



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

MINING, U.S., INC.

was filed in the office of the Secretary of State on the **Eighteenth** day of **November** A.D. One Thousand Nine Hundred **Eighty-Four** and **will be** duly recorded on **14th November** 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 **prospecting and mining** from the date hereof, with its registered office in this State located at **Boise** in the County of **Washington**.

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 **20th** day of **November**, A.D., 19**04**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

KISMET MINING, U.S., INC.

6 KNOW ALL MEN BY THESE PRESENTS: That we, FREIDA STRONG,
7 HAROLD L. RYAN and NICK G. SPEROPULOS of Weiser, Washington County,
8 Idaho, all of whom are citizens of the United States of America,
9 and all being of full age, do under and in pursuance of the
10 general incorporation laws of the State of Idaho, hereby volun-
11 tarily associate ourselves together, and such other persons as
12 hereafter may become associated with us, into a body politic and
13 corporate, to carry on the business and for the purposes herein-
14 after named.

I.

16 The name of this corporation is, and shall be, KISMET
17 MINING, U.S., INC.

II.

19 The purposes for which this corporation is formed are as
20 follows, to-wit:

21 (a) To acquire real estate, surface rights thereon, and
22 mineral rights therein or thereunder, by purchase
23 lease, assignment or otherwise, within the State of
24 Idaho, or elsewhere, and to prospect, develop, mine,
25 and produce and process minerals of any and all kinds,
and operate mines and mining property, and interest
therein, and acquire all necessary or desirable
easements, right-of-way, and rights necessary or
incidental to the development of any mining property,
and the marketing of ores therefrom.

26

27 (b) To treat process, reduce and do any and all things
28 that may be necessary or proper of all minerals mined,
29 produced or purchased, and to erect, build, own,
30 operate, equip and maintain such plants as may be
31 necessary or desirable in the course of any such
32 mining operations or facilitating the reduction or
processing of ores and/or minerals for the better
mining or processing of the same, and do any and all
things necessary or requisite for the purpose or pur-
poses in carrying through from the mining or processing
of ore and/or minerals to the ultimate processing,
reduction and marketing of the same.

- (c) To borrow in the name of and on behalf of the corporation, in such amounts as the directors or managing officers may determine, and issue as evidence thereof, notes, bonds, or other evidence of indebtedness, and secure the payment of the same if necessary or advisable, by mortgage or trust deed on its real or personal property, or pledge as collateral personal property of the corporation.
- (d) To purchase, own, acquire, and/or lease real estate and to erect, construct and/or maintain buildings, processing plants, and structures thereon, together with the equipping thereof with the necessary or desirable equipment and personal property, as may be necessary or profitable for the processing of minerals and rare earths, and for manufacturing or handling, or owning or disbursing, acquiring or selling any products as may be necessary, desirable, or proper and conducting any of the business in which said corporation may be or is engaged.
- (e) To build, equip, operate, and maintain telephone and telegraph lines necessary or requisite for the operation and conduct of the business of the corporation, and to acquire the necessary rights-of-way, franchises and easements therefor.
- (f) To apply for, acquire, hold, use, own, operate, dispose of by sale or otherwise, mortgage, hypothecate, lease and to sell and grant licenses in respect of patents, trade-marks, trade names, inventions, improvements, processes and licenses therefor.
- (g) To purchase, subscribe for, or otherwise acquire, own, manage, hold, use, operate, lease, mortgage, hypothecate, pledge, exchange, assign, transfer, sell or otherwise dispose of, immovable and movable property of every kind and description, including shares of stocks, bonds, indentures, notes, evidences of indebtedness, and other securities, contracts, or obligations of this or any other corporation, association, firm, and to pay therefor in whole or in part, in cash or by exchanging therefor stocks, bonds, or other evidence of indebtedness or securities of this or any other corporation, and to receive, collect and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting powers of any stocks or other securities so owned, controlled, managed or operated.
- (h) To execute, issue and negotiate promissory notes, bills of exchange, bonds, debentures, negotiable instruments, securities and other obligations of this corporation and to secure any of the same by pledge, mortgage, deeds of trust or other hypothecation of any or all of the property of the corporation.
- (i) In connection with carrying on the business of the corporation, to lend and advance money, credit, property of the corporation, and to render aid by guarantee or in any other manner, gratuitously or on such terms

1 as may seem expedient, on open account, secured or
2 unsecured, to any person, firm, association or
3 corporation.

