

State of Idaho

Department of State

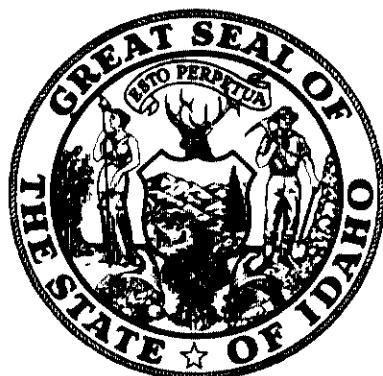
CERTIFICATE OF INCORPORATION OF

SKI MINERALS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: December 1, 1988



A handwritten signature of Pete T. Cenarrusa in black ink.

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

REG'D. NO. 1
SEC. 1. 1950

SKI MINERALS, INC.

38 DEC 1 20 8 50

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of full legal age and citizens of the United States and citizens and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho.

AND WE HEREBY CERTIFY:

First: That the name of the corporation shall be

SKI MINERALS, INC.

Second: That the registered office of said corporation is located at 2722 Pascoe Lane, Nampa, Idaho 83651

Third: That the name and address of the registered agent of the corporation is:

George E. Kellogg
2722 Pascoe Lane
Nampa, Idaho 83651

Fourth: That the purposes for which it is formed are:

To continue the work of development of, and to erect a mill, mills, and other reduction works, for crushing the ores, produced from lode and placer mining claims, situated in the Yellow Pine Mining District, Valley County, State of Idaho, and to acquire, purchase, own control and operate said mines and mining property, located as aforesaid, with full power, at any time to sell or dispose of the same; or any agreement covering the same; also, to buy or sell or operate, any other mine or mines, or mining property in said Mining District, or in any other District, County or State, and, also, mining and ore reducing machinery, supplies, material, water and water rights and such personal property as may be necessary and expedient in carrying on the business of this Company, and to all other things that may be essential to carry into effect the objects, purposes and powers of this corporation;

To do all kinds of mining, refining, transportation, mercantile, manufacturing and trading business;

To buy, sell, hire, lease or otherwise acquire, lands containing, or believed to contain, petroleum, natural gas, oil springs, or other mineral deposits; to purchase, sell, hire lease, or otherwise acquire, land, mines, mineral claims, water rights and franchises, mill sites, and timber lands;

To carry on the business of producing, refining, storing, supplying, buying, selling and distributing petroleum and petroleum products and by-products of all classes and descriptions and

minerals; to carry on the business of searching for, prospecting, preparing, producing, piping, storing, and transporting water, gas, petroleum and other oils, and their products, by-products and minerals;

To construct, build, sell, buy, operate, hire, and otherwise acquire, lease and maintain, oil wells, refineries, buildings, machinery, plants, stores, and warehouses;

To lay down, construct, acquire, maintain, purchase, sell, operate, own, hire and lease (for transportation of petroleum oil and its products, natural gas and water) pipe lines, tanks, pump-stations, connections, fixtures, storage houses and such machinery, apparatus and devices as may be necessary to operate such pipes and pipe lines between various points; to transport petroleum oil and its products, natural gas and water for hire, as a common carrier or otherwise, through said pipe lines; also wherever permitted by law, to have the right and power to enter upon public and private rights of way, easements, properties of all person and corporations, and to have the right to lay pipes and pipelines across and under any public road, railroad, right of way, street railroad, canal or stream; to lay its pipes and pipelines across and under any street or alley in any incorporated city or town, with the consent and under direction of the proper authorities of such city or town;

To transport goods and merchandise by land or water in any manner; to construct, purchase, sell, lease, hire, own and operate all kinds of vessels, both for inland and deep water navigation, barges, and any and every kind of vessel designated for the transportation upon water of goods, wares, and merchandise, and to operate the same as a common carrier for hire or otherwise;

To buy, sell, lease, rent, improve and mortgage lands;

To build, buy, sell, hire, lease, rent and otherwise acquire houses, structures, vessels, cars, wharves, docks, and piers, and franchises to maintain the same;

To establish, conduct, and maintain educational institutions to teach the individual business methods as applied to economic operation of mines and every branch thereof;

To carry on its business and have officers and agencies therefor in all parts of the world;

To erect, maintain, operate, own, hire, lease, rent, and otherwise acquire mills, works, laboratories, workshops and dwelling houses for workmen and others;

To search for, prospect, examine, refine, smelt, produce, crush, concentrate, manipulate, and treat gold, silver, cinnabar, lead zink, and minerals of every class and description anywhere.

To manufacture, buy, sell, import, export, hire and lease and generally deal in machinery, pumps, drills, implements, and

conveniences suitable for use in connection with the oil or mining business;

To own and operate experimental plants for the determination of any and every kind of industrial process;

To acquire, own, operate, improve, sell, hire, lease and mortgage real property of any and every kind, including mines, millsites, mineral lands, timber lands, reduction sites, or plants, easements, dams, damsites, power plants, transportation systems, and improvements upon or in real estate of every kind and nature, anywhere;

To manufacture, buy, sell, deal in, export and import any and every kind or description of material, merchandise, products or other property, and to act as purchasing and selling agents therefore;

To obtain, own, lease, hire, use, vend and sell, and in any and every way deal in and with patents, patent rights and interest therein and inventions of every kind including trade marks;

To construct, acquire, maintain, and operate plants and lines or conduits for the generation and transmission of gas or electricity, or power derived in whole or in part therefrom, and to sell to others or use, as it may see fit, such products when so generated or transmitted;

To own, locate, obtain, sell, develop and maintain water rights, and franchises of every kind, including the generation and sale, or lease of power derived in whole or in part therefrom;

