

State of Idaho

Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of merger of NORTHERN LIGHT MINING AND MILLING COMPANY an Idaho corporation into STARCORP INCORPORATED a Delaware corporation, 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 merger, and attach hereto a duplicate original of the Articles of merger.

Dated: August 3, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Sheryl Daines

ARTICLES OF MERGER

OF

AUG 3 11 55 AM '92

DOMESTIC AND FOREIGN CORPORATIONS SECRETARY OF STATE

INTO

STARCORP INCORPORATED, A DELAWARE CORPORATION

Pursuant to the provisions of Section 30-1-77 of the Idaho Business Corporation Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name</u>	<u>State of Incorporation</u>
STARCORP Incorporated	Delaware
Northern Light Mining and Milling Company	Idaho

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is STARCORP Incorporated, and it is to be governed by the laws of the State of Delaware.

FOURTH: The Plan and Agreement of Reincorporation Merger dated August 3, 1992 (a signed copy of which is attached hereto and incorporated herein by this reference), was approved by the undersigned domestic corporation in the manner prescribed by the Idaho Business Corporation Act, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized.

FIFTH:

As to each of the undersigned corporations, the only class of shares outstanding is common stock—and, accordingly, no class other than common stock is entitled to vote as a class on such Plan and Agreement of Reincorporation Merger dated August 3, 1992. As to each of the undersigned corporations, the number of outstanding shares of common stock is as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class Designation of Class</u>	<u>Number of Shares</u>
STARCORP Incorporated	1	Common	1
Northern Light Mining and Milling Company	1,145,555	Common	1,145,555

SIXTH:

As to each of the undersigned corporations, the only class of shares outstanding is common stock—and, accordingly, no class other than common stock is entitled to vote as a class on such Plan and Agreement of Reincorporation Merger dated August 3, 1992. As to each of the undersigned corporations, the total number of shares of common stock voted for and against such Plan and Agreement of Reincorporation Merger dated August 3, 1992, is as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
STARCORP Incorporated	1	None
Northern Light Mining and Milling Company	<u>954,277</u> <i>WLM</i> <i>KR</i>	None

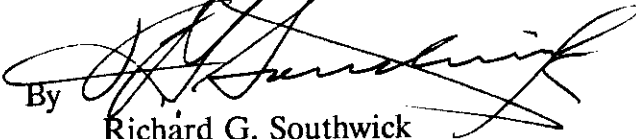
SEVENTH: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby:

- (a) agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation;
- (b) irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any such proceeding; and
- (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Idaho Business Corporation Act with respect to the rights of dissenting shareholders.


Dated as of August 3, 1992, at 12:00 noon mdt.

STARCORP INCORPORATED
A Delaware Corporation

By

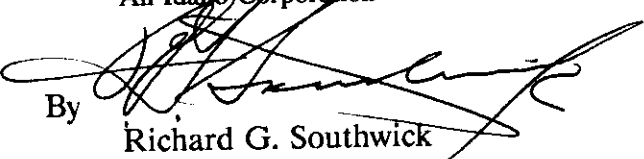

Richard G. Southwick
Its President

By

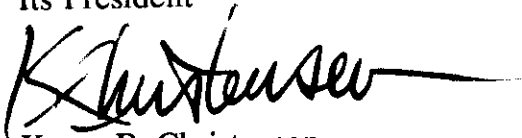

Kreg B. Christensen
Its Secretary

NORTHERN LIGHT MINING AND MILLING COMPANY
An Idaho Corporation

By


Richard G. Southwick
Its President

By

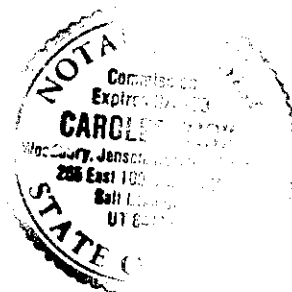

Krege B. Christensen
Its Secretary

STATE OF UTAH)
 : ss.
County of Salt Lake)

I, Carolee Kirk, a notary public, do hereby certify that on this 3rd day of August, 1992, personally appeared before me Richard G. Southwick and Krege B. Christensen, who each, being by me first duly sworn, declared that he is respectively the President and Secretary of STARCORP Incorporated, a Delaware corporation, that he signed the foregoing document as respectively President and Secretary of the corporation, and that the statements therein contained are true.

