

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

SILVER PLATE MINES, INC.

was filed in the office of the Secretary of State on the **Sixteenth** day
of **March** A.D. One Thousand Nine Hundred **Sixty-five** and
will be / duly recorded on ~~film~~ ~~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
Silverton, in the County of **Shoshone**.

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 **16th** day of **March**,
A.D., 19 **65**.

Secretary of State.

R. G. MAGNUSON
LAWYER
WALLACE, IDAHO

ARTICLES OF INCORPORATION
OF
SILVER PLATE MINES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are citizens of the United States of America, and over the age of twenty-one years, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify:

FIRST: That the name of this corporation shall be
Silver Plate Mines, Inc.

SECOND: That the purposes for which this corporation are formed are as follows:

1. To carry on the business of mining, milling, concentrating, converting, selling, smelting, treating, preparing for market, manufacturing, buying, exchanging, and otherwise producing and dealing in gold, silver, copper, lead, zinc, uranium, brass, iron, steel and all kinds of ores, metals and minerals, and the products and by-products thereof of every kind and description and by whatever process the same can be or may hereafter be produced, and generally and without limit as to amount, type or nature, to buy, sell, exchange, lease, claim, acquire and deal in lands, mines and mineral rights and claims, and to conduct all business appertaining thereto; to purchase, lease or otherwise acquire, mining rights, timber rights, oil and gas rights, mines, buildings, dwellings, plants, machinery, tools and other properties whatsoever which this corporation may from time to time find to be for its advantage and purposes, to mine and market any mineral or other product that may be found in or on such lands, and to explore, work, exercise, develop or turn to account the same; to construct and operate railways and tramways for mining and moving the products and by-products resulting from the labors of this corporation; to build and lease houses for the

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1 use of miners and others, including the purchase and sale of
2 same.

3 2. To buy, sell, trade for, lease, exchange, claim
4 or otherwise acquire and deal in lands of any nature, including
5 mining lands and rights and claims, and to conduct any and all
6 business appertaining thereto and to dispose of said lands,
7 rights and claims if deemed advantageous to the purpose of
8 this corporation.

9 3. To exercise the right of eminent domain according
10 to law, and to condemn rights-of-way for the purposes incident,
11 necessary or convenient for the uses and purposes and objects
12 of this corporation, and to do all things incident to the general
13 business of this corporation in the State of Idaho and/or in any
14 of the other states and/or territories of the United States, and
15 elsewhere that this corporation may desire or conclude to do
16 business for the best advantage of this corporation.

17 4. To purchase, own and enjoy any and all franchises
18 useful or beneficial for the prosecution of this business of
19 this corporation.

20 5. To borrow money on its notes, bonds and/or other
21 obligations for the general purposes of this corporation, and to
22 mortgage, pledge and give in trust any and all of its property
23 to secure the payment thereof.

24 6. To pay the expenses of and preliminary and incidental
25 to the formation, establishment and registration of this
26 corporation.

27 7. To purchase, take, receive or otherwise acquire,
28 hold, own, pledge, transfer, or otherwise dispose of its own
29 shares of capital stock, provided that it shall not purchase its
30 own shares of capital stock when to do so would cause any
31 impairment of its capital, provided further that shares of its
32 own capital stock belonging to it shall not be voted upon
directly or indirectly.

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1 8. To do each and every thing necessary, suitable or
2 proper for the accomplishment of any of the purposes or the
3 attainment of any one or more of the objects herein enumerated,
4 or which shall at any time appear conducive to or expedient
5 for the protection or benefits of this corporation.

6 THIRD: The principal place of business of this
7 corporation shall be in Silverton, Idaho, at which place this
8 corporation shall maintain its registered office; the post
9 office address of which shall be the Post Office Box 265,
10 Silverton, Idaho.

11 FOURTH: The duration of this corporation shall be
12 perpetual.

13 FIFTH: The number of directors of this corporation
14 shall be fixed from time to time by the by-laws; but the Board
15 of Directors shall not consist of less than three (3) members
16 and it shall not consist of more than five (5) members. The
17 directors shall be elected annually and shall serve until the
18 election and qualification of their successors. The directors
19 who are to serve for the first corporate year shall be selected
20 by the incorporators at the time they organize.

21 SIXTH: The amount of the capital stock of this
22 corporation shall be One Million Dollars (\$1,000,000.00) divided
23 into Five Million (5,000,000) shares of the par value of Twenty
24 cents (20¢) per share. Each and every share of said stock shall
25 have the same rights and privileges as those enjoyed by each and
26 every other of said shares. Each and every share of said stock
27 shall be fully paid and non-assessable.

28 SEVENTH: The Board of Directors of this corporation
29 shall have power and authority from time to time to authorize
30 the sale of, and to sell, for cash or otherwise, all or any
31 portion of the unissued and/or of the treasury stock of this
32 corporation, without said stock, or any thereof, being first
offered to the shareholders of this corporation.