To carry on the business of mining and milling or reduction in all their branches;

To establish, become interested in, buy, sell, conduct, hire, lease or maintain stores, warehouses, docks, wharves, piers, or landings and boarding or dwelling houses of every kind and description;

To establish and maintain branches or agencies;

To borrow money on corporate obligations, with or without security, including the right to issue bonds or debentures, and where necessary, to secure the payment of the same by mortgage, deed of trust, hypothecation or pledge of the property of this corporation;

To loan or advance money to individuals, firms or corporations, on open account, or on personal or corporate notes of such individuals, firms or corporations, with or without security;

To buy, own, hold, or otherwise acquire, pledge, sell, or otherwise dispose of shares of the capital stock or bonds of this corporation, and also of other corporations, including the right to deal in bonds or obligations of any municipality, state or government, or of any other governmental entity;

To guarantee or secure the payment of bonds or stock issued by any other corporation;

To enter into contracts of all kinds with firms, individuals, corporations and civil, municipal, state or other governmental authorities, whenever the same shall be authorized by the directors of this corporation, or by the by-laws of this Company;

To act as fully for this or for any other corporation, partnership, firm, association, syndicate or individual as any individual could do;

To sell, lease, exchange, surrender, or otherwise deal with the whole of the undertaking and property and rights of this corporation, or any part thereof, for such consideration as the Board of Directors may think fit, and in particular for any shares (whether credited as partly or fully paid up, or otherwise), debentures of securities of any other company, and to divide such part or parts as may be determined by the Board of Directors of the purchase moneys, whether in cash, shares or other equivalent, which may at any time be received by this corporation on a sale of, or other dealing with, the whole or part of its property, estate, effects and rights of the corporation amongst its stockholders by way of dividend or bonus in proportion to this share, or otherwise to deal with the same as the Board of Directors may determine; provided, however, that such sale, lease, exchange, surrender, or other disposition of the property and rights of this corporation, shall be ratified by the vote or written assent of two-thirds of all the issued stock.

To acquire licenses for the operation of radio and television stations and to operate and lease such stations within the laws, rules, and regulations as fixed by the Federal Communications Commission; also to construct, maintain, lease and operate telephone lines and switchboards and any other systems of communication.

Fifth: That the place where the principal business of said corporation is to be transacted is the City of Nampa, County of Canyon, State of Idaho; with the post office address being 2722 Pascoe Lane, ZIP Code 83651.

Sixth: That the corporation is to have perpetual existence, subject only to dissolution in the manner provided by law.

Seventh: That the number of directors or trustees of said corporation shall not be less than three (3) nor more than five (5), as fixed by the by-laws, and that the names and residences of the directors or trustees who are appointed for the first year and to serve until the election and qualification of such officers, are as follows, to wit:

| NAME | WHOSE RESIDENCE IS AT |
|----------------|-------------------------------------|
| G. E. Kellogg | 2722 Pascoe Lane Nampa, Idaho 83651 |
| M. W. Ickes | Rt. 3 Box 101 Caldwell, Idaho 83605 |
| J. Saltzer | 624 Dooley Lane Nampa, Idaho 83651 |
| E. I Robertson | Sunny Ridge Rd. Nampa, Idaho 83651 |

Eighth: That the amount of the capital stock of said corporation is Two Hundred Fifty Thousand Dollars (\$250,000.00), and the number of shares of common stock into which it is divided is Two Hundred Fifty Thousand (250,000) of the par value of One Dollar (1.00) each; all of the common stock which has been actually subscribed is Sixty Four Thousand Dollars (\$64,000.00) and the following are the names of the persons to whom the same has been subscribed, and the amount subscribed by each of them, to wit:

| NAME OF SUBSCRIBER | # OF SHARES | AMOUNT |
|--------------------|-------------|-------------|
| G. E. Kellogg | 16,000 | \$15,000.00 |
| M. W. Ickes | 16,000 | 15,000.00 |
| J. Saltzer | 16,000 | 15,000.00 |
| E. I. Robertson | 16,000 | 15,000.00 |

^{NINTH}
Seventh: That the private property of the stockholders of said corporation shall be and is hereby made forever exempt from all liabilities for corporate debts and obligations of said corporation.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 16 th day of November , in the year of our Lord, one thousand nine hundred and eighty-eight.

| <u>NAME OF SUBSCRIBER</u> | <u># OF SHARES</u> | <u>AMOUNT</u> |
|---|--------------------|---------------|
| G. E. Kellogg | 16,000 | \$13,000.00 |
| M. W. Ickes | " | " |
| J. Saltzer | " | " |
| V. Andersen <i>Electronics, Inc.</i> <i>Hibbing</i> | " | " |
| E. I. Robertson | " | " |

~~Seventh: That the private property of the stockholders of said corporation shall be and is hereby made forever exempt from all liabilities for corporate debts and obligations of said corporation.~~

IN WITNESS WHEREOF, We have hereunto set our hands and seals
this 16th day of November, in the year of our Lord, one
thousand nine hundred and eighty-eight.

E. Robertson Seal
Millard W. Dickey Seal
See E. Kellogg Seal

ACKNOWLEDGMENT (INDIVIDUAL)

State of Idaho |
County of Canyon |

On the 16th day of November, in the year 1988, before me Deborah L. Elmore
a Notary Public, in and for said State, personally appeared Ed Robertson, Millard Jekes,
and George E. Kellogg

known to me to be the person whose name is ATC subscribed to the within instrument, and acknowledged to me that ATC executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, the day and year in this Certificate above written.

Deborah L. Elmendorf

Notary Public.

My commission expires

11/28, 1992

Residence Nampa, Idaho