4 (j) To acquire by purchase or otherwise, hold, manage,
5 operate, consolidate, merge, lease, exchange, dispose
6 of by sale or otherwise, mortgage, pledge, hypothecate,
7 deal in and with, in whole or in part, the good will,
8 rights privileges, franchises, properties, assets,
9 liabilities and business of any person, firm, associa-
10 tion or corporation engaging or capable of engaging in
11 any business similar to or incidental to any business
12 this corporation may conduct and operate, including
13 the importing and exporting of minerals and rare earths
14 to such extent and in such manner as the corporation
15 shall from time to time decide upon, and to own, lease,
16 or otherwise acquire all structures and other facilities
17 necessary or desirable for the carrying on of any such
18 import or export business, from time to time, and to
19 purchase, own, acquire, or lease real estate, and to
20 erect, construct and maintain buildings and structures
21 thereon, together with such other equipment and personal
22 property as may be necessary or proper for conducting
23 any phase of any of the business or businesses in
24 which the corporation may determine to engage.

25 (k) To build, equip, operate and maintain roads, motor
26 equipment, in order to transport merchandise, ores,
27 minerals and other products, owned and desired to be
28 distributed or transported by the corporation.

29 (l) To purchase, take on lease or in exchange, hire, or
30 otherwise acquire and hold any real and personal
31 property and any rights or privileges that the company
32 may think necessary or convenient for the purposes of
its business.

33 (m) To construct, improve, maintain, develop, work, manage,
34 carry out, or control any roads, ways, tramways, branches,
35 or sidings, bridges, reservoirs, watercourses, wharves,
36 manufactories, warehouses, electric works, shops, stores,
37 and other works and conveniences that may seem calculated,
38 directly or indirectly, to advance the company's inter-
39 ests, and to contribute to, subsidize, or otherwise
40 assist or take part in the construction, improvement,
41 maintenance, working, management, carrying out, or
42 control thereof.

43 (n) To acquire and undertake the whole or any part of the
44 business, property, and liabilities of any person or
45 company, wheresoever incorporated, carrying on any busi-
46 ness that the company is authorized to carry on, or
47 possessed of property suitable for the purposes of the
48 company.

49 (o) To apply for, purchase, or otherwise acquire any patents,
50 licenses, concessions, and the like, conferring any
51 exclusive or non-exclusive or limited right to use or
52 any secret or other information as to any invention
53 capable of being used for any of the purposes of the
54 company, or the acquisition of which may seem calculated,
55 directly or indirectly, to benefit the company; and to

1 use, exercise, develop, or grant licenses in respect
2 of or otherwise turn to account the property, rights,
3 or information so acquired.

4 (p) To enter into partnership or into any arrangement for
5 sharing of profits, union of interests, co-operation,
6 joint adventure, reciprocal concession, or otherwise
7 with any person or company, wheresoever incorporated,
8 carrying on or engaged in, or about to carry on or
9 engage in, any business or transaction that the company
10 is authorized to carry on or engage in, or any business
11 or transaction capable of being conducted so as, directly
12 or indirectly, to benefit the company.

13 (q) To enter into any arrangement with any Governments or
14 authorities (municipal, local, or otherwise) that may
15 seem conducive to the company's objects or any of them,
16 and to obtain from any such Government or authority
17 any rights, privileges, and concessions that the company
18 may think it desirable to obtain, and to carry out,
19 exercise, and comply with any such arrangements, rights,
20 privileges, and concessions.

21 (r) To take or otherwise acquire and hold the shares, stock,
22 debentures, or other securities of any company, where-
23 soever incorporated, having objects altogether or in
24 part similar to those of the company, or carrying on
any business capable of being conducted so as, directly
or indirectly, to benefit the company, and to sell or
reissue, with or without guarantee, or otherwise deal
with the same.

25 (s) To borrow or raise or secure the payment of money in
26 such manner as the company shall think fit, and in
27 particular by the issue of debentures or debenture
28 stock, perpetual or otherwise, charged upon all or
29 any of the company's property (both present and future),
30 including its uncalled capital, and to purchase, redeem,
31 or pay off any such securities.

