

# 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

#### IDAHO EXPLORATION & DEVELOPMENT CORPORATION

was filed in the office of the Secretary of State on the **Twenty-ninth** day of **October** A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **121** 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

**Boise,** in the County of **Ada.**

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 **29th** day of **October**, A.D., 19**62**.

Secretary of State.

ARTICLES OF INCORPORATION  
of  
IDAHO EXPLORATION & DEVELOPMENT CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned citizens of the United States of America, over the age of twenty-one years, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby make, sign, acknowledge and file this certificate for that purpose, as follows:

ARTICLE FIRST

The name of this corporation is and shall be:

IDAHO EXPLORATION & DEVELOPMENT CORPORATION

ARTICLE SECOND

In order to effectuate the objects and purposes herein declared to be the purposes for which this corporation is organized, it is formed and is authorized to do as principal, agent or otherwise, in any and every part of the world, any and everything herein set forth to the same extent as natural persons might and could do. In furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Idaho, it is hereby expressly provided that this corporation shall have the following powers:

1/ To conduct a general mining business of every kind and character, including, but not limited to, placer and lode mining operations; to lease, patent, buy, test, explore, examine, sell, dispose of and operate mines, mining claims, dredges, mills, reduction works, smelters, beneficiating plants, and mining

equipment of every kind and character; to enter into, carry out and perform contracts of every kind and character; to enter into and perform agency contracts; to give, take, accept, buy, sell, endorse, guarantee, negotiate and assign conditional sales contracts, notes, commercial paper, and any and all other evidences of indebtedness;

2/ To own, operate, build, construct, fit, equip, furnish, purchase and operate mines, mills, dredges, mining camps, warehouses, and any and all other facilities intended to be used, or to be used for the conduct of, or in the conduct of, a general mining business, including exploration and development, testing and examining.

3/ To engage in the leasing of lands believed to contain petroleum, oils and gas; the improving, mortgaging, leasing, assigning and otherwise disposing of the same; the prospecting, drilling, pumping, piping, storing, refining, and selling, both at wholesale and retail, of oils and gas; the buying, otherwise acquiring, selling, and otherwise disposing of any and all real estate and personal property for use in the business of the company; the construction of any and all buildings, pipe lines, pumping stations, and storage tanks, and any and all other buildings required in carrying on the business of the company; the acting as trustee for holders of oil lands in the receiving and disbursement of funds to be used in drilling for the common benefit of the land holders; the doing of any and every act or thing, proper, necessary and incidental to the general purpose of this company;

4/ To buy, acquire, sell, retain, deal in, or otherwise dispose of, absolutely or contingently, mining properties and

interests, and any right, title or interest therein, and to do all other acts and things required to be done in connection therewith, either within or without the State of Idaho;

5/ To purchase, sell and own royalties in mining lands and leases; to pay mortgages, notes, taxes, assessments, and other charges that are or may become a lien or charge against any lands or leases in which this company may have a royalty interest;

6/ The foregoing clauses should be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects, and powers, shall not be held to limit or restrict in any way the general powers of this corporation, and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this ARTICLE SECOND of these Articles of Incorporation shall in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article, or of any article of these Articles of Incorporation, but that each of the purposes, objects and powers specified in this Article, and each of the Articles or Paragraphs of these Articles of Incorporation, shall be regarded as and for independent purposes, objects and powers.

#### ARTICLE THIRD

The principal business of this corporation is to be transacted in Boise, Ada County, Idaho, hereby designated as its principal place of business and the location and post office address of its registered office in the State of Idaho.

#### ARTICLE FOURTH

The existence of this corporation shall be perpetual.

#### ARTICLE FIFTH

The number of directors of this corporation shall be fixed and may be altered from time to time as may be provided in the By-Laws of the corporation; PROVIDED, HOWEVER, that the number of directors shall never be less than three (3). In the event of any increase in the number of directors, the additional directors may be elected by the then qualified and elected directors, or by the stockholders at an annual or special meeting, as shall be provided in the By-Laws; until the Board of Directors shall increase the number of directors as provided in this ARTICLE FIFTH, the number of directors of this corporation shall be three (3).

#### ARTICLE SIXTH

That the total amount of the authorized capital stock of this corporation shall be ONE HUNDRED THOUSAND (\$100,000.00) DOLLARS, divided into 100,000 shares of common voting stock of the par value of ONE (\$1.00) DOLLAR per share, which, when issued, shall be fully paid and non-assessable.

#### ARTICLE SEVENTH

The amount of the capital stock actually subscribed is TWO HUNDRED (200) shares, by the persons, and in the amounts as follows, to-wit:

James C. Brassfield	99 shares at \$1.00 per share
E. B. Steele	99 shares at \$1.00 per share
Calvin Dworshak	2 shares at \$1.00 per share

IN WITNESS WHEREOF, We have hereunto set our hands  
and seals this 24th day of October, 1962.

James C. Brassfield  
JAMES C. BRASSFIELD  
3002 Main Street  
Boise, Idaho

E. B. Steele  
E. B. STEELE  
3020 Main Street  
Boise, Idaho

Calvin Dworshak  
CALVIN DWORSHAK  
326 Bank of Idaho  
Boise, Idaho

STATE OF IDAHO )  
County of Ada } ss.

On this 24th day of October in the year 1962, before  
me, the undersigned Notary Public in and for said State, personally  
appeared JAMES C. BRASSFIELD, E. B. STEELE and CALVIN DWORSHAK,  
known to me to be the persons whose names are subscribed to the  
within and foregoing Articles of Incorporation, 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.

John A. Hawley  
Notary Public for Idaho  
Residing at Boise Idaho

A F F I D A V I T

STATE OF IDAHO     }  
County of Ada       }   ss.

JAMES C. BRASSFIELD, being first duly sworn on oath,  
deposes and states:

That he is one of the incorporators of IDAHO EXPLORATION  
& DEVELOPMENT CORPORATION, an Idaho corporation, and that said  
corporation is a mining corporation and does not own a productive  
mine at the present time.

James C. Brassfield

Subscribed and sworn to before me this 24th day of  
October, 1962.

Harold A. Hawley  
Notary Public for Idaho  
Residing at Boise, Idaho