  
4892 Clark  
Boise, Idaho 83705

Alvin E. Malmstrom, Vice President IGPA  
1042 Dundee  
Boise, Idaho 83706

Rodney Poe, Treasurer IGPA  
1991 Blue Sage Lane  
Boise, Idaho 83716

The above named persons shall serve as directors until the first annual meeting of shareholders or until successors be elected and qualified. The Board of Directors of the IGPA shall serve as the Board of Directors of IGPA Mining

Claims, provided that any member of the IGPA or any member (s) of the Board of Directors of the IGPA that holds more than seven mining claims or any number of claims that would invalidate the "small miners exemption", shall not be qualified to serve as directors of IGPA Mining Claims, Inc. A qualified member from the general membership of the IGPA will be elected by the general membership to fill any vacant position that may arise from this provision.

#### **ARTICLE VII - INCORPORATORS**

The name and address of the original incorporator is:

Idaho Gold Prospectors Association  
Alvin E. Malmstrom, Vice President  
Box 190124  
Boise, Idaho 83719

#### **ARTICLE VII - STOCKHOLDERS' LIMITED LIABILITY**

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation. Only the fees associated with assessment filings and holding charges shall be paid by the IGPA.

#### **ARTICLE IX - CONFLICTS OF INTEREST**

No contract or other transaction between the corporation and any

other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors or shareholders of the corporation are pecuniarily or otherwise interested in or are directors or officers of other such corporation; any directors, individual or any firm of which any director or shareholder may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation provided the fact that he/she of such firm is so interested shall be disclosed or shall have been known to the Board of Directors or shareholders of the corporation which shall authorize any such contract or transaction with like force and effect as if he/she were not such officer or director of such other corporation or not so interested.

#### **ARTICLE X - FIDUCIARY DUTY**

The personal liability of a director/shareholder to the corporation or its stockholders for monetary damages for breach of fiduciary duty as director/shareholder is hereby eliminated and no director/shareholder shall have personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director/shareholder, except that the personal liability of a director/shareholder to the corporation or its stockholders for any breach of the directors/shareholders duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law shall not be eliminated and

the personal liability of a director/shareholder to the corporation or its stockholders for the liability imposed by Idaho Code shall not be eliminated and the personal liability of a director/shareholder to the corporation or its stockholders for personal liability for any transaction from which the director/shareholder derived a legally improper personal benefit shall not be eliminated.

IN WITNESS WHEREOF, I have hereunto set my hand this 13<sup>th</sup> day of August 2003.

Alvin E. Malmstrom

Alvin E. Malmstrom, Vice-President  
Idaho Gold Prospector Association