32 (t) To establish agencies and branches and to adopt such
means of making known the products of the company as
may seem expedient, and in particular by advertising
in the press, by circulars, by purchase and exhibition
of works of art or interest, by publication of books
and periodicals, and by granting prizes, rewards, and
donations.

(u) To lend money to any person or company, wheresoever
incorporated, having dealings with the company or with
whom the company proposes to have dealings, and to
guarantee the contracts of any such person or company.

(v) To raise and assist in raising money for, and to aid
by way of bonus, loan, promise, endorsement, guarantee
of debentures or other securities, or otherwise, any
company, wheresoever incorporated, with which the
company may have business relations, and to guarantee
the contracts of any such company.

1 (x) To sell or dispose of the undertaking of the company or
2 any part thereof for such consideration as the company
3 may think fit, and in particular for shares, debentures,
4 or securities of any other company, wheresoever incor-
5 porated, having objects altogether or in part similar
6 to those of the company.

7 (y) To promote any company or companies for the purpose of
8 acquiring all or any of the property and liabilities
9 of the company, or for any other purpose that may seem
10 directly or indirectly, calculated to benefit the
11 company.

12 (z) To remunerate any person or company, wheresoever incor-
13 porated, for services rendered or to be rendered in
14 placing or assisting to place, or guaranteeing the
15 placing of, any of the shares in the company's capital
16 or any debentures, debenture stock, or other securities
17 of the company, or in or about the formation or pro-
18 motion of the company or the conduct of or the sale or
19 disposition of its business.

20 (aa) To acquire by purchase, lease, hire, discovery, location,
21 or otherwise, and hold, mines, mineral claims, mineral
22 leases, mining lands, prospects, licenses, and mining
23 rights of every description, and to work, develop, operate,
24 turn to account, sell, or otherwise dispose thereof.

25 (bb) To dig, drill, or bore for, raise, crush, wash, smelt,
26 reduce, refine, amalgamate, assay, analyse, and other-
27 wise treat gold, silver, copper, lead, iron, coal,
28 petroleum, natural gas, and any other ore, deposit,
29 metal or mineral whatsoever, whether belonging to the
30 company or not, and to render the same merchantable,
31 and to buy, sell, and deal in the same or any product
32 thereof.

33 (cc) To engage in any branch of mining, smelting, milling,
34 and refining minerals.

35 (dd) To acquire by purchase, lease, hire, exchange, or other-
36 wise timber lands, leases, or claims, rights to cut
37 timber, surface rights and rights-of-way, water rights
38 and privileges, patents, patent rights and concessions,
39 and other real or personal property.

40 (ee) To acquire by purchase, lease, hire, exchange, or other-
41 wise, and to construct, operate, maintain, or alter,
42 trails, roads, ways, tramways, reservoirs, dams, flumes,
43 race and other ways, watercourses, canals, aqueducts,
44 pipelines, wells, tanks, bridges, wharves, piers, mills,
45 pumping plants, factories, foundries, furnaces, coke-
46 ovens, crushing-works, smelting-works, concentrating-
47 works, refining-works, hydraulic, electrical, and other
48 works and appliances, power devices and plants of every
49 kind, laboratories, warehouses, boarding-houses, dwell-
50 ings, buildings, machinery, plant, and other works and
51 conveniences, and to buy, sell, manufacture, and deal
52 in all kinds of goods, stores, provisions, implements,
53 chattels and effects.

1 (ff) To build, purchase, lease, hire, charter, navigate, use,
2 and operate cars, wagons, and other vehicles, boats,
ships, and other vessels.

3 (gg) To sell or otherwise dispose of ore, metal, oil, gas, or
4 mineral product, and to take contracts for mining work
5 of all kinds, and to accept as the consideration shares,
stocks, debentures, or other securities of any company,
wheresoever incorporated and carrying on any business,
directly or indirectly.

6 (hh) Generally, to do any and all things necessary or proper
7 in carrying on the business of the corporation, and to
8 enter into, make, perform, and carry out contracts,
leases, franchises, processing formulas, of every kind
9 and nature relating to or connected with the business
of any phase thereof, in which the corporation may be
or is, from time to time, engaged upon, and to do
everything necessary, proper or useful for the accom-
10 plishment of the objectives and principles herein
11 enumerated, or necessary, proper or convenient to the
12 benefit of the corporation, for the furtherance of its
business propositions.

