

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

TRIUMPH SILVER CORPORATION

was filed in the office of the Secretary of State on the **TWENTY FIRST** day of **August** A.D., One Thousand Nine Hundred **SEVENTY** and ~~will be~~ recorded on ~~Film No.~~ **microfilm** 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 **Ketchum, Idaho** in the County of **Blaine**

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 **21st** day of **August**, A.D., 19 **70**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
TRIUMPH SILVER CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, Rupert House, Betty Laverty and G. R. Kneeland, all of whom are citizens of the United States of America and of legal age, do hereby associate ourselves together for the purpose of incorporation and hereby incorporate under and conformable to the laws of the State of Idaho, and do hereby make, execute, adopt, publish and certify the following articles of incorporation:

ARTICLE I.

The name of this corporation shall be: Triumph Silver Corporation.

ARTICLE II.

The purposes for which this corporation is formed are:

To purchase and otherwise acquire mining works and mining grounds and lands; to search for ores and minerals, mine and grant licenses for mining, in or over any lands which may be acquired by the company, and lease any such lands for any purpose, and sell or otherwise dispose of the lands, mines or other property of the company.

To carry on the business of a mining, smelting and refining company and as auxiliary thereto to purchase or erect buildings and works; to purchase, lease or otherwise acquire properties, mines, lands and mineral properties, and also grants, concessions, leases, claims, licenses or other interest in mines, mining rights, lands, mineral property, water rights, either individually or jointly with others; to prospect, mine, open, and work claims or mines and raze, dig and quarry for gold, silver, minerals, ores and other substances.

To purchase, exchange, hire, or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and franchises as may lawfully be purchased, exchanged, hired or acquired under the general corporation law of the State of Idaho.

To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge, or otherwise alienate or dispose of and to mortgage or otherwise encumber lands, buildings, real property, chattels, real and other property of the company, real and personal, and wheresoever situate, and any and all legal equitable rights therein.

To transact the business of buying, selling, dealing in, renting and managing real estate and any interest therein for its own account, as agent or broker or upon commission.

To borrow money, with or without pledge, or mortgage, and upon all and any of its property, real or personal, as security; to owe and advance money upon mortgages on personal and real property or on either of them.

To buy, sell and deal in, with or without guaranty of payment thereof, bonds and mortgages and other like securities and other kinds of properties, whether real or personal, not prohibited or specially excepted by any law and to do and prosecute any acts and things incident to or proper in connection with the carrying out of the business of this company.

To purchase, acquire, hold, sell, assign, and transfer, mortgage, pledge, and otherwise dispose of the shares of the capital stock, bonds, debentures or other evidences of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon.

To purchase or otherwise acquire, undertake, carry on, improve and develop all or any of the business, good will, rights, assets or liabilities of any person, firm, association or corporation carrying on any kind of business the same as or of a similar nature to that which this corporation is authorized to carry on pursuant to the provisions of this certificate.

To do all such acts and things as are conducive to the premises. And this corporation shall have the power to conduct its business in all its branches in the State of Idaho and any other state or states of the United States and ultimately to hold, purchase, mortgage, lease, convey, manage and control, real and personal property therein as above provided and generally to do all acts and things and to exercise all the powers now or hereafter authorized by law necessary to carry on the business of the said corporation, or to promote any of the objects for which the company is formed.

To do any and all such other acts, things, business or businesses in any manner connected with, or necessary, incident, convenient or auxiliary to, any of the objects hereinbefore enumerated, directly or indirectly; to promote the interest of the corporation and in carrying on its purposes or for the purpose of attaining or furthering any of its business to do any and all acts and things and to exercise any and all powers which a natural person could do or exercise and which now or hereafter may be authorized by law, and all other lawful powers not inconsistent herewith are hereby included.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the

terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

ARTICLE III.

The duration of the existence of this corporation shall be perpetual.

ARTICLE IV.

The location and post office address of the corporation's registered office shall be KETCHUM, IDAHO.

ARTICLE V.

The capital of this corporation shall consist of 100,000 shares of stock of the par value of \$1.00 per share, which stock shall be the only class of capital stock of the corporation; stock may be issued by said corporation, from time to time, for such consideration for labor, services, money or property, as may be fixed by resolution from time to time by the board of directors.

ARTICLE VI.

The board of directors of this corporation shall consist of not fewer than three (3) members and the number of said board of directors may be determined from time to time by the stockholders of this corporation at any meeting regularly assembled.

ARTICLE VII.

The by-laws to be adopted by the corporation may be amended, repealed or new by-laws added by vote of two-thirds (2/3) of the directors.

ARTICLE VIII.

The names and post office addresses of each of the incorporators of the corporation and a statement of the number

of shares subscribed, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES SUBSCRIBED</u>
Rupert House	Triumph, Idaho	One
Betty Laverty	Ketchum, Idaho	One
G. R. Kneeland	Box 258, Ketchum, Idaho	One

ARTICLE IX.

The corporation shall have the power to purchase or otherwise acquire, hold and re-issue its own stock, and to buy, acquire, deal in, and transfer, shares of capital stock, bonds, debentures, and other securities issued or created by any other corporation, cooperative, marketing or purchasing association.

IN WITNESS WHEREOF, the said incorporators have caused these Articles to be executed in triplicate and have signed and sealed the same, and each of them has hereunto set their hands and seals, this 18th day of August, 1970.

Rupert House (SEAL)
RUPERT HOUSE

Betty Laverty (SEAL)
BETTY LAVERTY

G. R. Kneeland (SEAL)
G. R. KNEELAND

STATE OF IDAHO,)
County of Blaine) ss:

On this 18th day of August, in the year 1970, before me, the undersigned Notary Public in and for said State, personally appeared RUPERT HOUSE, BETTY LAVERTY, G. R. KNEELAND, 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 affixed my official seal, the day and year in this certificate first above written.

Charlotte Scisshinger
NOTARY PUBLIC for Idaho
Residing at Ketchum, Idaho.