



CERTIFICATE OF INCORPORATION  
OF

COPPER MOUNTAIN INDUSTRIES, 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 the above named corporation, 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: August 29, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elmerth W. Basala*

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ARTICLES OF INCORPORATION  
OF  
COPPER MOUNTAIN INDUSTRIES, INC.

I, the undersigned person of the age of eighteen years or more, as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

NAME

The name of this corporation is COPPER MOUNTAIN INDUSTRIES, INC.

ARTICLE II.

DURATION

The corporation has perpetual existence.

ARTICLE III.

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Title 30 of the Idaho Code, as amended.

ARTICLE IV.

REGISTERED AGENT AND OFFICE

The address of the registered office of the corporation is 1005 - 11th Street, Coeur d'Alene, Idaho 83814, and the name of the registered agent at such address is Michael G. Joyce.

ARTICLE V.

STOCK

5.1 Authorized Shares. The total authorized number of shares of the corporation is three hundred fifty thousand (350,000) shares. Said shares shall be divided into two classes.

Class 1 shall contain two hundred fifty thousand (250,000) shares, all of such shares to be without par value. Class 2 shall consist of one hundred thousand (100,000) shares, all of such shares to be without par value. All of the preferences, limitations and relative rights for each class of stock are identical except that Class 1 stock shall be voting stock and Class 2 stock shall be non-voting stock.

5.2 Preemptive Rights. Shareholders of this corporation shall have preemptive rights.

## ARTICLE VI.

### DIRECTORS

6.1 Number. The number of directors of this corporation shall be fixed by the bylaws and may be increased or decreased from time to time in the manner specified therein. The initial Board of Directors shall consist of two (2) directors, whose names and addresses are:

Donald L. Williams  
West 744 - 12th Avenue  
Spokane, WA 99204-3711

Michael G. Joyce  
1005 - 11th Street  
Coeur d'Alene, ID 83814

The directors shall serve until the first annual meeting of shareholders or until their successors are elected and qualified.

6.2 Duties and Powers. The Board of Directors shall oversee the internal affairs of the corporation and shall have the power to adopt, amend or repeal the bylaws of this corporation, subject to the power of the shareholders to amend or repeal such bylaws. Such other and further duties and powers shall be set out in the corporate Bylaws.

6.3 Director Liability. A director shall have no personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director for:

a. Any breach of the director's duty of loyalty to the corporation or its stockholders;

b. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

c. Breach of the provisions set out under § 30-1-48, Idaho Code; and

d. Any transaction from which the director derived an improper personal benefit.

If the Idaho Business Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

#### ARTICLE VII.

##### INCORPORATOR

The name and address of the incorporator is:

Donald L. Williams  
West 744 - 12th Avenue  
Spokane, WA 99204-3711


#### ARTICLE VIII.

##### AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any of the provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law; and rights and powers conferred herein on the shareholders and directors of this corporation are subject to this reserved power.

The undersigned incorporator has signed these Articles of Incorporation as duplicate originals on 8/27/91, 1991, under penalty of perjury.

JJ/C

  
DONALD L. WILLIAMS, Incorporator