



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

TELACHE OIL & MINING COMPANY

was filed in the office of the Secretary of State on the **First** day
of **April** **A.D. One Thousand Nine Hundred Sixty-one** and
duly recorded on Film No. **114** 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
Sandpoint in the County of **Bonner**.

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 **1st** day of **April**,
A.D., 1961.

Secretary of State.

ARTICLES OF INCORPORATION

OF

TELACHE OIL & MINING COMPANY

WE, the undersigned, do hereby associate ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of IDAHO, and do hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be TELACHE OIL & MINING COMPANY.

ARTICLE II.

The purposes for which this corporation is formed, are:

1. To own, prospect, work, operate, buy, sell, lease, locate, acquire, procure, hold and deal in mines, metals, oil, gas, oil and gas leases and mineral claims of every kind and description within the United States of America or any of its Territories or Possessions, as well as any foreign country;
2. To own, buy, sell, acquire, procure, hold and deal in royalties of every kind and description;
3. To purchase, take, own, lease, or exchange or otherwise acquire and hold lands, buildings, right of way or any other rights or privileges, stocks in trade or other real or personal property as may be deemed necessary in connection with the business of the corporation;
4. To own, hold, construct, maintain, improve roads, mine and work mills, crushing works, smelting works, concentrate works, electrical works, and any other plans, works, or conveniences, including oil and gas pipelines, oil refineries and reduction works which may seem conducive to any of the objects of the corporation;
5. To acquire, hold, use, sell, and lease all machinery apparatus, and equipment pertaining to and used in connection with such business;
6. To act as agent, representative, or factor for any corporation, partnership, or individual in accomplishing the purposes set out in this Article;
7. To buy, contract for lease, and in any and all other ways to acquire, take, hold, and own, and to sell, mortgage, pledge deeds in trust, lease, and otherwise dispose of patents, licenses and processes or rights thereunder;
8. To manufacture, acquire, own, mortgage, deed in trust, pledge, transfer and dispose of, to invest in trade, deal in and with goods, wares, merchandise and real and personal property;
9. To have one or more offices to carry on all or any of its operations and businesses and without restriction as to limit, as to amount, to purchase or otherwise acquire, hold, own, mortgage, pledge, deed in trust, sell, convey, or otherwise dispose of real and personal property on every class and description in any of the States, District of Columbia, Territories, or Possessions of the United States, and in any and all foreign countries subject to the law of such State, District of Columbia, Territory or country;
10. To borrow money, to issue bonds, notes, debentures or other obligations of this corporation, and to secure the same by mortgage, pledge, deed in trust, or otherwise, or to issue the same unsecured;
11. To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, or otherwise dispose of and deal in shares, bonds, notes, debentures, or other securities or evidence of indebtedness of any other association or corporation whether domestic or foreign, whether now or hereafter organized, or existing, and while the holder thereof, to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon, to the same extent a natural person might or could do;

12. To acquire by purchase or otherwise, the good will, business, property rights, franchises and assets of every kind, with or without undertaking either wholly or in part the liabilities of any person, firm, association, or incorporation; and to acquire any business as a going concern, or otherwise (i) by purchase of the assets thereof, wholly or in part; (ii) by acquisition of the shares or any part thereof; or (iii) in any other manner, and to pay for the same in cash or in the shares or bonds or other evidence of indebtedness, of this corporation or otherwise; to hold, maintain and operate, or in any manner dispose of the whole or any part of the good will, business, rights and property so acquired; and to exercise all the powers necessary or convenient in and about the management of the business.

13. To carry on any business whatsoever which this corporation may deem proper or convenient in connection with any of the foregoing purposes, or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this State, or in other States, in the District of Columbia, in the Territories and/or Colonies of the United States, and in foreign countries; and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of Idaho, and to have and to exercise all the powers conferred by the Laws of Idaho and upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or at any time therinafter amended.

The foregoing statement of purposes shall be construed in its broadest and fullest sense as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be no way limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent clauses specifying independent purposes.

ARTICLE III.

The principal place of business of this corporation shall be Sandpoint, Bonner County, State of Idaho, but said corporation shall have the power to establish offices wherever necessary to conduct the business of the corporation.

ARTICLE IV.

The duration of said corporation shall be perpetual.

ARTICLE V.

The number of Directors of this corporation shall be not less than Five (5), nor more than Twenty-seven (27) Directors.

ARTICLE VI.

The amount of the authorized capital stock of this corporation is \$1,000,000.00, divided into 100,000,000 shares common capital stock of the par value of One Cent (1¢) each, and such common stock shall be non assessable.

ARTICLE VII

The names and post office address of the Officers and Directors who shall manage the affairs of this corporation until the 1st day of April, A.D. 1963, are as follows:

NAME:

Joseph L. Smith - President
John Solomon - Secretary-treasurer
Ray Klotzbach - Vice-president
Floyd Watt - Vice-president
Jack Swanson - Vice-President
Curtis R. Chase- First Vice-President
Douglas H. Weinman-Vice-President
D.Thurston Coons- Vice-president

ADDRESS:

P.O. Box 514, Lewiston, Idaho
Sandpoint, Idaho
Sandpoint, Idaho
Sandpoint, Idaho
Sandpoint, Idaho
P.O. Box 661, Lewiston, Idaho
1113 Cedar Dr., Lewiston, Idaho
Lewiston, Idaho

ARTICLE VIII.

The name and post office address of each of the incorporators and a statement of the number of shares subscribed by each, are as follows:

NAME:

Joseph L. Smith
John Solomon
Ray Klotzbach
Floyd Watt
Jack Swanson
Curtis R. Chase
Douglas H. Weinman
D.Thurston Coons

ADDRESS:

P.O.Box 514,Lewiston,Idaho
Sandpoint, Idaho
Sandpoint, Idaho
Sandpoint, Idaho
Sandpoint, Idaho
P10.Box 661,Lewiston,Idaho
1113 Cedar Dr.,Lewiston,Idaho
Lewiston, Idaho

NUMBER OF SHARES:

10,000
10,000
10,000
10,000
10,000
10,000
10,000
10,000

ARTICLE IX.

The authority to make or amend by-laws is vested in the Board of Directors, subject to the power of the stockholders to change or repeal them, and agree to the terms and conditions of all the aforesaid articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 26th day of March A.D. 1961.

St. Anthony Coons

1. Ray Plotzick

Sandpoint Idaho

2. Lloyd Watt

Lord Point Idaho

3. John Salomon

Saglepoint Idaho

4. Joseph L. Smith

Leavenston Idaho

5. Curtis R. Chase

Leavenston Idaho

6. Douglas H. Weinmann

Leavenston Idaho

STATE OF IDAHO

COUNTY OF Leavenston ss.

Leavenston, Idaho

AFFIDAVIT OF NON-PRODUCTIVITY

STATE OF IDAHO)) SS.
County of Ada)

Joseph L. Smith, Being first duly,
sworn, deposes and says:

That he is one of the incorporators for TELACHE OIL & MINING COMPANY, and makes this affidavit for and on behalf of said corporation;

That the properties owned by the corporation are not producing properties.

Subscribed and sworn to before me this 31st day of March, 1961.

Notary Public for Idaho
Residing at Boise, Idaho

Notary Public for Idaho
Residing at Boise, Idaho

My commission expires Jan 7, 1905.