

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

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 _____

_____,
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 _____, 19 _____.
Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk



ARTICLES OF INCORPORATION ~~10/12/80~~
OF SECRETARY OF STATE
BIG TURTLE MINES, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, over the age of eighteen years, have this day voluntarily subscribed the following Articles for the purpose of forming a corporation under the laws of the State of Idaho and hereby certify:

FIRST: That the name of this corporation shall be BIG TURTLE MINES, INCORPORATED.

SECOND: The duration of this corporation shall be perpetual.

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

1. To locate, patent, purchase, lease, exchange, trade for, or otherwise acquire and to hold, own, use, operate, work extend, improve and develop and to sell, exchange, assign, transfer, mortgage, lease or otherwise dispose of whole or in part and wherever situated mining rights and claims, water, water rights, ditches, reservoirs, oil and gas properties and interests therein or anything suitable or convenient for any purpose of this business; to quarry, mine, drill, excavate, produce, purchase, lease, prospect for, claim and otherwise acquire and to process, refine and develop, sell, exchange, trade, deal in and with and dispose of mines, minerals, rare earths and any mineral substances, ores and properties of every kind and any of the concentrates or by-products therefrom, and to do any and all things incidental thereto or necessary, expedient or proper to be done in connection with the acquisition, exploration, development, sale and working of mining claims and interests therein.

2. To construct buildings and to engage in any other commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the United States, the State of Washington, and any other states in which the corporation shall do business.

3. To generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.

4. To engage in the manufacture, sale, purchase, importing and exporting of merchandise and real or personal property of all manner and description, to act as agents for the purchase, sale, and handling of goods, wares, and merchandise of any and all types and descriptions for the account of the corporation or as factor, agent, procurer or otherwise for or on behalf of another.

5. Generally to carry out all or any of the said objects for which the Company is established, in any part of the world, and either alone or in conjunction with any other company or companies, person or persons, firm or firms, at the discretion of the directors and as the directors may decide.

AND IT IS HEREBY DECLARED THAT in the interpretation of this clause, the meaning of any of the objects of the Company shall not be restricted by reference to or inference from any other object or the name of the Company, or by the juxtaposition of two or more objects, and that in the event of any ambiguity, this clause shall be construed in such manner as to widen and not to restrict the powers of the Company.

6. To pay the expenses of and preliminary and incidental to the formation, establishment and registration of this corporation.

7. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

FOURTH: The capitalization of the Company shall be divided into 50,000,000 shares of \$0.01 par value common non-assessable stock. Each and every share of said stock shall have the same rights and privileges as those enjoyed by each and every other of said shares.

FIFTH: The amount of paid-in capital with which the corporation shall commence business is \$500.00.

SIXTH: The Board of Directors of this corporation shall have power and authority from time to time to authorize the sale of and to sell, for cash or otherwise, all or any portion of the unissued and/or of the treasury stock of this corporation without said stock or any thereof being first offered to the shareholders of this corporation, including forward split-ups of stock.

SEVENTH: The corporation may at any time purchase, take, receive, or otherwise acquire, own, hold, pledge, transfer or otherwise dispose of its own shares without a vote of the shareholders, but purchases of its own shares, whether direct or indirect shall be made only to the extent of the unreserved and unrestricted surplus available therefor.

EIGHTH: The Board of Directors of this corporation shall at any regular or special meeting of the Board, have power and authority to repeal and/or amend any or all of the By-Laws of this corporation, and/or to adopt new By-Laws, a majority vote of said directors being required for the exercise of such power. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the By-Laws.

NINTH: The principal place of business of this corporation shall be 705 Loreen Street, Boise, Idaho 83700, at which place this corporation shall maintain its registered office; and the registered agent of the corporation will be Wayne Eskridge, 705 Loreen Street, Boise, Idaho 83700.

TENTH: The first directors, their post office

addresses and terms of office are as follows:

<u>Name of Director</u>	<u>P. O. Address</u>	<u>Term of Office</u>
WAYNE ESKRIDGE	705 Loreen Boise, Id 83709	1 year
DEAN ESKRIDGE	1602 Harmon Park Twin Falls, Id 83301	1 year
JOHN E. ANDERSON	2821 Quercus Boise, Id 83709	1 year

ELEVENTH: The number of directors of this corporation shall be fixed from time to time by the By-Laws; but the Board of Directors shall not consist of less than two (2) members and it shall not consist of more than seven (7).

The directors shall be elected annually and shall serve until the election and qualification of their successors. The directors who are to serve for the first corporate year shall be selected by the incorporator at the time they organize.

TWELFTH: The directors of this corporation shall have the power and authority to enter into those contracts or franchises, and execute those documents and conduct that business which they shall deem to be in the best interest of the corporation.

THIRTEENTH: This corporation reserves the right to amend, alter, change, or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of this corporation are granted subject to this reservation.

FOURTEENTH: This corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its directors, officers, and shareholders and with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members, or otherwise, as freely as

though such adverse interests did not exist, even though the vote, actions, or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud, no such contract or transactions shall be avoided and no such director, officer, or shareholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation (but not in the case of shareholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of this corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions.

FIFTEENTH: The name and post office address of the incorporator of this corporation is as follows:

<u>Name of Incorporator</u>	<u>P. O. Address</u>
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Wayne Eskridge	705 Loreen Street Boise, Idaho 83700
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SIXTEENTH: The Board of Directors is authorized to accept subscriptions and issue 50,000,000 shares of \$0.01 par value common stock to be paid for in money or property. The maximum amount to be received by the Corporation in consideration of the stock to be issued pursuant to this plan, shall be \$ 500,000.00. This authorization is deemed

to be a plan adopted pursuant to Sec. 1244 of the Internal Revenue Code. Such other action shall be taken by the Corporation as shall qualify the stock offered under this plan as "Sec. 1244 stock".

IN WITNESS WHEREOF, I have hereunto set my hand this 18 day of January, 1980.


Wayne Eskridge

STATE OF IDAHO)
)
County of _____) ss

I, the undersigned, a Notary Public, in and for the State of Idaho, hereby certify that on this _____ day of January, 1980, personally appeared before me WAYNE ESKRIDGE, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged that he signed and sealed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal the day and year last above written.

NOTARY PUBLIC in and for
the State of Idaho, residing
at _____.