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**ARTICLES OF INCORPORATION
OF
ATLAS MINE SERVICES, INC.**

TO: THE SECRETARY OF STATE OF THE STATE OF IDAHO

THE UNDERSIGNED, as incorporator, in order to form a corporation under the provisions of Title 30, Chapter 1, Idaho Code, submits the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is Atlas Mine Services, Inc.

ARTICLE II - SHARES

The total number of shares which this corporation is authorized to issue is one thousand (1,000) shares of Common Stock without par value.

ARTICLE III - REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation and the street address of its initial registered office are as follows:

Registered Agent

Sandor G. Szombathy

Registered Office

134 Hyndman View Drive
Hailey, ID 83333

ARTICLE IV - DIRECTORS

- a. Number. The number of directors of this corporation shall be determined in the manner provided by the Bylaws and may be increased or decreased from time-to-time in the manner provided therein.
- b. Initial Director. Sandor G. Szombathy shall serve as the initial director of the corporation.

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- c. Limitation of Liability. A director of the corporation shall not be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for:

- (i) The amount of a financial benefit received by a director to which he or she is not entitled;
- (ii) An intentional infliction of harm on the corporation or the shareholders;
- (iii) A violation of Section 30-1-833, Idaho Code; or
- (iv) An intentional violation of criminal law.

If the Idaho Business Corporation Act is amended to authorize corporation action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

ARTICLE V. – INDEMNIFICATION

The corporation shall indemnify and advance expenses to its directors and officers as follows:

- a. Directors and Officers: The corporation shall indemnify its directors and officers to the full extent permitted by the Idaho Business Corporation Act now or hereinafter in force. The corporation shall advance expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate director's resolution or a contract.
- b. Implementation: The shareholders, by a majority vote, may take such action as is necessary to carry out these indemnifications and expense advancement provisions; and said shareholders are expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further indemnification and expense advance arrangements as may be permitted by law, implementing

these provisions. Such Bylaws, resolutions, contracts, or further arrangements shall include but not be limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made.

- c. Survival of Indemnification Rights: No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

ARTICLE VI. – INCORPORATOR

The name and address of the incorporator is:

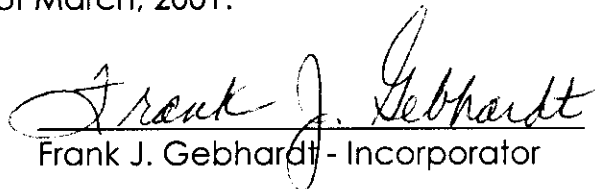
Name

Address

Frank J. Gebhardt

1400 Paulsen Center
W. 421 Riverside
Spokane, WA 99201

IN WITNESS WHEREOF, the incorporator has signed these Articles of Incorporation in duplicate this 23 day of March, 2001.


Frank J. Gebhardt - Incorporator