



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

KIMST 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 **Sixty-Four** and **will be** duly recorded on **11111** 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 **Idaho** 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 **18th** day of **November**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
KISMET MINING, U.S., INC.

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

I.

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

II.

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

- (a) To acquire real estate, surface rights thereon, and mineral rights therein or thereunder, by purchase lease, assignment or otherwise, within the State of Idaho, or elsewhere, and to prospect, develop, mine, 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.
- (b) To treat process, reduce and do any and all things that may be necessary or proper of all minerals mined, produced or purchased, and to erect, build, own, operate, equip and maintain such plants as may be necessary or desirable in the course of any such 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 purposes in carrying through from the mining or processing of ore and/or minerals to the ultimate processing, reduction and marketing of the same.

- 1 (c) To borrow in the name of and on behalf of the corpor-
2 ation, in such amounts as the directors or managing
3 officers may determine, and issue as evidence thereof,
4 notes, bonds, or other evidence of indebtedness, and
5 secure the payment of the same if necessary or advisable,
6 by mortgage or trust deed on its real or personal pro-
7 perty, or pledge as collateral personal property of
8 the corporation.
- 9 (d) To purchase, own, acquire, and/or lease real estate
10 and to erect, construct and/or maintain buildings,
11 processing plants, and structures thereon, together
12 with the equipping thereof with the necessary or
13 desirable equipment and personal property, as may be
14 necessary or profitable for the processing of minerals
15 and rare earths, and for manufacturing or handling,
16 or owning or disbursing, acquiring or selling any
17 products as may be necessary, desirable, or proper
18 and conducting any of the business in which said
19 corporation may be or is engaged.
- 20 (e) To build, equip, operate, and maintain telephone and
21 telegraph lines necessary or requisite for the opera-
22 tion and conduct of the business of the corporation,
23 and to acquire the necessary rights-of-way, franchises
24 and easements therefor.
- 25 (f) To apply for, acquire, hold, use, own, operate, dispose
26 of by sale or otherwise, mortgage, hypothecate, lease
27 and to sell and grant licenses in respect of patents,
28 trade-marks, trade names, inventions, improvements,
29 processes and licenses therefor.
- 30 (g) To purchase, subscribed for, or otherwise acquire, own,
31 manage, hold, use, operate, lease, mortgage, hypothe-
32 cate, 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 indebted-
ness, 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, prop-
erty 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.
- (m) To construct, improve, maintain, develop, work, manage,
carry out, or control any roads, ways, tramways, branches,
or sidings, bridges, reservoirs, watercourses, wharves,
manufactories, warehouses, electric works, shops, stores,
and other works and conveniences that may seem calculated,
directly or indirectly, to advance the company's inter-
ests, and to contribute to, subsidize, or otherwise
assist or take part in the construction, improvement,
maintenance, working, management, carrying out, or
control thereof.
- (n) To acquire and undertake the whole or any part of the
business, property, and liabilities of any person or
company, wheresoever incorporated, carrying on any busi-
ness that the company is authorized to carry on, or
possessed of property suitable for the purposes of the
company.
- (o) To apply for, purchase, or otherwise acquire any patents,
licenses, concessions, and the like, conferring any
exclusive or non-exclusive or limited right to use or
any secret or other information as to any invention
capable of being used for any of the purposes of the
company, or the acquisition of which may seem calculated,
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,
or information so acquired.

- 3 (p) To enter into partnership or into any arrangement for
4 sharing of profits, union of interests, co-operation,
5 joint adventure, reciprocal concession, or otherwise
6 with any person or company, wheresoever incorporated,
7 carrying on or engaged in, or about to carry on or
engage in, any business or transaction that the company
is authorized to carry on or engage in, or any business
or transaction capable of being conducted so as, directly
or indirectly, to benefit the company.
- 8 (q) To enter into any arrangement with any Governments or
9 authorities (municipal, local, or otherwise) that may
10 seem conducive to the company's objects or any of them,
11 and to obtain from any such Government or authority
any rights, privileges, and concessions that the company
may think it desirable to obtain, and to carry out,
12 exercise, and comply with any such arrangements, rights,
privileges, and concessions.
- 13 (r) To take or otherwise acquire and hold the shares, stock,
14 debentures, or other securities of any company, where-
15 soever incorporated, having objects altogether or in
16 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.
- 17 (s) To borrow or raise or secure the payment of money in
18 such manner as the company shall think fit, and in
19 particular by the issue of debentures or debenture
20 stock, perpetual or otherwise, charged upon all or
any of the company's property (both present and future),
including its uncalled capital, and to purchase, redeem,
or pay off any such securities.
- 21 (t) To establish agencies and branches and to adopt such
22 means of making known the products of the company as
23 may seem expedient, and in particular by advertising
24 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.
- 25 (u) To lend money to any person or company, wheresoever
26 incorporated, having dealings with the company or with
27 whom the company proposes to have dealings, and to
guarantee the contracts of any such person or company.
- 28 (v) To raise and assist in raising money for, and to aid
29 by way of bonus, loan, promise, endorsement, guarantee
30 of debentures or other securities, or otherwise, any
company, wheresoever incorporated, with which the
31 company may have business relations, and to guarantee
32 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.
- (cc) To engage in any branch of mining, smelting, milling,
and refining minerals.
- (dd) To acquire by purchase, lease, hire, exchange, or other-
wise timber lands, leases, or claims, rights to cut
timber, surface rights and rights-of-way, water rights
and privileges, patents, patent rights and concessions,
and other real or personal property.
- (ee) To acquire by purchase, lease, hire, exchange, or other-
wise, and to construct, operate, maintain, or alter,
trails, roads, ways, tramways, reservoirs, dams, flumes,
race and other ways, watercourses, canals, aqueducts,
pipelines, wells, tanks, bridges, wharves, piers, mills,
pumping plants, factories, foundries, furnaces, coke-
ovens, crushing-works, smelting-works, concentrating-
works, refining-works, hydraulic, electrical, and other
works and appliances, power devices and plants of every
kind, laboratories, warehouses, boarding-houses, dwell-
ings, buildings, machinery, plant, and other works and
conveniences, and to buy, sell, manufacture, and deal
in all kinds of goods, stores, provisions, implements,
chattels and effects.

