

**FILED EFFECTIVE**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CLEARWATER MINES, INC.**

**2016 APR -4 AM 9:14  
SECRETARY OF STATE  
STATE OF IDAHO**

The undersigned, William T. Jacobson, hereby certifies that he is a director, President and Chairman of the Board of Directors of Clearwater Mines, Inc., an Idaho corporation (the "*Company*"), and further certifies that:

1. By action taken by the Board of Directors of the Company at a special meeting on January 14, 2016, the amendment and restatement set forth below to the Company's Articles of Incorporation was approved and duly adopted by the Board of Directors of the Company.
2. By action taken by the shareholders of the Company at a duly held special meeting of the shareholders on February 12, 2016, the amendment and restatement set forth below to the Company's Article of Incorporation was approved and duly adopted by the shareholders of the Company.
3. The Articles of Incorporation of the Company are hereby amended and restated in their entirety in accordance with Sections 30-29-1003 and 30-29-1007 of the Idaho Business Corporation Act (the "**Act**") to read as follows:

**ARTICLE 1  
NAME**

The name of the Company is "Clearwater Group, Inc."

**ARTICLE 2  
PURPOSE**

The purpose for which the Company is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the State of Idaho.

**ARTICLE 3  
DURATION**

The period of the Company's duration is perpetual.

**ARTICLE 4  
CAPITAL STOCK**

**IDAHO SECRETARY OF STATE  
04/04/2016 05:00**

**CK:1174 CT:322771 BH:1522081  
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*C 5297*

**A. Authorized Capital**

The total number of shares which the Company is authorize to issue is Seventy Five Million (75,000,000) shares of Common Stock, each with a par value of \$0.01.

**B. Voting Rights**

The holders of shares of Common Stock shall be entitled to one vote per share at each meeting of the shareholders of the Company and on all matters before the shareholders of the Company, except as otherwise provided by law. Votes may not be cumulated.

**ARTICLE 5  
REGISTERED AGENT AND REGISTERED OFFICE**

The name of the registered agent and address of the registered office is:

<b>Name</b>	<b>Address</b>
Marqueta Martinez	506 E Larch Osburn, ID 83849

**ARTICLE 6  
BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Company managed under the direction of its Board of Directors. The number of Directors shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

**ARTICLE 7  
INDEMNIFICATION AND LIMITATION OF LIABILITY**

**A. Indemnification**

The Company shall indemnify the directors and officers of the Company to the fullest extent permitted by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Company to provide broader indemnification rights than the Act permitted the Company to provide prior to such amendment).


**B. Limitation of Liability**

There shall be no personal liability, either direct or indirect, of any director of the Company to the Company or its shareholders for monetary damages for any breach or breaches of fiduciary duty as a director, except that this provision shall not eliminate the liability of a director to the Company or to its shareholders for monetary damages for any breach, act, omission or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision shall not limit the rights of the directors of the Company for indemnification or other assistance from the Company. Any repeal or modification of the foregoing provisions of this Article by the shareholders of the Company, or any repeal or modification of the Act which permits the elimination of liability of directors by this Article, shall not affect adversely any elimination of liability, right, or protection of a director of the Company with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modifications.

## **ARTICLE 8 AMENDMENTS**

The Company reserves the right to amend, alter, change or repeal any provisions contained herein in any manner now or hereby prescribed or permitted by statute. All rights of shareholders of the Company are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has subscribed these Amended and Restated Articles of Incorporation effective as of February 12, 2016.

  
\_\_\_\_\_  
William T. Jacobson, Director, President  
and Chairman of the Board of Directors

Secretary of State  
450 North Fourth Street  
P.O. Box 83720  
Boise, ID 83720-0080

Re: Consent to Use of Name

Dear Sirs:

Clearwater Group, LLC hereby consents to Clearwater Mines, Inc.'s use of the name: Clearwater Group, Inc.

Clearwater Group, LLC was administratively dissolved on November 17, 2015 and does not intend to seek reinstatement.

Sincerely,

Clearwater Group LLC  
P.O. Box 640  
Asotin, WA 99402

By: Arlen S. Olson  
Arlen S. Olson  
Member - Manager