

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

BILLINGS MINING AND MILLING, INC.

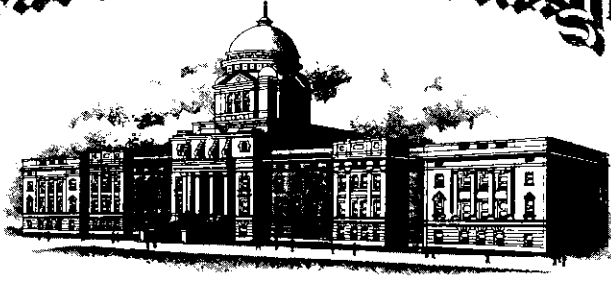
a corporation duly organized and existing under the laws of **Montana** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Thirtieth** day of **September**, 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **Thirtieth** day of **September**, 19 **63**, a designation of **Perc H. Shelton** in the County of **Valley** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **30th** day of **September**, A.D. 19 **63**.

Secretary of State.

Department of the Secretary of State



STATE OF MONTANA

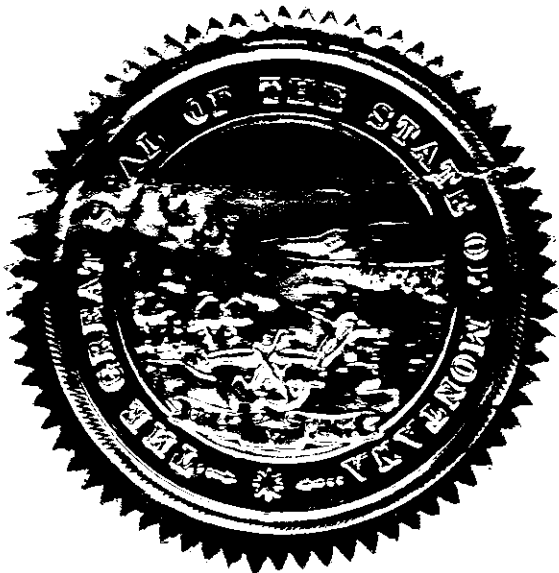
FRANK MURRAY

I, ~~Sam W. Mitchell~~, Secretary of State of the State of Montana, do hereby certify that the annexed is a full, true and correct copy of Articles of Incorporation of

BILLINGS MINING AND MILLING, INC.

as received and filed in this office on the 24th day of October A. D. 19 57 , at the hour of 11:50 o'clock A. M.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this 19th day of August , A. D. 19 60 .



Frank Murray
FRANK MURRAY
Secretary of State.

by

Gail M. DeWalt
GAIL M. DEWALT
Chief Deputy

Department of the Secretary of State



STATE OF MONTANA

BE IT KNOWN THAT

WELLES MINE AND MILLING, ETC.

In accordance with the provisions of the laws of the State of Montana on the twenty-first day of October A. D. 1907, caused its Articles of Incorporation to be filed in the office of the County Clerk of Yellowstone County, State of Montana, in which county the principal business of said company is to be transacted.

Frank Murray

Now, therefore, I, ~~SAM W. MILLS~~ Secretary of State of the State of Montana, do hereby certify that a copy of the Articles of Incorporation of

WELLES MINE AND MILLING, ETC.

certified by the County Clerk of the aforesaid County, and containing the required statement of facts prescribed by law has been filed in this office, and that such corporation is a body politic and corporate and is authorized to do business in the State of Montana of

WITNESS my official Signature hereunto subscribed and the Great Seal of the State of Montana, hereunto affixed this twenty-fourth day of October in the year one thousand nine hundred and fifty-seven.

A handwritten signature in cursive script that reads "Frank Murray".

Secretary of State

By

Deputy.

ARTICLES OF INCORPORATION
of
BILLINGS MINING AND MILLING, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the provisions of the laws of the state of Montana, by virtue whereof we have hereby executed and adopted the following Articles of Incorporation, and HEREBY CERTIFY:

FIRST:

That the name of said corporation is
BILLINGS MINING AND MILLING, INC.

