



Department of State.

CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, 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

GOLDEN NUGGET MINES & MILLS, INC.

was filed in the office of the Secretary of State on the **Tenth** day
of **November** A.D. One Thousand Nine Hundred **Fifty-four** and
duly recorded on Film No. **88** 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

One Hundred Years from the date hereof, with its registered office in this State located at
Fairfield in the County of **Camas**

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

10th day of **November,**

A.D., 19 **54** .

Secretary of State.

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ARTICLES OF INCORPORATION
OF
GOLDEN NUGGET MINES & MILLS, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all of whom are bona fide residents of Gooding and Camas Counties, State of Idaho, and citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho. We hereby make, acknowledge, publish, declare and certify the following to be our Articles of Incorporation:

ARTICLE I

The name of this corporation shall be "GOLDEN NUGGET MINES & MILLS, INC."

ARTICLE II

The objects and purposes for which this corporation is formed are as principal, agent, or otherwise, to do in any part of the world any and every of the things herein set forth to the same extent as natural persons might and could do. In furtherance thereof and not in limitation of, the general powers conferred by the laws of the State of Idaho, we expressly provide that this corporation shall have the following objects, powers, rights and privileges:

GENERAL PROVISIONS: 1. The general nature of the business shall be the acquiring, by purchase or otherwise, of the mine workings, mining grounds, lands and hereditaments in anywise appertaining thereto for the purpose of mining operations; to search for ores and minerals, mine and grant licenses for mining in or over any lands which may be acquired by the corporation, and lease any such lands for building or agricultural use and sale, or otherwise dispose of the lands, mines or other property of the company; to carry on the business of mining, smelting, refining, milling, and as

1 auxiliary thereto, to purchase or hire equipment, trucks and
2 vehicles of transportation; to purchase or erect buildings and
3 works and to construct or contribute to the construction of rail-
4 ways and tramways, to purchase, take or lease or otherwise acquire
5 freehold and other farms, properties, mines, lands and mineral
6 properties, and also grants, concessions, leases, claims, licenses
7 of or other interest in mines, mining rights, lands, mineral
8 priorities, water rights, either absolutely or conditionally, and
9 either solely or jointly with others; to prospect, mine, open and
10 work claims or mines and raise, dig and quarry for gold, silver,
11 minerals, ores, precious stones, coals, earth, and all minerals
12 lying beneath the surface of the earth of any value whatsoever; to
13 acquire, by purchase, concession or lease, or to take in exchange
14 or otherwise, or to erect or construct whatever is necessary, to
15 alter buildings, railways, roads, shafts, furnaces, quartz crushing,
16 mills and milling machinery, works for smelting or milling or otherwise
17 and to erect or create buildings, structures and hereditaments for
18 treating, removing or storing metals and minerals and drawing and
19 pumping appliances or waterworks and crushing, working, manufactur-
20 ing, purifying, cutting, polishing or otherwise dealing with gold,
21 silver, precious metals, minerals or coals, precious stones, earth,
22 and all minerals lying beneath the surface of the earth which have
23 any value whatsoever.

24 2. To sell, by wholesale or retail, all or any of the
25 products mined, whether finished or unfinished, milled or unmilled,
26 and to do all things necessary and incidental to the obtaining of
27 minerals and ore from beneath the surface of the earth, reducing
28 such minerals or ore so found to a finished or unfinished state,
29 and engage in all means necessary for proper sales or sales promo-
30 tion of said products.

31 ARTICLE III

32 STATUTORY PROVISIONS: (A) That a majority of the total

1 board of directors shall constitute a quorum for the purpose of
2 the transaction of business, and each and every decision by a
3 majority of said Board of Directors shall be valid and operative
4 as a corporate act.

5 (B) That all meetings of the Board of Directors shall
6 be held at the principal office of the corporation at Fairfield,
7 County of Camas, State of Idaho.

8 (C) That at least one member of the Board of Directors
9 shall be a resident of this State and there shall be no other
10 qualifications required as to residence of the balance of the Board
11 of Directors.

