

**FILED**

## STANDARD SECRETARY OF STATE

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and conditions and for such consideration as the Board of Directors shall determine.

#### ARTICLE VI

##### INDEMNIFICATION

This corporation shall indemnify all officers, directors and agents to the fullest extent permitted by Idaho law.

#### ARTICLE VII

##### SHAREHOLDER RIGHTS

The shareholders of ALPINE SILVER , Inc. shall have preemptive rights to acquire shares of ALPINE SILVER , Inc.. The shareholders shall have the right to cumulate their shares when electing Directors of this corporation.

#### ARTICLE VIII

##### COMMENCING BUSINESS

This corporation shall not commence business until consideration of a value of at least \$1,000.00 has been received for the issuance of shares of Common Stock.

#### ARTICLE IX

##### INITIAL AGENT

The name and address of the initial registered agent of ALPINE SILVER , Inc. is:

John B. Geddes  
1424 Sherman Ave., Suite #200  
Coeur d'Alene, Idaho 83835

#### ARTICLE X

##### DIRECTORS

The number of Directors shall be not less than one (1). The number of Directors constituting the initial Board of Directors is one (1). Thereafter, the number of Directors shall be determined by the By-laws. The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders,

or until their successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
CARLA RADFORD	1912 N. 14th #2 Coeur d'Alene, ID 83814

#### ARTICLE XI

##### INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
CARLA RADFORD	1912 N. 14th #2 Coeur d'Alene, ID 83814

#### ARTICLE XII

##### COMMON DIRECTORS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director of Directors are present at the meeting of the Board of Directors, or a committee thereof, which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the vote or consent of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or © the contract or transaction is fair and reasonable to the corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

DATED this 15<sup>th</sup> day of January, 1999.

INCORPORATOR:

Carla Radford  
CARLA RADFORD

STATE OF IDAHO

)

) ss.

COUNTY OF KOOTENAI

)

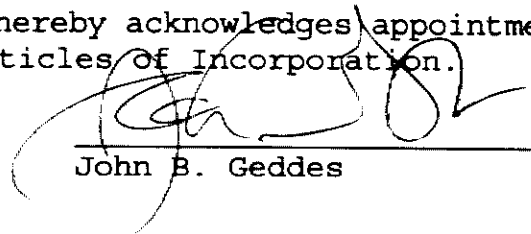
I, the undersigned being a notary public, do hereby certify that on this 15 day of Jan, 1999, personally appeared before me CARLA RADFORD who, being by me first duly sworn, declared that (s)he is the incorporator of the corporation and that (s)he signed the foregoing document on behalf of the corporation and that the statements therein contained are true.

[Signature]  
NOTARY PUBLIC

Commission Expires: 10-2003

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned hereby acknowledges appointment as registered agent in the above Articles of Incorporation.



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John B. Geddes