(Notarial Seal)

Carolee Kirk
NOTARY PUBLIC in and for the State of Utah
Residing at: SAC, UT
My Commission Expires: 9/6/93

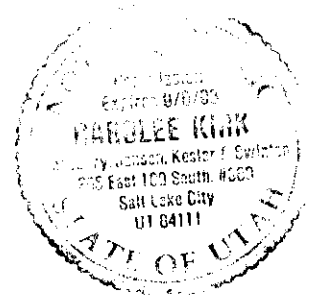


STATE OF UTAH)
 : ss.
County of Salt Lake)

I, Carolee Kirk, a notary public, do hereby certify that on this 3rd day of August, 1992, personally appeared before me Richard G. Southwick and Krege B. Christensen, who each, being by me first duly sworn, declared that he is respectively the President and Secretary of Northern Light Mining and Milling Company, an Idaho corporation, that he signed the foregoing document as respectively President and Secretary of the corporation, and that the statements therein contained are true.

(Notarial Seal)

Carollee Kirk
 NOTARY PUBLIC in and for the State of Utah
 Residing at: SLC, UT
 My Commission Expires: 9/6/93



KBC/hs

Plan and Agreement of Reincorporation Merger

1. **Date:** August 3, 1992

2. **Parties:**

2.1 NORTHERN LIGHT MINING AND MILLING COMPANY, an Idaho Corporation, having a principal place of business and mailing address of 415 Seventh Street, Wallace, Idaho 83873 (in this Agreement referred to as "Northern Light" or the "Merged Corporation").

2.2 STARCORP INCORPORATED, a Delaware Corporation, having a principal place of business and mailing address of 265 East First South, Suite 300, Salt Lake City, Utah 84111 (in this Agreement referred to as "STARCORP" or the "Surviving Corporation").

3. **Defined Terms. The Terms Defined in This Part 3 Shall for all Purposes of This Agreement Have the Meanings Herein Specified, Unless the Context Clearly Otherwise Requires:**

3.1 "Agreement" means this Plan and Agreement of Reincorporation Merger and any and all modifications, alterations, amendments, and supplements hereto. The words "hereby," "herein," "hereof," "hereto," "hereunder," and "herewith" when used in this Agreement shall refer to and mean a reference to this entire Agreement unless restricted to a reference in context to a particular portion of this Agreement.

3.2 "Constituent Corporations" means collectively Northern Light and STARCORP.

3.3 "Effective Date and Time" means the date and time set forth in a Certificate of Merger relating hereto and duly filed with the State of Delaware.

4. **Recitals:**

4.1 Northern Light is a corporation duly organized and existing under the laws of the State of Idaho with a capitalization of fifty million (50,000,000) authorized shares of common stock of a par value of fifteen-hundredth of one cent (\$0.0015) per share.

4.2 STARCORP is a corporation duly organized and existing under the laws of the State of Delaware with a capitalization of fifty million (50,000,000) authorized shares of common stock of a par value of fifteen-hundredth of one cent (\$0.0015) per share.