- 1 (ff) To build, purchase, lease, hire, charter, navigate, use,
2 and operate cars, wagons, and other vehicles, boats,
3 ships, and other vessels.
- 4 (gg) To sell or otherwise dispose of ore, metal, oil, gas, or
5 mineral product, and to take contracts for mining work
6 of all kinds, and to accept as the consideration shares,
7 stocks, debentures, or other securities of any company,
8 wheresoever incorporated and carrying on any business,
9 directly or indirectly.
- 10 (hh) Generally, to do any and all things necessary or proper
11 in carrying on the business of the corporation, and to
12 enter into, make, perform, and carry out contracts,
13 leases, franchises, processing formulas, of every kind
14 and nature relating to or connected with the business
15 of any phase thereof, in which the corporation may be
16 or is, from time to time, engaged upon, and to do
17 everything necessary, proper or useful for the accom-
18 plishment of the objectives and principles herein
19 enumerated, or necessary, proper or convenient to the
20 benefit of the corporation, for the furtherance of its
21 business propositions.
- 22 (ii) The foregoing clauses are to be considered as objectives
23 purposes and powers, and the enumeration of specific
24 powers shall not limit or restrict in any manner the
25 powers of the corporation. It being the intention that
26 the objectives and powers specified in this, or any
27 other article herein shall in nowise be limited or
28 restricted by reference to, or by inference from, the
29 terms of any other article or clause thereof, but the
30 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-
26 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	POST OFFICE ADDRESS	NUMBER OF SHARES	PAR VALUE PER SHARE
11 Freida Strong	P. O. Box 587 Weiser, Idaho	1	\$100.00
12 Harold L. Ryan	P. O. Box 587 Weiser, Idaho	1	\$100.00
13 Nick G. Speropulos	P. O. Box 587 Weiser, Idaho	1	\$100.00

16 VII.

17 The manner, time and place of holding the general annual
18 meeting, adjourned meetings and special meetings of the stock-
19 holders, and the method of conducting the business of this
20 corporation shall be provided by the By-Laws, hereafter to be
21 adopted by this corporation.

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

24 Freida Strong (SEAL)

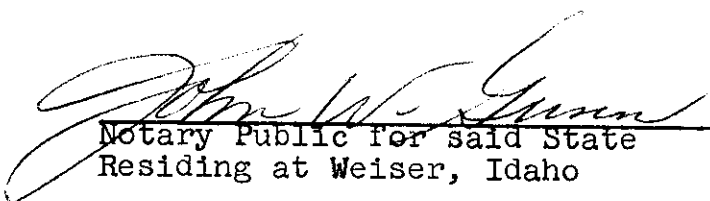
25 Harold L. Ryan (SEAL)

26 Nick G. Speropulos (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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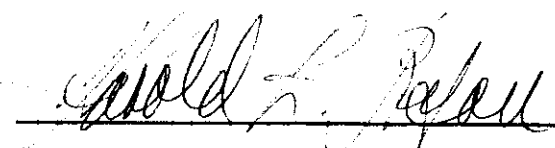
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STATE OF IDAHO)
County of Washington) ss .

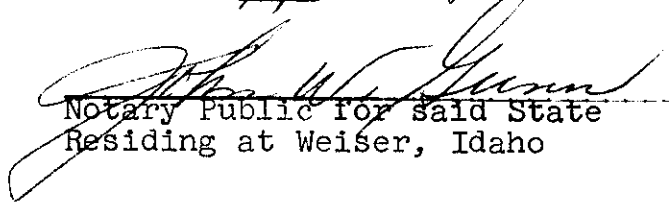
HAROLD L. RYAN, being first duly sworn, deposes and says:

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

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



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


Notary Public for said State
Residing at Weiser, Idaho