



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

CARIBOU MOUNTAIN GOLD MINES, INCORPORATED

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 _____

CARIBOU MOUNTAIN GOLD MINES, INCORPORATED, _____,

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 _____ **May 12** _____, 19 **80** .



Pete T. Cenarrusa

SECRETARY OF STATE

Muriel E. Artach

Corporation Clerk

ARTICLES OF INCORPORATION

OF

CARIBOU MOUNTAIN GOLD MINES, INCORPORATED

We, the undersigned, citizens of the United States, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is:

CARIBOU MOUNTAIN GOLD MINES, INCORPORATED

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purposes for which the corporation is organized are:

A. To have and exercise all the powers now or hereafter conferred by the laws of the State of Idaho upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereto.

B. To carry on and conduct a mining business and as principals or agents, to buy or otherwise acquire, to own, lease, manage, operate, develop and sell, rent, lease lands, real estate, mining claims, mineral rights, oil, gas or geothermal leases and wells, and other real estate and interests and the products therefrom as they may appear. To own, rent, buy, lease or sell machinery and equipment of every kind and character.

C. To engage in any lawful business in any lawful manner in any place in this state, nation or any place or country in the world, whenever desired and upon compliance with and in accordance with and pursuant to the laws, rules, statutes, regulations and customs thereof; including foreign trade, shipping, transporting, manufacturing, mining, drilling and developing of minerals and metals, refining, milling and marketing thereof and all related business in connection with investing, investments and financing such ventures.

D. To carry on, in any capacity, any business appertaining hereto or any activity which, in the judgement of the company may, at any time, be conveniently conducted including the buying, selling or exchange of all types of real and personal property and paying for the same in cash, stock or bonds of this corporation; to draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, warrants, bonds, debentures or stock of the corporation, from time to time, for any of the objects or purposes of the corporation; to carry on all or any of its operations without restriction or limit as to amount providing that all be done in compliance with the laws, rules, regulations and statutes.

E. Stock may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 5,000,000 shares of common stock, par value \$0.001, with total capitalization of \$5,000.00.

ARTICLE V

Provisions limiting or denying to shareholders the pre-emptive right to acquire additional or treasury shares of the corporation are: The shareholders shall not have pre-emptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE VI

Provisions for the regulation of the internal affairs of the corporation are: The By-Laws shall control the regulation and management of the internal affairs of the corporation.

ARTICLE VII

The address of the initial registered office of the corporation is: 270 South First East, P. Box 781, Soda Springs, Idaho 83276. The name of its initial registered agent at such address is Robert D. Ruud.

ARTICLE VIII

The number of directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify, and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT</u>
Robert D. Ruud	Soda Springs, Idaho	40,000	\$40.00
Ardell C. Merrill	Soda Springs, Idaho	10,000	\$10.00
James F. Woodall	Soda Springs, Idaho	10,000	\$10.00

ARTICLE IX

The meetings of the Board of Directors may be held at the principal office of the corporation in this state or at such other place or places within or without the State of Idaho, for the transaction of any business of the corporation as the directors may, by resolution provide.

ARTICLE X

The name and address of each incorporator is:

Robert D. Ruud	270 South First East Soda Springs, Idaho
Ardell C. Merrill	179 South First East Soda Springs, Idaho
James F. Woodall	150 East Third South Soda Springs, Idaho

ARTICLE X (Cont.)

IN WITNESS WHEREOF, We, as incorporators, and each
of us, have hereunto set our hands and seals this
29th day of April, 1980.

Robert D. Ruud (Seal)
Ardell C. Merrill (Seal)
James F. Woodall (Seal)

STATE OF IDAHO)
) ss.
COUNTY OF CARIBOU)

On this 29th day of April, 1980, before me,
the undersigned, a Notary Public, in and for the said
State of Idaho and Caribou County, personally appeared
before me Robert D. Ruud, Ardell C. Merrill and
James F. Woodall, known to me to be the persons whose
names are subscribed to the within instrument and
acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
seal the day and year first above written.

Wanda Petersen
Notary Public
Residing at Soda Springs, Idaho

My commission expires 12-15-81

(SEAL)