

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

LOST RIVER MINES, INC.

was filed in the office of the Secretary of State on the **Fourth** 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 **Mackay** in the County of **Custer**.

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 **4th** day of **March**, A.D., 19**65**.

Secretary of State.

ARTICLES OF INCORPORATION OF

LOST RIVER MINES, INC.

* * * * *

We, the undersigned, being three or more natural persons of full age, at least two-thirds ($2/3$) of whom are citizens of the United States, or of its Territories or Possessions, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of Idaho.

FIRST: The name of the proposed corporation is LOST RIVER MINES, INC.

SECOND: The purposes of the corporation are to carry on the general business of mining, manufacturing, and to buy, sell, exchange and otherwise produce and deal in minerals and the products of mineral bearing ore of any and every nature whatsoever, and the by-products of any such ores; to purchase, lease or otherwise acquire mines and mineral rights contained and having to do with minerals or mineral bearing ore of any and every nature whatsoever; and to buy, lease, or otherwise acquire and to sell or exchange, mortgage or otherwise encumber buildings, dwellings, plants, machinery, tools, equipment and other properties for use in connection with this said business; to mine, market mineral bearing ore of any and every nature whatsoever; and to construct and operate railways, trams, tunnels, or any other means of motor transportation in connection with said business; and to buy, build, and lease any and all property necessary, useful, or convenient in the operation of this enterprise; and to do any and all objects that a natural person would or could be able to do including the mortgaging, issuing, or dealing in any chooses of action in connection with the purposes of this corporation.

THIRD: The duration of the corporation is perpetual.

FOURTH: The location and postoffice address of the

registered office of the corporation in the State of Idaho is Mackay, Idaho.

FIFTH: The total authorized number of no-par value stock is Five Million (5,000,000) Shares.

SIXTH: The stock of the corporation is divided into one class of stock, to-wit: Common Stock, and said stock shall be the sole voting stock of the corporation, each share to be entitled to one vote.

SEVENTH: The name and postoffice address of each of the incorporators and the number and class of shares for which to each subscribed is:

| <u>NAME</u> | <u>ADDRESS</u> | <u>NO. SHARES</u> |
|-------------------|--|-------------------|
| Howard E. Johnson | 282 Wayne Ave. #102 Oakland, California | 1,000 |
| Paul H. Johnson | 1119A Roosevelt Ave. Salt Lake City, Utah | 1,000 |
| Frank Pinneo | 6369 South 23rd East Salt Lake City, Utah | 1,000 |

EIGHTH: It is further provided that as a term of this corporation agreement that a majority to form a quorum of the Board of Directors shall be a majority of the directors duly elected or appointed pursuant to the by-laws of the corporation, and that a majority of the outstanding stock of said corporation shall be deemed to be a quorum, and that the by-laws of this corporation, as adopted by the Board of Directors, shall be the means by which the corporation shall govern its internal control; and that the by-laws, as adopted at the first meeting of the Board of Directors, shall be binding upon all share holders and said by-laws may be amended or changed at any annual meeting or any special meeting called for that purpose, as provided in the by-laws adopted at the first meeting; and that the first Board of Directors shall consist of five (5) individuals, to-wit: Howard E. Johnson, 282 Wayne Avenue #102, Oakland, California; Paul H. Johnson, 1119A Roosevelt Avenue, Salt

Lake City, Utah; Frank Pinneo, 6369 South 23rd East, Salt Lake City, Utah; Richard P. Smoot, 434 South 6th East, Salt Lake City, Utah; and J. David Billeter, 2959 Burdick Drive, Oakland, California.

WHEREFORE, We, the undersigned, have hereunto set our hands this 19th day of February, 1965, as incorporators of the above entitled corporation.

Richard P. Smoot
Paul H. Johnson
Frank Pinneo

STATE OF UTAH)
COUNTY OF SALT LAKE) : SS

On the 19th day of February, 1965, personally appeared before me, Howard E. Johnson, Paul H. Johnson, and Frank Pinneo, known to me to be the persons described in and who executed the foregoing instrument, who duly acknowledged to me that they executed the same, free and voluntarily, for the uses and purposes therein mentioned.

Howard E. Johnson
NOTARY PUBLIC

Residing at: at Salt Lake City, Utah

My commission expires:

6/6/66