



Department of State.

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

U. S. COPPER CORPORATION

was filed in the office of the Secretary of State on the **Seventeenth** day
March **Sixty-six**
~~will be~~ **A.D. One Thousand Nine Hundred** and
~~XXXXXX XXXXXXXX~~
duly recorded on Film No. of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
~~perpetual existence~~
Rocky, from the date hereof, with its registered office in this State located at **Custer.**
in the County of

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 **17th** day of **March**,
66
A.D., 19 **ARNOLD WILLIAMS,**
Secretary of State

By _____
Deputy

Secretary of State.

ARTICLES OF INCORPORATION

OF

U. S. COPPER CORPORATION

We, the undersigned, being three natural persons of full age at least two-thirds of whom are citizens of the United States, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of Idaho and do hereby agree and certify as follows:

Article I

That the name of the corporation shall be U. S. COPPER CORPORATION.

Article II

That the purpose and nature of the business to be pursued by the corporation is to engage generally in the mining and milling business and in connection therewith to mine, ore and process the same, to construct mills, to lease and acquire properties by purchase and interests therein, to purchase, sell, mortgage, pledge, lease or otherwise encumber or deal on its own behalf or as agent or broker for others in land, stock, mortgages, bonds, securities, notes, contracts and obligations of every description and any and all other kinds and character of property, both real and personal. To do all things reasonably convenient or necessary to the general financing of and the operation of a mining, milling and smelting business. To mortgage any or all of its property to secure credit or indebtedness, to acquire by purchase or otherwise and to dispose of the shares of its own capital stock or the stock of any other corporation and to issue stock in payment for property or services rendered to it or for any other consideration which the board of directors may deem adequate. To purchase and hold shares in any other corporation and to vote the same as its board of directors shall deem. To act as trustee or receiver in any matters relating to the business purposes of this corporation. To enter into any other business which may be lawfully entered into under the laws of the State of Idaho without limitation as the board of directors may from time to time determine and to do all things necessary or convenient to the furtherance of such business or businesses.

The enumeration of the above objects and purposes set forth herein shall not be construed to limit or restrict the activities or purposes of this corporation and are intended to be broadly construed for the purpose of enabling the corporation to enter into any lawful pursuits as may be determined from time to time by the board of directors of the corporation.

Article III

This corporation shall have perpetual duration.

Article IV

The location and post office address of the registered office of the corporation in the State of Idaho shall be John Lawrence, Mackay, Idaho.

Article V

The total authorized number of par value shares is 1,000,000. The aggregate par value of the total authorized shares is \$10,000.00.

Article VI

The stock of the corporation is divided into 1,000,000 shares of common voting stock, each share being entitled to one vote at any stockholders' meeting and each share having a par value of 1¢ per share.

Article VII

The name and post office address of each of the incorporators and the number of shares for which each subscribes is:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
R. J. Pinder	2861 Wanda Way Salt Lake City, Utah	200,000
Virginia Pinder	2861 Wanda Way Salt Lake City, Utah	1,000
Ruth W. Soren	555 East 4th South Salt Lake City, Utah	1,000

Article VIII

The management of the corporation shall be vested in a board of directors which shall consist of not less than three (3) members and not more than seven (7) members, who shall be elected by the stockholders at the annual stockholders meeting, and shall serve for a term of one year or until their successors are elected and qualified. Directors need

not be stockholders. The board of directors shall have the right to elect any person to a vacancy on the board of directors, created by the death, resignation, or any other cause, to serve the remainder of the term of his predecessor and until a successor is elected and qualified, even though the remaining directors are less than a quorum. The board of directors shall have the right to create new officers and agents for the corporation and to define their authority and duties; and said officers and agents need not be shareholders.

The property of the corporation may be sold by the board of directors without any authorization or subsequent ratification by the stockholders except as otherwise requested by the laws of the State of Idaho.

