



Department of State

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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 **IDORA SILVER MINES, INC.**

was filed in the office of the Secretary of State on the **20th** day of **August** A.D., One Thousand Nine Hundred **Sixty-nine** and will be duly recorded on ~~Film~~^{No. microfilm} 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 **Coeur d'Alene** in the County of **Kootenai**

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 **August** A.D., 19**69**

Pete T. Cenarrusa
Secretary of State

Corporation Clerk

ARTICLES OF INCORPORATION OF IDORA SILVER MINES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned full aged citizens and residents 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 to that end we do hereby certify:

FIRST:

That the name of this corporation shall be and

is:

IDORA SILVER MINES, INC.

SECOND:

That this corporation shall have a perpetual existence.

THIRD:

That the location of the principal office of this

corporation, subject to change by the Board of Directors shall be at Coeur d' Alene, Idaho, with the right in the corporation, however, to establish branch offices elsewhere in the United States of America, or in foreign countries at such places as its Board of Directors may direct. Meetings of the stockholders or directors, either regular or special may be called and held at any place without the State of Idaho, and within the United States as the By-Laws from time to time provide.

FOURTH:

That the purpose for which this corporation is formed

and the nature of the objects proposed to be transacted and carried on by it are:

- (a) To search for, prospect and explore for ores, minerals, gas and oil, and to located and hold mining claims, grounds, lodes, placers or other mineral deposits in the United States of America, or the territories thereof, or in foreign countries, and to record the same pursuant to the mining laws of the said United States, the several states or territories thereof, or in foreign countries, and to record the same pursuant to the mining laws of the said United States, the several states or territories thereof, or other countries; to purchase, acquire, own, enter, lease and rent mines, mining claims and mineral lands of every kind, nature and description; also, to purchase, acquire, own, lease or rent millsites, water rights, or timber lands, real estate,

terminal facilities and other easements; to mine, explore, work and develop mining grounds of every type, nature or description, either for itself or for other corporations or individuals upon such terms and remuneration, as it shall deem fit and proper to mill, process, treat, smelt, refine or otherwise prepare for market and to market ores, metals and mineral substances of all kinds and the products and by-products thereof, and to do such other actions and things necessary or conducive to the objects of the corporation, including the erection of buildings or works or facilities and the installations of machinery and appliances of every nature and description whenever required.

To buy, sell, manufacture and deal in minerals, plants, machinery, tools, implements, conveniences, provisions and things capable of being used in connection with mining operations or required by workmen and others employed by the corporation; to construct, acquire and use other buildings or works, factories and conveniences which may be necessary, directly or indirectly, in connection with any of the objects of the corporation and to contribute thereto, subsidize or otherwise aid or take part in any such operations and also to do any other actions and things relating to mining.

(b) To have succession by its' corporate name, perpetually or until dissolved and its' affairs wound up according to law.

(c) To sue and be sued in any court of law or equity.

(d) To make contracts and to adopt and use a common seal and alter the same at pleasure.

(e) To hold, purchase and convey real and personal estate, and to mortgage or lease any such real and personal estate with its' franchises, the power to hold real and personal estate shall include the power to take the same by devise or bequest in this state, or in any other state, territory or country.

(f) To appoint such officers and agents as the affairs of the corporation shall require, and to allow them suitable compensation.

(g) To make By-Laws not inconsistent with the constitution or laws of the United States, or of this State, for the management, regulation and

and government of its' affairs and property, the transfer of its' stock, the transaction of its' business and the calling and holding of meeting of its' directors and stockholders.

(h) To wind up and dissolve in the manner provided by law.

(i) To borrow money and contract debts, when necessary for the transaction of its' business, of or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes of its' incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, payable at specified time or times, or payable upon the happenings of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for any other lawful objects; to issue, sell and dispose of certificates of investment or participation certificates, upon such terms and under such conditions as may be authorized by law.

(j) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this State, or any other State or government, and, while the owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(k) To purchase, hold, sell and transfer shares of its' own capital stock, and use therefor its' capital surplus, or other property or funds; provided that the corporation shall not use its' funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation; and provided, further, that shares of its' own capital stock belonging to the corporation shall not be voted upon, directly or indirectly, nor counted as outstanding, for the purpose of computing any stockholders' quorum vote.