13 (ii) The foregoing clauses are to be considered as objectives
14 purposes and powers, and the enumeration of specific
15 powers shall not limit or restrict in any manner the
16 powers of the corporation. It being the intention that
17 the objectives and powers specified in this, or any
other article herein shall in nowise be limited or
restricted by reference to, or by inference from, the
terms of any other article or clause thereof, but the
same may be, and is, extended thereby.

18 III.

19 The principal place of transacting the business of this
20 corporation, and its post office address and registered office,
21 shall be at Weiser, Washington County, Idaho, but the corporation
22 may establish and maintain such other and branch offices as may
23 be hereafter decided or determined upon by the corporation or its
24 managing board, whether in the State of Idaho, or such other
25 states, places, or countries as may from time to time be deter-
mined upon.

27 IV.

28 That the period for which this corporation shall exist
29 shall be perpetually from and after the date of filing these
30 Articles of Incorporation.

31 V.

32 That the total authorized capital stock of this corporation

1 shall be TWENTY-FIVE THOUSAND DOLLARS (\$25,000.00), divided into
2 Two Hundred Fifty (250) shares, of the par value of ONE HUNDRED
3 DOLLARS (\$100.00) each per share, all of equal classification,
4 without priority one over the other, and fully paid and non-
5 assessable.

6 VI.

7 The name and post office address of each of the incorpor-
8 ators, and the number of shares subscribed by each subscriber,
9 and the par value thereof is as follows:

10 NAME	11 POST OFFICE ADDRESS	12 NUMBER OF SHARES	13 PAR VALUE PER SHARE
14 Freida Strong	15 P. O. Box 587 Weiser, Idaho	16 1	17 \$100.00
18 Harold L. Ryan	19 P. O. Box 587 Weiser, Idaho	20 1	21 \$100.00
22 Nick G. Speropoulos	23 P. O. Box 587 Weiser, Idaho	24 1	25 \$100.00

26 VII.

27 The manner, time and place of holding the general annual
28 meeting, adjourned meetings and special meetings of the stock-
29 holders, and the method of conducting the business of this
30 corporation shall be provided by the By-Laws, hereafter to be
31 adopted by this corporation.

32 IN WITNESS WHEREOF, We the undersigned have hereunto set
33 our hands and seals this 17 day of November, 1964.

34 Freida Strong (SEAL)

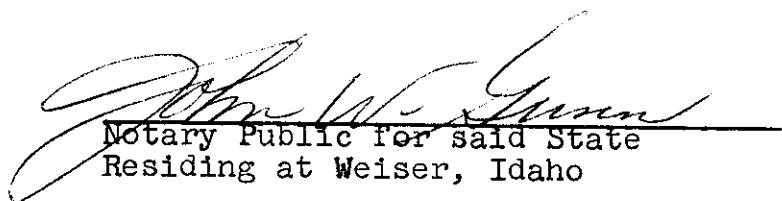
35 Harold L. Ryan (SEAL)

36 Nick G. Speropoulos (SEAL)

1 STATE OF IDAHO }
2 County of Washington } ss

3 On this the 17 day of November, 1964, before me,
4 the undersigned, a Notary Public in and for the State, personally
5 appeared FREIDA STRONG, HAROLD L. RYAN and NICK G. SPEROPULOS,
6 known to me to be the persons whose names are subscribed to the
7 foregoing instrument, and acknowledged to me that they executed
8 the same.

9 IN WITNESS WHEREOF, I have hereunto set my hand and affixed
10 my official seal, on the day and year in this certificate first
11 above written.

12 
13 Notary Public for said State
14 Residing at Weiser, Idaho

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AFFIDAVIT

2 STATE OF IDAHO }
3 County of Washington } ss.

4 HAROLD L. RYAN, being first duly sworn, deposes and says:

5 That he is a resident of Weiser, Washington County, Idaho,
6 and a subscriber to Articles of Incorporation of KISMIT MINING,
7 U. S., INC.

8 This affiant verily states that KISMET MINING, U. S., INC.
9 is being incorporated as a Mining Corporation and that at the
10 present time is non-productive and further that any actual
11 productivity cannot be foreseen for a period of over one year
12 from date hereof. *John D. T.*

14 SUBSCRIBED AND SWORN to before me this 17 day of November, 1964.

Notary Public for said State
Residing at Weiser, Idaho