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1 EIGHTH: The Board of Directors of this corporation shall,
2 at any regular or special meeting of said Board, have power and
3 authority to repeal and/or amend any or all of the by-laws of
4 this corporation, and/or to adopt new by-laws, a majority vote
5 of said directors being required for the exercise of such power.

6 NINTH: The name of post office address of each of the
7 incorporators of this corporation, and the number of shares of
8 this corporation which have been subscribed for by each of said
9 incorporators are as follows, to-wit:

<u>Name of Incorporators</u>	<u>P. O. Address</u>	<u>No. of Shares</u>
Bert T. Lommel	Silverton, Idaho	1,000
D. M. Mason	Silverton, Idaho	1,000
Wesley C. Mason	Wallace, Idaho	1,000

10 TENTH: A director or officer of the Corporation shall
11 not, in the absence of actual fraud, be disqualified by his
12 office from dealing or contracting with the corporation, either
13 as vendor, purchaser, or otherwise; and in the absence of actual
14 fraud no transaction or contract of the corporation shall be void
15 or voidable by reason of the fact that any director or officer,
16 or firm of which any director or officer is a member, or any
17 other corporation of which any director or officer is a share-
18 holder, officer or director, is in any way interested in such
19 transaction or contract; provided, that such transaction or
20 contract is, or shall be, authorized, ratified or approved (1)
21 by a vote of a majority of a quorum of the Board of Directors,
22 or of the Executive Committee, if any, counting for the purpose
23 of determining the existence of such majority or quorum, any
24 Director, when present, who is so interested, or who is a member
25 of a firm so interested, or who is a shareholder, or who is a
26 member of a firm so interested; or (2) at a stockholders' meeting
27 by a vote of a majority of the outstanding shares of stock of the
28 corporation represented at such meeting and then entitled to vote
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1 or by writing or writings signed by a majority of such holders
2 of stock which shall have the same force and effect as though
3 such authorization, ratification or approval were made by the
4 stockholders; and no director or officer shall be liable to
5 account to the corporation for any profits realized by him
6 through any such transaction or contract of the corporation
7 authorized, ratified, or approved, as aforesaid, by reason of
8 the fact that he may be, or any firm of which he is a member,
9 or any corporation of which he is a shareholder, officer or
10 director was interested in such transaction. Nothing in this
11 paragraph contained shall create any liability in the events
12 above mentioned, or prevent the authorization, ratification or
13 approval of such contracts or transactions in any other manner
14 than permitted by law, or invalidate or make voidable any
15 contract or transaction which would be valid without reference
16 to the provision of this paragraph.

17 ELEVENTH: The commencement of the life of this
18 corporation shall be the date of the issuance to it of a
19 certificate of incorporation by the Secretary of State of the
20 State of Idaho.

21 IN WITNESS WHEREOF, we have hereunto set our hands
22 this 15th day of March, 1965, at Wallace, Idaho.

24 Bert T. LommeI
25 Bert T. LommeI

26 D. M. Mason
27 D. M. Mason

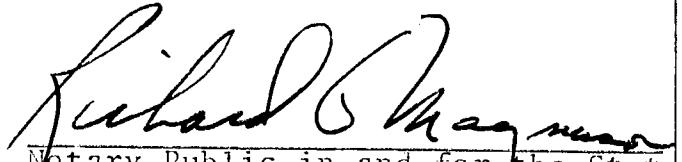
28 Wesley C. Mason
29 Wesley C. Mason

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1 STATE OF IDAHO)
2) ss.
3 County of Shoshone)

4 On this 15th day of March, 1965, before me, the under-
5 signed, a Notary Public in and for the State of Idaho, personally
6 appeared Bert T. Lommel, D. M. Mason and Wesley C. Mason, known
7 to me to be the persons whose names are subscribed to the fore-
8 going articles of incorporation, and severally acknowledged to
9 me that they executed the same.

10 IN TESTIMONY WHEREOF, I have hereunto set my hand and
11 affixed my notarial seal the day and year in this certificate
12 first above written.

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14 Notary Public in and for the State
15 of Idaho, Residing at: Wallace
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1 STATE OF IDAHO)
2) ss.
County of Shoshone)

3 AFFIDAVIT FOR PURPOSE OF PAYMENT OF ANNUAL LICENSE FEE
4 BY A NON-PRODUCING NATURAL RESOURCES CORPORATION.

5 BERT T. LOMMEL, D. M. MASON, and WESLEY C. MASON,
6 being sworn severally, each for himself, on his oath deposes
7 and says:

8 That we are the incorporators of Silver Plate Mines,
9 Inc..

10 That Silver Plate Mines, Inc. is not producing at the
11 present time, and will not be a productive mining company during
12 the current year.

14 Bert T. Lommel
15 Bert T. Lommel

16 D. M. Mason
17 D. M. Mason

18 Wesley C. Mason
19 Wesley C. Mason

20 Severally sworn to and subscribed before me this
21 15th day of March, 1965.

22 Richard G. Magnuson
23 Notary Public in and for the State
24 of Idaho, Residing at: Wallace