(l) To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in this state, and in any of the several states, territories, possessions and dependencies of the United States, District of Columbia, and any foreign countries.

(m) To do all and everything necessary and proper for the accomplishment or any amendment thereof, or necessary or incidental to the protection and benefits of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation or any amendment thereof.

FOURTH: The authorized capital of this corporation shall consist of Five Hundred Thousand (\$500,000.00) Dollars, divided into five million (5,000,000) shares of one-class common stock of the par value of 10¢ each, and which stock shall be non-assessable.

FIFTH: The period of existence and duration of the life of this corporation shall be perpetual.

SIXTH: The management and affairs of the corporation shall be vested in and conducted by a Board of Directors which shall consist of not less than three (3) or more than seven (7) persons, provided, however, that the number of directors on said Board may be increased or decreased by a majority resolution of said Board, but in no event shall the Board have less than three (3) members; such Board of Directors shall be elected at the annual meeting of the stockholders, and such directors shall hold office for one (1) year or until their respective successors are elected and qualified. Until the first annual meeting and until their successors are elected and qualified, unless the number of directors shall be increased in the interim, the following named persons shall constitute the Board of Directors, to-wit:

NAME

Donald E. Majer
Lester E. Darling
Agnes E. Darling

ADDRESS

E. 4607 Perry, Spokane, Wash.
Rt. 3, Bx. 371, Coeur d'Alene, Ida.
Rt. 3, Bx. 371, Coeur d'Alene, Ida.

Julius Elsner

Rt. 3, Coeur d' Alene, Idaho, 83814.

Peter W. Laczay

Rt. 3, Coeur d' Alene, Idaho, 83814.

The Board of Directors shall have power to fill vacancies occurring in their number.

The said Board of Directors shall elect annually immediately following the annual meeting of stockholders, a president, one or more vice presidents, a secretary and a treasurer of this corporation. Said last two offices may be combined in the same person. The officers so elected shall hold office for a period of one (1) year or until their successors are elected and qualified. Only the president and vice president need be member of the Board of Directors of this corporation.

SEVENTH:

In addition to the power conferred by statute upon the shareholders to amend, repeal or adopt By-Laws, the By-Laws of this corporation may be amended or repealed and new By-Laws adopted by a majority of the directors of this corporation, provided, however, that the Board of Directors shall not make or alter any By-Laws fixing their qualifications, classification, term of office or compensation.

EIGHTH:

The preemptive rights, otherwise provided for by statute, shall not attach to any of the shares of stock of this corporation, and none of said shares shall be subject thereto for any reason.

NINTH: :

That the names and post office addresses of each of the incorporators of this corporation and the number of shares of stock actually subscribed and paid for by each thereof is as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares Subscribed and Paid For.</u>
Donald E. Majer	E. 4607 Perry, Spokane, Washington	10
Agnes E. Darling	Rt. 3, Box 371, Coeur d' Alene, Idaho	10
Lester E. Darling	Rt. 3, Box 371, Coeur d' Alene, Idaho	10


IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 13th day of August, 1969.

Donald E. Majer
Agnes E. Darling
Lester E. Darling
(5)

STATE OF IDAHO)
 ss
County of Kootenai)

On this 13th day of August, 1969, before me, the undersigned Notary Public, personally appeared DONALD E. MAJER, AGNES E. DARLING and LESTER E. DARLING, known to me to be the same persons whose names are subscribed to the within instrument as Incorporators, and they duly acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official Seal at Coeur d' Alene, Idaho, the day and year in this Certificate first above written.



Notary Public in and for the State of Idaho.

Residing at Hayden Lake, Idaho

My commission expires: 12-3-69.

AFFIDAVIT OF NON-PRODUCTIVE STATUS

STATE OF IDAHO)
 ss.
County of Kootenai)

H.S. SANDERSON, being first duly sworn, on oath, deposes and says:

That he is the attorney for IDORA SILVER MINES, INC., which corporation is in the process of being organized under the laws of the State of Idaho; that said corporation is strictly a mining corporation and is non-productive at this time; that this affidavit is made for the purpose of exempting said corporation from the payment of any annual license tax at this time.

H.S. Sanderson

Subscribed and sworn to before me on this 19 day of August, 1969.

Edna T. Stewart
Notary Public in and for the State of Idaho
Residing at Hayden Lake, Idaho.
My commission expires: 12-3-69.