

941072/102779



Department of State.

CERTIFICATE OF INCORPORATION OF

IDABO MINING ASSOCIATION, 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 _____

IDABO MINING ASSOCIATION, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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.

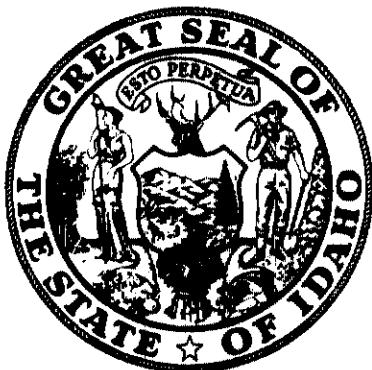
Dated March 06, 19 91.

A handwritten signature in cursive script that appears to read "Pete T. Cenarrusa".

SECRETARY OF STATE

A handwritten signature in cursive script that appears to read "Elizabeth M. Zabala".

Corporation Clerk



ARTICLES OF INCORPORATION

OF

IDAHO MINING ASSOCIATION, INC.

Mar 6 1973 PM '91
SECRETARY OF STATE

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME.

The name of the Corporation is Idaho Mining Association, Inc.

ARTICLE II. NONPROFIT STATUS.

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION.

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The location of this Corporation is in the City of Boise, County of Ada, State of Idaho. The address of the initial registered office is 802 West Bannock Street, Suite 301, Boise, Idaho, and the name of the initial registered agent at this address is Jack Lyman.

ARTICLE V. PURPOSES.

The purpose for which the Corporation is organized and will be operated are as follows:

A. To further the interests of the mining and minerals processing industry in the State of Idaho and any other business or interest which is directly or indirectly related to the mining and mineral processing industry in the State of Idaho, including, but not limited to, (1) the maintenance of a close association with the Idaho State Legislature and various Idaho state agencies; and (2) the encouragement and support of research, development and education in the fields related to the minerals industry.

B. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI. LIMITATIONS.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII. MEMBERS.

The Corporation shall have members who shall have such rights as are provided in the Act. Membership in the corporation may be attained by meeting the qualifications as set forth in the by-laws of the corporation.

ARTICLE VIII. BOARD OF DIRECTORS.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) individuals each of whom, at all times, shall be a member or a representative of a member of the Corporation. The actual number of Directors, and selection of Directors, shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected or appointed by the existing Directors in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Gordon A. Aland	P.O. Box 816 Soda Springs, ID 83276
Arthur Brown	Post Office Box C-8000 Coeur d'Alene, ID 83814
A. R. Conroy	P.O. Box 668 Soda Springs, ID 83276
Jimmie T. G. Coulson	TAF C-26 Spokane, WA 99220
Robert Deurloo	600 Van Dreff Salmon, ID 83467
Pat Fitch	P.O. Box 62 Clayton, ID 83227
C. Larry Hinderager	Post Office Box 912 Pocatello, ID 83204
Duncan L. King, Jr.	Post Office Box 160 Montpelier, ID 83254
Don LaRue	3010 Conda Road Soda Springs, ID 83276
R. Clair Miles	500 E. Overland Rd. Meridian, ID 83642
Eric J. Olin	P.O. Box 52 Jordan Valley, OR 97910
Fred D. Owsley	P.O. Box 440 Wallace, ID 83873
Robert H. Peterson	815 Park Blvd., Suite 100 Boise, Idaho 83712
Albert C. Walkup	11811 N. Tatum Blvd. Suite 4055 Phoenix, AZ 85028

Dennis E. Wheeler

P.O. Box I
Coeur d'Alene, ID 83814

John M. Wilson

N. 9 Post St., Suite 400
Spokane, WA 99201

ARTICLE IX. MEMBERSHIP DUES

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X. DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation or to such other organization or organizations as shall at the time qualify as exempt organizations under Section 501(c) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI. INCORPORATOR.

The name and street address of the incorporator is Jack Lyman, 802 West Bannock Street, Suite 301, Boise, Idaho 83701.

ARTICLE XII. AMENDMENT.

Amendment to these Articles shall be made only upon resolution passed by the vote of at least two-thirds (2/3) of the members of the Corporation.

ARTICLE XIII. BYLAWS.

Provisions for the regulation of the internal affairs
of the Corporation shall be set forth in the Bylaws.

DATED this 6th day of March, 1991.


Jack Lyman
JACK LYMAN