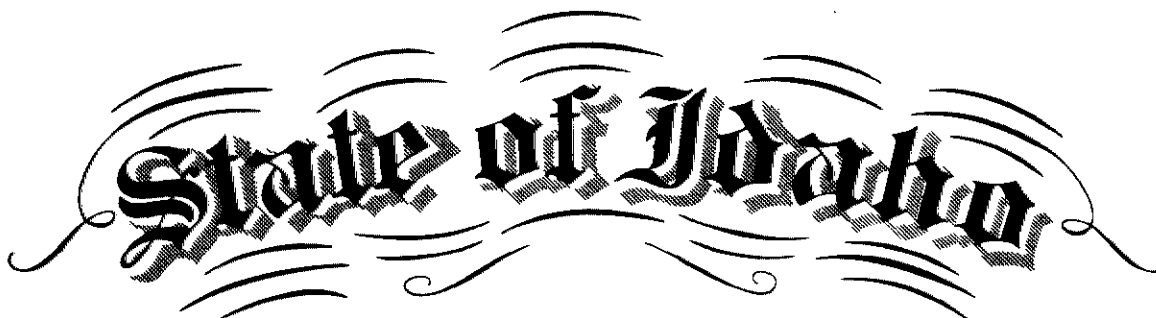


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CERTIFICATE OF INCORPORATION  
OF

INTERMOUNTAIN MINERALS 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: November 02, 1989



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth M. Gabala*

ARTICLES OF INCORPORATION

of

INTERMOUNTAIN MINERALS INC.

KNOW ALL MEN BY THESE PRESENTS: That, we undersigned have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho and pursuant thereto certify as follows:

Article I

The name of the corporation shall be

INTERMOUNTAIN MINERALS INC.

Article II

This corporation shall have perpetual existence.

Article III

The principal office and place of business of this corporation is initially located at 3366 Kuna Mora Rd.

Kuna, Idaho 83634. ROBERT R. GRANT is the designated registered agent for the corporation and resides at this address. The principal place of business of the corporation may be relocated, and other office or offices of the corporation may be established at other location or locations.

Article IV

This corporation is organized as a General Business Corporation under the laws of the State of Idaho to locate and develop mining claims and properties; to acquire and operate mine or mines within or outside the State of Idaho and to engage in the general business of mining or mineral development, but the corporation shall have power and authority to conduct and operate any lawful business or

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SECRETARY OF STATE

enterprise within or without the State of Idaho or within or without the United States. It shall have and may exercise the powers and authorities granted to such corporation under the constitution and the statutes of the State of Idaho now in effect and as they may be amended, supplemented or extended hereafter.

In addition to the foregoing powers this corporation shall have complete authority to do and perform any act or thing necessary to carry out its business purposes which may be calculated, directly or indirectly, to advance the business of the corporation or the enhancement of its properties, including the right to acquire and dispose of its own shares of stock or other securities.

#### Article V

The authorized capital stock of this corporation shall consist of 10,000 shares of common capital stock with a par value of NO per share.

Each share of common capital stock shall be entitled to one vote and to participate in any dividends declared on common stock. The common capital stock shall be non-assessable but shall not have preemptive rights.

The capitalization of this corporation may be increased or decreased in the manner provided by law. If increased, the amendment or amendments therefor may provide for one or more classes of stock with such voting, dividend, preemptive rights or other privileges as may be provided therein.

#### Article VI

The board of directors of this corporation shall be composed of three (3) members. It is not necessary that a director be a shareholder of this corporation. The incorporators shall be the Board of Directors until their successors are elected at the first meeting of shareholders following incorporation. At the first meeting of

stockholders directors shall be elected to serve until the following annual meeting of stockholders, or until successors are elected or appointed. Directors Listed on Back Page

#### Article VII

The private property of stockholders of this corporation shall, in no way, be obligated to pay the debts or obligations of the corporation.

#### Article VIII

Articles of Incorporations for this corporation may be amended as hereinafter provided and as authorized and allowed under the statutes of the State of Idaho.

#### Article IX

By-laws shall be adopted by the Board of Directors. Such by-laws may provide that the Board of Directors of the corporation, whenever a quorum is in attendance, by two-thirds (2/3rds) vote of directors voting may:

(a) remove at any time any officer of the corporation elected or appointed;

(b) repeal or amend by-laws of the corporation or adopt new by-laws which do not affect the term of office of a director.

Whenever a quorum is in attendance the Board of Directors, by majority vote of the directors voting, may exercise the powers of such board of directors including:

(a) the determination, amount, and date of payment of dividends to be paid upon the issued stock of the corporation;

(b) authorize mortgages, liens, or transfers of real and personal property of the corporation;

(c) when authorized by majority vote of the issued and outstanding stock of the corporation, or if subsequently ratified by affirmative vote of majority of the issued and

outstanding stock of the corporation, the Board of Directors may sell, lease, or exchange, all or any part of the assets of the corporation, including its franchise as a corporation, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock of another corporation, as the Board of Directors may deem prudent and in the best interests of the corporation.

#### Article X

The names of the incorporators and the amount of capital stock subscribed by each are as follows:

<u>Name</u>	<u>No. Shares</u>
Robert R. Grant 3366 Kuna Mora Rd, Kuna, ID	5,000
John M. Grant 6106 McElroy Rd. Melba, ID	5,000
Debra Lindner HC 79 Box 32B Melba, Idaho	

IN WITNESS WHEREOF, we have hereunto set out hands and seals this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

RR Grant  
John M Grant  
Debra Lindner

#### Directors

Robert R. Grant 3366 Kuna Mora Rd Kuna, ID  
John M. Grant 6106 McElroy Rd Melba, ID 83641  
Debra Lindner Hc 79 Box 32B Melba, ID 83641