

State of Idaho



CERTIFICATE OF INCORPORATION OF

BOESE METALS AND RESOURCES, INC.

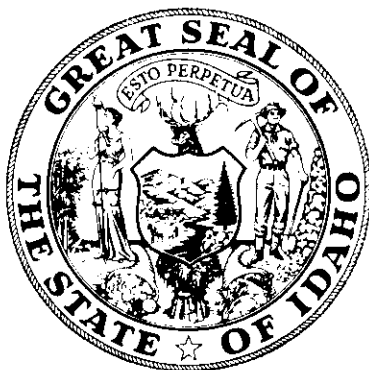
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

BOESE METALS AND RESOURCES, INC.

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: **February 22, 1983**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES FOR INCORPORATION
OF THE PM 1:37
BOESE METALS AND RESOURCES INC.

KNOW ALL MEN BY THESE PRESENTS That the undersigned, acting as the incorporator hereby adopts these Articles of Incorporation, under the Idaho Business Corporation Act and other laws of the State of Idaho.

I.

That the name of this Corporation shall be Boese Metals and Resources, Inc.

II.

That the initial address of the principal office of the Corporation in the State of Idaho is hereby designated as 3709 Meadow Lane, City of Nampa, County of Canyon, State of Idaho and the registered agents of the corporation shall be Edmund Boese, located at such address.

III.

That the general nature of the business to be transacted by the Corporation is:

A. To engage in all lawful business.

B. To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with personal or real property, or any interest therein, wherever situated.

C. To purchase, receive, or otherwise acquire, own, hold, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares, or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, insurance or annuities in any form, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

D. All lawful purposes, whatsoever.

E. To do any and everything incidental to, growing out of, or germane to any of the foregoing purposes and to have and exercise all of the powers conferred by the laws of the State of Idaho upon corporations formed under the law, hereinabove referred to, and all laws amendatory thereof and supplemental thereto, and by the provisions of Idaho Code known as the "Idaho Business Corporation Act", it being expressly provided that the foregoing clauses shall be construed both as objects and powers and shall be in furtherance of and not in limitation of the powers conferred by the laws of the State of Idaho and that the foregoing enumeration of specific powers shall not be held to alter or restrict in any manner the general powers of this Corporation.

IV.

The business of the Corporation shall be managed by its Board of Directors. The first Board of Directors shall consist of one (1) member; and subject to a minimum of one (1) member, may be increased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed, the number shall be one (1).

V.

The initial Board of Directors which shall serve until successors are elected and qualified shall consist of the following:

<u>Name</u>	<u>Address</u>
Edmund Boese	3709 Meadow Lane Nampa, Idaho 83651

VI.

That the term of the existence of this Corporation shall be perpetual.

VII.

The maximum number of shares of stock which the Corporation shall have authority to issue at any one time shall be five thousand (5000) shares of common stock having no par value per share. Each share of common stock shall have the same rights,

privileges and voting powers and the same shall be fully paid and non-assessable.

VIII.

No Stockholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

IX.

At all elections of directors of the Corporation, each Stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

X.

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any director of the Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested; and no contract or other transaction of the Corporation with any person, firm, or corporation shall be affected by the fact that any director of the Corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested and except as the same may be contrary hereto the terms of Section 30-1-41 of the Idaho General Business Corporation Act are incorporated hereby by this reference.

XI.

Any director of the Corporation may be removed at any annual or special meeting of the Stockholders by the same vote as that required to elect a director.

XII.

The Stockholders of the Corporation shall have the power to include in the By-Laws or a Buy and Sell or Redemption Agreement

adopted by a two-thirds majority of the Stockholders of the Corporation, any regulatory or restrictive provision regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its Stockholders, or in the event of the death of any of its Stockholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Stockholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock.

XIII.

In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho and of the purposes and objects hereinabove stated, the Corporation shall have all the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm, or corporation for the purpose of carrying on any business which the Corporation has the direct or incidental authority to pursue.

B. To deny to the holders of the common stock of the Corporation any pre-emptive right to purchase or subscribe to any new issues of any type of stock of the Corporation, and no Stockholder shall have any pre-emptive right to subscribe to any such stock.

C. At its option, to purchase and acquire any or all of its stock owned and held by any such Stockholder as should desire to sell, transfer, or otherwise dispose of his stock in accordance with the Buy and Sell Agreement and By-Laws adopted by the Stockholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of the Corporation is not impaired.

D. At its option, to purchase and acquire the stock owned and held by any Stockholder who dies, in accordance with the Buy and Sell Agreement, Redemption Agreement and By-Laws adopted by the Stockholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of the Corporation is not impaired.

E. To enter into, for the benefit of its employees, one or more of the following: (i) a pension plan, (ii) a profit sharing plan, (iii) a stock bonus plan, (iv) a thrift and savings plan, (v) a restricted stock option plan, or (vi) other retirement or incentive compensation plans.

XIV.

The private property of the Stockholders of the Corporation shall not be subject to any payment of corporate debts to any extent whatever.

XV.

The Corporation shall indemnify any director, officer or other agent of the Corporation from liability or threat of same to the full extent allowed by Section 30-1-5 of the Idaho General Business Corporation Act, which section is hereby incorporated herein and made a part hereof.

XVI.

The stock of this Corporation shall be deemed to be Section 1244 stock such that the tax benefits made available pursuant to Section 1244 of the Internal Revenue Code as same may be amended shall be applicable.

XVII.

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Stockholders are subject to this reservation.

IN WITNESS WHEREOF, We, the incorporators, have executed these Articles of Incorporation as of the 17th day of February, 1983.


EDMUND BOESE

STATE OF IDAHO)

) SS.

County of Ada)

On this 17th day of February, 1983, before me, the undersigned, a notary public in and for said State, personally appeared Edmund Boese, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.

~~Notary Public for Idaho~~
~~Residing at~~