

# State of Idaho

## Department of State.

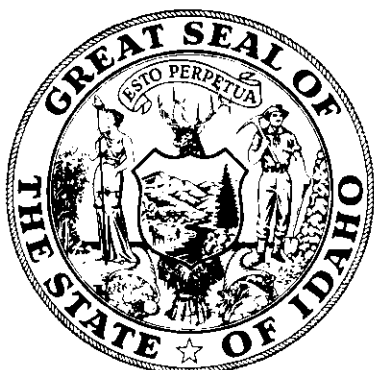
### CERTIFICATE OF AUTHORITY OF

DOMEXPLORATION (U.S.) LIMITED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of DOMEXPLORATION (U.S.) LIMITED for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to DOMEXPLORATION (U.S.) LIMITED to transact business in this State under the name DOMEXPLORATION (U.S.) LIMITED and attach hereto a duplicate original of the Application for such Certificate.

Dated March 7, 19 80.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

# APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby  
 For a Certificate of Authority to transact business in your State, and for that purpose submit the following statement Johnson and Olson

1. The name of the corporation is \_\_\_\_\_

\_\_\_\_\_ DOME EXPLORATION (U.S.) LIMITED \_\_\_\_\_

2. \*The name which it shall use in Idaho is \_\_\_\_\_

\_\_\_\_\_ DOME EXPLORATION (U.S.) LIMITED \_\_\_\_\_

3. It is incorporated under the laws of \_\_\_\_\_ the State of Delaware \_\_\_\_\_

4. The date of its incorporation is \_\_\_\_\_ August 3, 1977 \_\_\_\_\_ and the period of its  
 duration is \_\_\_\_\_ not limited \_\_\_\_\_

5. The address of its principal office in the state or country under the laws of which it is incorporated is  
 \_\_\_\_\_ 100 West Tenth Street, Wilmington, Delaware \_\_\_\_\_

6. The address of its proposed registered office in Idaho is \_\_\_\_\_ 303 Spaulding Building, \_\_\_\_\_  
 \_\_\_\_\_ P.O. Box 1725, Pocatello, Idaho 83201 \_\_\_\_\_, and the name of its proposed  
 registered agent in Idaho at that address is \_\_\_\_\_ L. Charles Johnson \_\_\_\_\_

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

\_\_\_\_\_ Mining and Mineral Exploration \_\_\_\_\_

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
_____	_____	_____
_____	See attached list	_____
_____	_____	_____

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares,  
 and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
10,000	Common	Without par value
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>Common</u>	<u>Without par value</u>
_____	_____	_____
_____	_____	_____

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 11th February, 19 80.

DOMEX EXPLORATION (U.S.) LIMITED  
By [Signature]

As President  
and [Signature]

Its Secretary

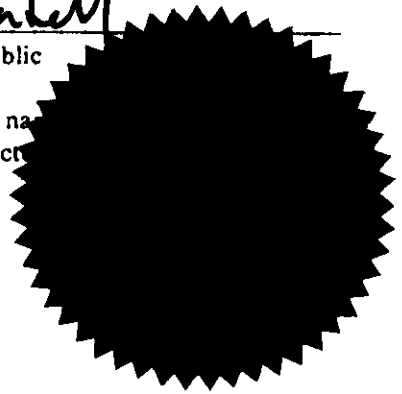
PROVINCE OF ONTARIO  
~~STATE OF~~ )  
JUDICIAL DISTRICT OF YORK )ss:  
~~CITY OF~~ )

I, David N. Corbett, a notary public, do hereby certify that on this 11th day of February, 19 80, personally appeared before me Fraser M. Fell, who being by me first duly sworn, declared that he is the Secretary of Dome Exploration (U.S.) Limited

that he signed the foregoing document as Secretary of the corporation and that the statements therein contained are true.

David Neil Catlett  
Notary Public

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name, this application must be accompanied by a resolution of the Board of Directors.