12 (D) That these articles of incorporation may be amended
13 in any respect conformable to the laws of the State of Idaho by a
14 majority vote of the outstanding capital stock thereof at a stock-
15 holders meeting called for that purpose, PROVIDING, HOWEVER, that
16 the original purposes of the corporation shall not be altered nor
17 shall the capital stock be diminished to amount to less than
18 fifty per cent in excess of the indebtedness of the corporation;
19 AND PROVIDING FURTHER that the personal or individual holder of
20 any capital stock shall not be charged for obligations of the
21 corporation, nor shall such provisions be changed without the con-
22 sent of all the stockholders.

23 (E) That the stockholders of the corporation shall not
24 be personally or individually liable for the debts of the corpora-
25 tion.

26 ARTICLE IV

27 SPECIAL PROVISIONS: (A) To acquire, own or operate any
28 type of sales establishment at wholesale or retail, and to buy,
29 sell, barter, exchange and generally deal in all types of goods,
30 wares and merchandise which either directly or indirectly pertains
31 to or even remotely assists in the operating of a mining company.

32 (B) To manufacture, prepare, construct, assemble, grow,

1 raise, buy, sell, lease, hire, repair, store, operate, install,
2 loan and deal in any goods, wares and merchandise of every type,
3 nature or description which will directly or indirectly, remotely
4 or otherwise affect the general overall operating of a mining
5 company.

6 (C) To maintain and operate storage warehouses and
7 establishments, and the storage and deposits of all raw ores and
8 finished products of every type and description, and to conduct
9 all business appertaining thereto, including making advances on
10 ores and finished or unfinished products stored and deposited with
11 it, to have and to receive all the rights and annulments thereunto
12 belonging.

13 (D) To purchase, lease, or otherwise acquire by license,
14 concession, grant, claim or otherwise any lands, buildings, ease-
15 ments, rights or privileges, machinery, plant, equipment, motor
16 vehicles and other effects whatsoever which may be convenient
17 from time to time for any of its purposes.

18 (E) To apply for, or purchase or otherwise acquire,
19 and to grant licenses for, the use of, and to sell, assign or
20 otherwise deal in and use patents, patent rights, privileges, licenses
21 trade marks, trade names, devices and improved or secret processes
22 of every sort and description, necessary or incidental to the pur-
23 poses specified hereinabove.

24 (F) To purchase, hold, sell, improve, lease and enjoy
25 real estate; to erect, manage, care for and maintain, extend and
26 alter buildings thereon, and to lease, mortgage, encumber and sell
27 the same in such parts or parcels, improved or unimproved, and on
28 such terms as to time and manner as may be agreed upon.

29 (G) To purchase, lease, or otherwise acquire, in whole
30 or in part, the business, good will, rights, franchises and prop-
31 erty of every kind, and to undertake the whole or any part of the
32 assets or liabilities, of any person, firm, association^{or}/corporation

1 engaged in or authorized to conduct any business similar to any
2 business authorized to be conducted by this corporation, or by
3 owning property necessary for its purposes, and pay for the same
4 in cash, in the stock or bonds of this corporation, or otherwise;
5 to hold or in any manner dispose of the whole or any part of the
6 business or property so acquired, and to exercise all the powers
7 necessary or incident to the conduct of such business.

8 (H) To acquire, lease, exchange, own, hold, maintain
9 and operate or cause to be operated trucks and truck lines, whether
10 as private, common or public carrier.

11 (I) Subject to the provisions of law, the corporation
12 may purchase, hold, sell or transfer the shares of its own capital
13 stock; provided it shall not use its funds or property for the
14 purchase of its own shares of capital stock when such use would
15 cause any impairment of its capital.

16 (J) To hold, purchase or otherwise acquire, or be inter-
17 ested in, and to sell, assign, pledge or otherwise dispose of,
18 shares of the capital stock, bonds or other evidence of debt
19 issued or created by any other corporation, whether foreign or
20 domestic and whether now or hereafter organized; and while the
21 holders of such shares of stock, to exercise all the rights and
22 privileges of ownership, including the right to vote thereon, to
23 the same extent as a natural person might or could do.