SECOND:

The objects and purposes for which this corporation is formed are as follows:

To carry on the business of mining, milling, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying, selling, exchanging, and otherwise producing and dealing in uranium, gold, silver, copper, lead, zinc, brass, iron, steel, asbestos, vermiculite, and all kinds of ores, metals, and minerals, and the products and by-products thereof of every kind and description and by whatsoever process the same can be or may hereafter be produced, and generally and without limit as to amount, to buy, sell, exchange, lease, acquire, and deal in lands, mines, and mineral rights and claims, and to conduct all business appertaining thereto; to purchase, lease or otherwise acquire

mining rights, timber rights, oil and gas rights, mines, buildings, dwellings, plants, machinery, tools, and other properties whatsoever which this corporation may from time to time find to be for its advantage and purposes; to mine and market any mineral or other product that may be found in or on such lands, and to explore, work, exercise, develop, or turn to account the same; to construct and operate railways and tramways for mining and moving ores and concentrates; to build and lease houses for the use of miners and others, including the purchase and sale of same;

To borrow or raise money for any of the purposes of the corporation and, from time to time, without limit as to amount, to endorse, execute, and issue promissory notes, drafts, and other negotiable and non-negotiable evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage or pledge, conveyance, or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;

To borrow money, to issue bonds, debentures, notes, and other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to mortgage, pledge, hypothecate, and, or, convey in trust any or all of its property to secure the payment thereof;

To acquire stocks or bonds of this or any other corporation, the good-will rights, assets, and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association, or corporation;

To invest and re-invest its capital and, or, surplus; to acquire by purchase, contract, exchange, or otherwise, and to own hold, sell, assign, dispose of, exchange, transfer,

mortgage, pledge, and lend or borrow money upon all forms and kinds of security, shares of capital stock, and certificates issued or created by any corporation, joint stock companies, trusts, associations, partnerships, or syndicates, public or private, whatever or however organized or created, and to issue in exchange therefor in the manner permitted by law shares of the capital stock, or bonds or other obligations of the corporation; and while holder or owner of any such shares of capital stock or securities to profess and exercise in respect thereof any and all rights, powers, and privileges of ownership, including the right to vote:

To own, manage, operate, and improve real property, to build, construct, and alter buildings and other structures thereon, and develop real property generally; to buy, sell, and exchange real property; to rent or lease real property, improved and unimproved; to make mortgages on real property and borrow money thereon by mortgage or otherwise; to lend money on real property and take mortgages and assignments of mortgages on the same;

To subscribe for, purchase, own, owe for, sell, assign, transfer, pledge, mortgage, or otherwise dispose of bonds, securities, or evidences of indebtedness issued or created by the United States of America or any foreign country, including any state, territory, province, county, or municipality;

To enter into, make, and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic, or government, domestic or foreign, or colony or dependency thereof;

In general to carry on any other business in connection with the foregoing, and to have and exercise all the

powers conferred by law upon corporations formed pursuant to the law, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

THIRD:

The place where the principal business of this corporation shall be transacted and where the principal office thereof shall be kept is the city of Billings, Yellowstone County, Montana.

FOURTH:

The number of directors of this corporation shall be three; the names of those who are appointed to serve for the first three months, and until their successors are elected and qualified are:

<u>Name</u>	<u>Residence</u>
Jerome Anderson	Billings, Montana
Dorene G. Lindstrom	Billings, Montana
Raymond K. Peete	Billings, Montana

FIFTH:

The term for which this corporation is to exist is forty (40) years from and after the date of its incorporation.

SIXTH:

The amount of the capital stock of this corporation shall be Fifty Thousand Dollars (\$50,000.00), divided into fifty thousand shares (50,000) of common stock of the par value of One and no/00 Dollars (\$1.00) each.

SEVENTH:

The amount of capital stock which has been subscribed is the sum of Three and no/00 (\$3.00) Dollars and the following are the names of the persons by whom said sum has been subscribed:

<u>Name</u>	<u>Number of Shares</u>	<u>Amount</u>
Jerome Anderson	One	\$ 1.00
Dorene G. Lindstrom	One	1.00
Raymond K. Peete	One	1.00

EIGHTH:

The capital stock of this corporation is and shall be non-assessable.

IN WITNESS WHEREOF, we, the undersigned, have hereto set our hands and seals this 17th day of October, 1957.

S/ JEROME ANDERSON

Jerome Anderson

S/ DORENE G. LINDSTROM

Dorene G. Lindstrom

S/ RAYMOND K. PEETE

Raymond K. Peete

STATE OF MONTANA)
 : SS
County of Yellowstone)

On this 17th day of October, 1957,
before me, the undersigned notary public for Montana,
personally appeared Jerome Anderson, Dorene G. Lindstrom,
and Raymond K. Peete, known to me to be the persons whose
names are subscribed to the foregoing instrument, and
acknowledged to me, each for himself, that they executed
said instrument.

IN WITNESS WHEREOF, I have hereto set my hand
and official seal the day and year first in this certi-
ficate appearing.

(Seal)
(SEAL)

S/ G. C. CISEL
Notary Public for Montana,
Residing at Billings, Montana.
My commission expires May 3, 1958.