Article IX

The first annual stockholders meeting of the corporation shall be held at the hour of 10:30 o'clock A.M. on the first Saturday in January, commencing 1966, and on the first Saturday of each January thereafter. The place of the annual meeting shall be 2861 Wanda Way, Salt Lake City, Utah, or as the board of directors may from time to time designate in notices of such meeting. Notice of the annual stockholders meeting and of any special stockholders meeting shall be given by mailing notices to each stockholder of record at the last known address of such stockholder at least ten days prior to the date and hour of such meeting. Any notice required for a stockholder or directors meeting may be served personally upon the stockholder or director in lieu of service by mail. All notices may be waived as provided by the laws of the State of Idaho.

Article X

Any resolution or business transacted at the annual stockholders meeting may be transacted by vote of a majority of the stockholders present or represented by proxy and voting; and no particular number of shareholders shall be required to be present in order for the stockholders to conduct business at the meeting.

Article XI

That officers and directors may be removed with or without cause at any time by the vote of a majority of the stock entitled to

vote at any annual or any special meeting called for that purpose. Any officer or director may resign by filing his written resignation with the secretary of the corporation; and in the case of the resignation of the secretary, with the president or vice-president; and upon acceptance by the board of directors, such resignation shall become effective. In the event that the resignation is not acted upon within ten days of the time said resignation is served upon the proper officer, said resignation shall become automatically effective, and the office shall be vacant.

Article XII

That special meetings of the shareholders may be called by the president, vice-president or secretary of the corporation. A special stockholders meeting must be called if requested, in writing, by a majority of the directors or by stockholders who collectively are owners of record of not less than 20% of the outstanding stock of the corporation.

Article XIII

The stockholders or officers and directors of this corporation shall not be liable for the debts or obligations of the corporation.

Article XIV

The board of directors shall meet at such regular times as shall be established by the board at the time of the first meeting, or at such other times as may be determined; provided, however, that all directors not present at any meeting where the date is set for a further meeting must be notified at least ten (10) days in advance of said meeting of the time and place for said meeting. A majority of the number of directors entitled to vote at any meeting shall constitute a quorum. In the event that any votes at any directors meetings shall be equally for or against a proposition, and the matter cannot be resolved after a second roll call, the president, or in his absence, the vice-president, shall have the power to cast the deciding vote.

Article XV

By-Laws may be adopted if the board of directors so determines, and the same shall be passed, amended, or repealed by a majority vote of the board.

Article XVI

The initial board of directors shall consist of the following three directors who shall serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified:

R. J. Pinder

Virginia Pinder

Ruth W. Soren

Article XVII

That these articles may be amended without notice at any annual meeting for the stockholders or at any special meeting called for that purpose by a vote of the majority of the stock duly represented and entitled to vote at such meeting, except as otherwise required by the corporation laws of the State of Idaho.

Article XVIII

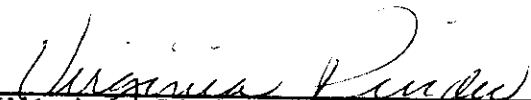
That the stock of this corporation shall be non-assessable.

Article XIX

The shareholders of this corporation shall not have preemptive rights to purchase stock subsequently issued by the corporation.

IN WITNESS WHEREOF, We, R. J. Pinder, Virginia Pinder and Ruth W. Soren, being all of the incorporators hereinabove named, have hereunto set our respective hands and seals this 20th day of November, 1965.



R. J. Pinder


Virginia Pinder


Ruth W. Soren


STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

On this 16th day of March, 1966, personally appeared before me R. J. Pinder who duly acknowledged to me that he executed the foregoing Articles of Incorporation for the purposes set forth therein.


NOTARY PUBLIC
Residing at Salt Lake City, Utah
My commission expires: 3-26-69


STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

On this 16th day of March, 1966, personally appeared before me Virginia Pinder who duly acknowledged to me that she executed the foregoing Articles of Incorporation for the purposes set forth therein.


NOTARY PUBLIC
Residing at Salt Lake City, Utah
My commission expires: 3-26-69

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

On this 16th day of March, 1966, personally appeared before me Ruth W. Soren who duly acknowledged to me that she executed the foregoing Articles of Incorporation for the purposes set forth therein.


NOTARY PUBLIC
Residing at Salt Lake City, Utah
My Commission expires: 3-26-69