

# State of Idaho



## CERTIFICATE OF INCORPORATION OF

SALMON RIVER VENTURES, 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 \_\_\_\_\_

SALMON RIVER VENTURES, INC.

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.

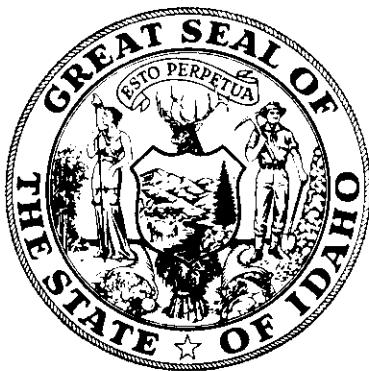
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of  
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: *December 15, 1981*

*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_



## ARTICLE VI

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, action, 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 transaction 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 with that corporation, association, firm or entity.

## ARTICLE VII

The affairs of the corporation will be managed by a board of directors. There will be a single class of directors. The number of directors constituting the first board of directors of the corporation shall be three, to wit:

Wallace Gordon Heath

P. O. Box 88  
Riggins, Idaho 83549

Theresa Heath Marten

1462 St. Helena Highway  
St. Helena, California 94574

Marvin Wood Schmidt

573 Marin Avenue  
Mill Valley, California 94941

each of whom shall hold office until their successors are elected and qualified.

## ARTICLE VIII

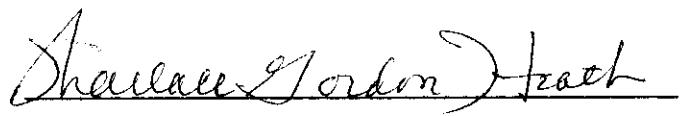
The address of the initial registered office of the corporation is P. O. Box 88, Riggins, Idaho 83549 (3.5 miles up Wind River). The initial registered agent of the corporation is Wallace Gordon Heath.

## ARTICLE IX

These Articles of Incorporation may be amended at any time by a vote of the majority of the shares of the corporation cast in person or by written proxy, consistent with the Idaho Business Corporation Act. All rights of shareholders are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand this

15<sup>th</sup> day of December, 1981



WALLACE GORDON HEATH  
Incorporator

RECEIVED

ARTICLES OF INCORPORATION  
OF  
SALMON RIVER VENTURES, INC. ~~PPN DEC 15 AM 10:17~~  
SECRETARY OF  
STATE

KNOW ALL MEN BY THESE PRESENTS:

That I, Wallace Gordon Heath, P. O. Box 88, Riggins, Idaho 83549, pursuant to the authority contained in the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code, do hereby declare, certify and adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is Salmon River Ventures, Inc. It is a corporation organized for profit. The period of duration is perpetual.

ARTICLE II

The purpose or purposes for which the corporation is organized are:

Section 1. To engage in the business of mining, excavation, processing ore, refining, and all other activities associated with mining.

Section 2. To engage in the business of outfitting to conduct recreational, educational, mountaineering, hunting, winter sports, and other trips including guide and camping services.

Section 3. In general, to carry on any lawful business whatsoever in connection with the foregoing which is calculated, directly or indirectly, to promote the interests of the corporation or to enhance the value of its properties.

Section 4. To engage in and carry on any lawful business or trade and exercise all powers granted to a corporation formed under the laws of the State of Idaho, including any amendments thereto or successor statute that may hereinafter be enacted.

MATTHEW MULLANEY, ESQUIRE  
THE HOFF BUILDING / SUITE 308  
802 WEST BANNOCK STREET  
BOISE IDAHO 83702  
208-344-2860

### ARTICLE III

The corporation is authorized to issue 500,000 shares of a single, voting class, with a par value of \$5.00 per share. The shareholders of the corporation shall not be liable for the debts, liabilities or obligations of the corporation. A fraction of a share may not be transferred. There shall be no other class of stock in the corporation.

The shareholders will meet at least once a year to elect a board of directors and to conduct such other business as may come before the meeting of shareholders. They may, however, act without a meeting by a writing signed by all the shareholders or authorized proxies.

### ARTICLE IV

The owners of shares of stock of this corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends, or otherwise.

### ARTICLE V

Each shareholder entitled to vote at any election for directors shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, and a shareholder shall be entitled to accumulate his votes.