Item 8

Names and respective addresses of its directors and officers:

DIRECTORS

<u>Name</u>	<u>Mailing Address</u>
Malcolm A. Taschereau	365 Bay Street, Suite 600, Toronto, Ontario, Canada M5H 2V9
Fraser M. Fell	365 Bay Street, Suite 600, Toronto, Ontario, Canada M5H 2V9
Clifford L. Michel	80 Pine Street, New York, N.Y. 10005
C. Henry Brehaut	365 Bay Street, Suite 600, Toronto, Ontario, Canada M5H 2V9

OFFICERS:

<u>Name</u>	<u>Office</u>	<u>Mailing Address</u>
Malcolm A. Taschereau	President	365 Bay Street, Suite 600, Toronto, Ontario, Canada M5H 2V9
Fraser M. Fell	Secretary	365 Bay Street, Suite 600, Toronto, Ontario, Canada M5H 2V9
G.S.W. Bruce	Vice-President	365 Bay Street, Suite 600 Toronto, Ontario, Canada M5H 2V9
R.B. Hutchison	Treasurer	365 Bay Street, Suite 600, Toronto, Ontario, Canada M5H 2V9
E.A. Pigulski	Asst. Secretary	365 Bay Street, Suite 600, Toronto, Ontario, Canada M5H 2V9
J.E. Alexander	Asst. Treasurer	80 Pine Street, 16th Floor, New York, N.Y. 10005

CERTIFICATE OF INCORPORATION

OF  
STATE

DOMEXPLORATION (U.S.) LIMITED

For the purpose of organizing a corporation under the General Corporation Law of the State of Delaware, the undersigned incorporator certifies as follows:

FIRST: The name of the corporation is DOMEXPLORATION (U.S.) LIMITED.

SECOND: The address of the corporation's registered office in the State of Delaware is 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is ten thousand shares, without par value.

FIFTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of

the corporation is expressly authorized (i) to make, alter or repeal the By-laws of the corporation and (ii) by resolution or resolutions passed by a majority of the whole Board of Directors to designate one or more committees, each committee to consist of two or more of the Directors of the corporation, which, to the extent provided in said resolution or resolutions or in the By-laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the By-laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

SIXTH: The name of the incorporator is Clifford L. Michel and his mailing address is 80 Pine Street, New York, New York 10005.

SEVENTH: Upon the filing of the Certificate of Incorporation, the powers of the incorporator shall terminate and the name and mailing address of each person, who is to serve as a director until the first annual meeting of stockholders

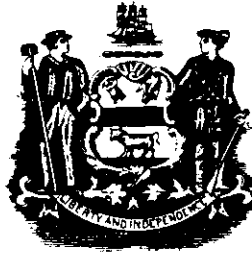
or until a successor is elected and qualified, is as follows:

<u>Name</u>	<u>Mailing Address</u>
James B. Redpath	365 Bay Street Toronto, Ontario Canada
Malcom A. Taschereau	365 Bay Street Toronto, Ontario Canada
Fraser M. Fell	365 Bay Street P. O. Box 30 Toronto Dominion Centre Toronto, Ontario Canada
Clifford L. Michel	80 Pine Street New York, New York 10005

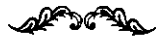
EIGHTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware and being the incorporator of the corporation hereinabove named, certifies that the facts herein stated are true, that the execution of this instrument is my act and deed and that accordingly I have hereunto set my hand this /<sup>st</sup> day of August, 1977.

Clifford L. Michel



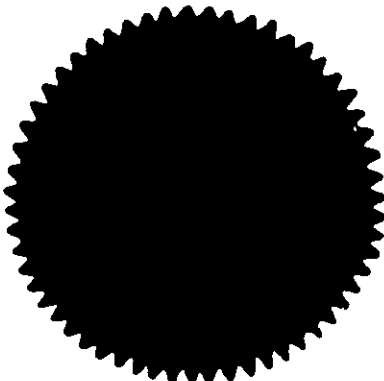
# State of DELAWARE



Office of SECRETARY OF STATE

*I, Glenn C. Kenton Secretary of State of the State of Delaware,*  
*do hereby certify that the above and foregoing is a true and correct copy of*  
Certificate of Incorporation of the "DOME EXPLORATION (U.S.) LIMITED", as received  
and filed in this office the third day of August, A.D. 1977, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*  
*and official seal at Dover this* thirteenth *day*  
*of* December *in the year of our Lord*  
*one thousand nine hundred and* seventy-nine.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State