- 4.3 The Boards of Directors of the Constituent Corporations deem it desirable and in the best interests of such corporations and their shareholders that Northern Light be merged with and into STARCORP, with STARCORP being the Surviving Corporation of the reincorporation merger, pursuant to the General Corporation Laws of the State of Delaware, and in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended. The shareholders of Northern Light duly approved this reincorporation merger on the date first set forth above.
5. **NOW, THEREFORE,** in Consideration of the Mutual Agreements, Covenants, and Provisions Contained in this Agreement, the Constituent Corporations Hereby Adopt the Definitions Set Forth in Parts 2 and 3 Above and Further Agree as Follows:
- 5.1 **Reincorporation Merger.** Northern Light shall be merged with and into STARCORP, with STARCORP being the Surviving Corporation.
- 5.2 **Terms and Conditions.** The separate existence of Northern Light, the Merged Corporation, shall cease as of the Effective Date and Time, and STARCORP, as the Surviving Corporation, shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of the Merged Corporation, without the necessity of any separate transfers. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merged Corporation. Neither the rights of creditors nor any liens of the property of the Merged Corporation shall be impaired by the reincorporation merger.
- 5.3 **Conversion of Shares.** The manner and basis of converting the shares of the Merged Corporation into shares of the Surviving Corporation are as follows:
- (a) Each outstanding share of common stock of the Merged Corporation as of the Effective Date and Time shall be deemed automatically converted into one share of common stock of the Surviving Corporation, which shares of the common stock of the Surviving Corporation need not be reissued but shall thereupon be deemed issued and outstanding.
- (b) After the Effective Date and Time of the reincorporation merger, each holder of a certificate or certificates for shares of common stock in the Merged Corporation may (but is not required to) surrender them to the Surviving Corporation or to its duly appointed transfer agent, in such manner as the Surviving Corporation may legally require. On receipt of such share certificates, the Surviving Corporation shall reissue certificates for shares of common stock in the Surviving Corporation representing the number of shares of such stock to which such holder is entitled as provided above.

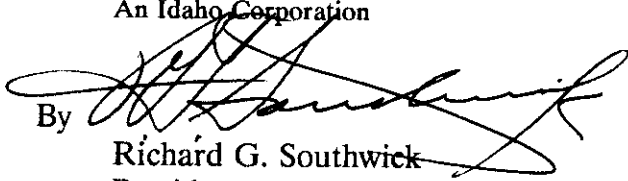
- (c) *Anything herein to the contrary notwithstanding*, holders of certificates of common stock of the Merged Corporation shall be deemed to continue without change in number of shares as holders of shares of common stock in the Surviving Corporation—this merger being deemed for all purposes as a reincorporation merger of Northern Light to change its state of incorporation to that of Delaware and change its name to "STARCORP Incorporated"—as duly approved by the shareholders of Northern Light.
- 5.4 **Certificate of Incorporation.** The Certificate of Incorporation of the Surviving Corporation shall continue without further amendment to be its Certificate of Incorporation as of the Effective Date and Time of the reincorporation merger.
- 5.5 **Bylaws.** The Bylaws of the Surviving Corporation without further amendment shall continue to be its Bylaws as of the Effective Date and Time of the reincorporation merger.
- 5.6 **Directors and Officers.** The directors and officers of the Surviving Corporation as of the Effective Date and Time of the reincorporation merger shall continue as the directors and officers of the Surviving Corporation for the unexpired terms of their respective offices or until their successors have been duly elected or appointed.
- 5.7 **Limitation on Business Activities.** Neither of the Constituent Corporations, prior to the Effective Date and Time of the reincorporation merger, shall engage in any activity or transaction other than in the ordinary course of business except that the Constituent Corporations shall take all actions necessary or appropriate under federal and/or state law to consummate this reincorporation merger.
- 5.8 **Approval of Shareholders.** The reincorporation merger provided in this Agreement was duly submitted to and approved by the shareholders of Northern Light held on August 3, 1992.
- 5.9 **Execution of Agreement.** This Agreement may be executed in counterparts, all of which taken together shall constitute one Agreement binding on the executing parties if both parties have executed at least one counterpart notwithstanding that both of the parties are not signatories of the same counterpart.

IN WITNESS WHEREOF, each of the Constituent Corporations has executed this Agreement by its duly authorized officer on or as of the date first set forth above.

"Merged Corporation"

NORTHERN LIGHT MINING AND MILLING COMPANY
An Idaho Corporation

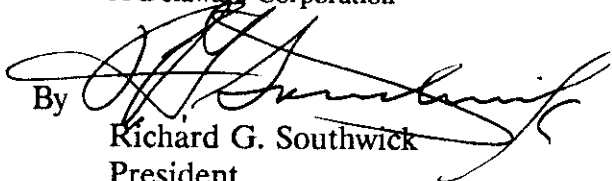
By


Richard G. Southwick
President

"Surviving Corporation"

STARCORP INCORPORATED
A Delaware Corporation

By


Richard G. Southwick
President

KBC/hs