

State of Idaho



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

LEVIATHAN MINERALS, INC.

was filed in the office of the Secretary of State on the **Twenty-seventh** day
of **May** A.D. One Thousand Nine Hundred **Sixty-three** and
duly recorded on Film No. **123** 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 from the date hereof, with its registered office in this State located at

Boise in the County of **Ada**

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 **27th** day of **May**,
A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

LEVIATHAN MINERALS, INC.

* * * * *

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof, and supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of this corporation is LEVIATHAN MINERALS, INC.

ARTICLE II

The objects and purposes for which the corporation is formed are:

As principal, agent or otherwise to do, in any part of the world, any and every of the things herein set forth to the same extent as natural persons might or could do. In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, we do expressly provide that the corporation shall have power:

(a) To purchase, locate, lease, or otherwise acquire mines, mining claims, mining rights, and lands and any interest therein, and explore, work, exercise, develop, and turn to account the same; to quarry, mine, smelt, refine, dress, amalgamate, and prepare for market ore metal and mineral substances of all kinds, and to carry on any other operations or business which may seem necessary, convenient or incidental to any of the objects of the company; to buy, sell, manufacture and deal in minerals, plants, machinery, implements, conveniences, provisions, and things capable of being used in connection with the mining or other operations of this corporation, or required by workmen and others employed by the company; to construct, carry out, maintain, improve, manage, work, control and superintend, any roads, ways, railways, bridges, reservoirs, watercourses, aqueducts, wharves, furnaces, mills, crushing works, hydraulic works, factories, warehouses, and other works and conveniences which may seem necessary, convenient, or incidental to any object of the company and to contribute to, subsidize or otherwise aid or take part in any such operations;

(b) To buy, sell, lease, let, mortgage, pledge, exchange or otherwise acquire or dispose of lands, lots, houses, buildings, real property, hereditaments, appurtenances and personal property of all classes and description and wheresoever situated, and any rights and interests

therein, to the same extent as natural persons might or could do and without limit as to amount;

(c) To acquire by purchase, subscription or otherwise and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of any shares of capital stock, scrip, bonds, mortgages, securities or evidences of indebtedness issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the owner or holder thereof to possess and exercise in respect thereto any and all rights, powers and privileges of ownership, including the right to vote thereon;

(d) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agent thereof;

(e) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize and as may be permitted by law;

(f) To acquire, hold, sell, reissue or cancel any shares of its own capital stock; provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation; and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

(g) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

(h) To organize, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(i) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said state, or under any act amendatory thereof or supplemental thereto or substituted therefor;

(j) To have one or more offices to carry on all or any part of its operations and business, and to do all and every thing necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attain-

ment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, corporation or association.

ARTICLE III

The corporation is to have perpetual existence.

ARTICLE IV

The location and postoffice address of the registered office of the corporation is Boise, Ada County, Idaho.

ARTICLE V

The capital stock of this corporation shall be 100 shares of common stock, which shall have no nominal or par value. Without action by the stockholders, the shares of stock without par value may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof, and any of such shares so issued, the full consideration of which has been paid or delivered, shall be deemed fully paid stock and not liable for any further call or assessment thereon, and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE VI

The names and postoffice addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>POSTOFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
G. E. McKenney	3304 N. 36th Street Boise, Idaho	1
F. A. Shinn	1319 E. State Street Boise, Idaho	1
David Doane	3509 Crescent Rim Drive Boise, Idaho	1

ARTICLE VII

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

ARTICLE VIII

The number of directors of the corporation shall be as specified in the By-laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-laws, provided the additional directors may be elected by the directors then in office and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

ARTICLE IX

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

ARTICLE X

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so

interested.

ARTICLE XI

The Board of Directors is expressly authorized to repeal and amend the By-laws of the corporation and to adopt new By-laws, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, by a majority vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 21st day of May, 1963.

G. E. McKenney
G. E. McKenney

F. A. Shinn
F. A. Shinn

David Doane
David Doane

STATE OF IDAHO)
) ss.
County of Ada)

On this 21st day of May, 1963, before me, the undersigned, a Notary Public in and for said State, personally appeared G. E. McKenney, F. A. Shinn and David Doane, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Betty J. Egan
Notary Public in and for the State
of Idaho, residing at Boise, Idaho.