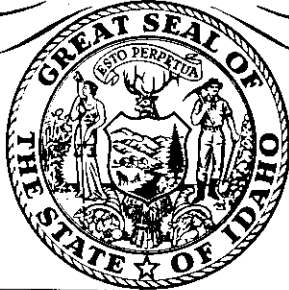


State of Idaho



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

BEN-JEL BENTONITE, INC.

was filed in the office of the Secretary of State on the **Twenty-sixth** day of **July,** A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **120** 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

Nampa

in the County of

Canyon

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 **26th** day of **July**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

BEN-JEL BENTONITE, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned incorporators, all being residents of the State of Idaho, do hereby certify that we have this day voluntarily associated ourselves together for the purpose of forming a corporation under and in compliance with the laws of the State of Idaho, and do hereby adopt the following ARTICLES OF INCORPORATION, to-wit:

ARTICLE I.

The name of this corporation shall be and is "BEN-JEL BENTONITE, INC."

ARTICLE II.

The purposes for which this corporation is formed are the following:

(a) To purchase, lease or otherwise acquire mine workings, mining grounds, lands in the State of Idaho or anywhere else in the world. To search for ores and minerals, mine and grant licenses for mining in and over any land which may be acquired by the corporation, and lease, sell or otherwise dispose of the lands, mines or other property of the corporation. To carry on the business of a mining, smelting and refining company, and, as auxiliary thereto, to operate and maintain a transportation system of any type or kind necessary in the operation thereof. To purchase, take on lease, or otherwise acquire interests of various types and kinds in real and personal properties, mines, lands and mineral properties, and also grants, concessions, leases, claims, licenses of or other interests in mines, mining rights, lands, mineral properties, water rights,

2.

and either absolutely or conditionally, and either solely or jointly with others. To prospect, mine, open and work claims or mines, and raise, dig, quarry or otherwise mine for gold, silver, uranium, minerals, ores, precious stones, coals, earth, and other substances.

(b) To buy, sell, own, hold, lease, improve and deal in real estate or personal property of any type and description whether or not the same is used in connection with any of the purposes of the corporation listed herein.

(c) To acquire, own, hold, lease, build and/or erect any and all buildings, structures and plants that may be deemed suitable to the furtherance of the foregoing or any purposes for which the corporation is formed, and to operate, manage, control, rent, sell or otherwise dispose of the same.

(d) To incur indebtedness in such amount as may be deemed necessary, and to borrow money; to evidence such or any indebtedness by the bonds or other written obligations of the corporation; and to secure the payment thereof by mortgage, deed of trust, or other form of incumbrance upon all or any part of the property, real or personal, of the corporation, whether owned at the time or afterwards to be acquired.

(e) To carry on any activity or activities that might be related to any of the above described powers of the said corporation.

(f) To sell and issue stock of this corporation, and to sell or buy stocks, securities and other properties, and to enter into partnerships with other corporations or individuals for the furtherance of any business within the purposes of this corporation.

3.

(g) To do such business not only within the State of Idaho, but in any part of the world, as may be deemed and determined by the board of directors from time to time, without limiting any of the objects and purposes aforesaid. It is expressly declared that the corporation shall have and possess all the powers specifically hereinabove enumerated, and also any and all such additional or further powers as may be incidental to the carrying out of the same, and also such other rights, privileges and powers granted by the laws of this state to corporations, except such as may be inconsistent herewith; the intention hereof is expressly declared to be that the powers of this corporation as expressed herein shall be construed as a grant of general powers and not in any sense as a grant of special or limited powers.

(h) To acquire, invest in, own and dispose of the capital stock of this corporation and of other corporations, and the business property and assets of any person, copartnership or corporation.

ARTICLE III.

The principal place of business and the place where the principal office of the corporation shall be is hereby designated as 1202 1st Street South, Nampa, Idaho.

ARTICLE IV.

The existence of the corporation shall be perpetual.

ARTICLE V.

The number of directors of this corporation is hereby fixed at five.

ARTICLE VI.

The capital stock of this corporation shall be Five Thousand Dollars, to be divided into fifty shares of the par value of \$100.00 per share.

4.

ARTICLE VII.

The amount of capital stock actually subscribed is the sum of \$300.00, and the same has been subscribed by the persons whose names hereto appear as incorporators, and they have subscribed the following shares: Raymond G. Roskowsky, General Delivery, Nampa, Idaho, one share; Marjorie Lois Alleman, General Delivery, Nampa, Idaho, one share; R. H. Young, 216 Yale Street, Nampa, Idaho, one share; each of whom is of full age and a citizen of the United States of America.

IN WITNESS WHEREOF, we, the incorporators of the said corporation, have hereunto set our hands this 25th day of July, 1962.

R. H. Young

State of Idaho)
 : ss.
County of Canyon)

On this 25th day of July, 1962, before me, the undersigned, a notary public in and for said State, personally appeared Raymond G. Roskowsky, Marjorie Lois Alleman and R. H. Young, known to me to be the persons whose names are subscribed to the within and foregoing 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.

[Signature]
Notary Public for Idaho
Residing at Nampa, Idaho