24 (K) In the purchase or acquisition of property, business,
25 rights, or franchises, or for additional working capital, or for
26 any other object in or about its business or affairs, and without
27 limits as to amount, to incur debt, and to raise, borrow and
28 secure the payment of money in any lawful manner, including the
29 issue and sale or other disposition of bonds, warrants, debentures,
30 obligations, negotiable and transferable instruments and evidence of
31 indebtedness of all kinds, whether secured by mortgage, pledge,
32 deed of trust or otherwise.

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ARTICLE V

That the location and post office address of the registered office and principal place of business of said corporation in the State of Idaho, is in Fairfield, County of Camas, State of Idaho.

ARTICLE VI

That the term for which said corporation is to exist is one hundred years from and after the date of its incorporation unless sooner dissolved by process of law.

ARTICLE VII

That the total amount of the capital stock of said corporation shall be in the total amount of Five Hundred Thousand and no/100 Dollars (\$500,000.00) of one class of stock, that being common stock only, as follows:

5,000,000 shares of common stock - 10¢ per share	
par value	\$500,000.00

That the said common stock shall have a voting right of one vote per share. That from time to time the amount of such stock may be issued in such amounts and proportions as may be determined by the Board of Directors as may be permitted by law. Certificates of shares shall not be issued for any number less than fifty (50) shares in any one block.

ARTICLE VIII

The power to make, amend, or repeal by-laws shall be in the shareholders who may delegate such power to the Board of Directors as provided by law, provided further that such power may be exercised by a majority vote of the allotted shareholders or directors as the case may be.

ARTICLE IX

The business of such corporation shall be managed by a board of not less than three and not more than five directors, and the number, qualifications, terms of office, manner or election,

1 and powers and duties of such directors shall be such as may be
2 prescribed by law, these articles, and such by-laws as may be
3 adopted.

4 ARTICLE X

5 That the following named persons shall serve as officers
6 and directors until their successors are duly elected and qualified,
7 to-wit: Director and President, Henry T. Furrow, residing at
8 Fairfield, Idaho; Director and Vice-President, V. W. Goodwin,
9 residing at Gooding, Idaho; Director and Secretary, Mildred
10 Robinson, residing at Fairfield, Idaho; Director, John Junkert,
11 residing at Gooding, Idaho; and Director, R. L. Van Houten
12 residing at Gooding, Idaho.

13 ARTICLE XI

14 That the amount of capital stock of said corporation
15 which has been actually subscribed is \$250.00, and
16 the following are names and post office addresses of each subscriber
17 and incorporator and the number and par value of shares subscribed
18 for by each:

19 <u>Name</u>	<u>Post Office Address</u>	<u>Shares</u>	<u>Value</u>
20 Henry T. Furrow	Fairfield, Idaho	500	\$ 50.00
21 V. W. Goodwin	Gooding, Idaho	500	\$ 50.00
22 Mildred Robinson	Fairfield, Idaho	500	\$ 50.00
23 John Junkert	Gooding, Idaho	500	\$ 50.00
24 <u>R. L. Van Houten</u>	<u>Gooding, Idaho</u>	500	\$ 50.00

25 IN WITNESS WHEREOF, we have hereunto subscribed our
26 names this 3rd day of September, 1954.

27 Henry T. Furrow
28 V. W. Goodwin
29 x Mildred Robinson
30 John Junkert
31 R. L. Van Houten
32

1 STATE OF IDAHO)
2 County of Camas) ss.

3 On this 3rd day of September, 1954, before me,
4 [Signature], a Notary Public in and for said
5 State, personally appeared HARRY T. FURROW, known to me to be the
6 person whose name is subscribed to the within instrument, and
7 acknowledged to me that he executed the same.

8 IN WITNESS WHEREOF, I have hereunto set my hand and
9 affixed my official seal, the day and year in this certificate
10 first above written.

11 [Signature]
12 Notary Public for the State of
13 Idaho, Residing at Fairfield, Idaho

10 STATE OF IDAHO)
11 County of Gooding) ss.

12 On this 4th day of September, 1954, before me,
13 [Signature], a Notary Public in and for said
14 State, personally appeared V. W. GOODWIN, known to me to be the
15 person whose name is subscribed to the within instrument, and
16 acknowledged to me that he executed the same.

17 IN WITNESS WHEREOF, I have hereunto set my hand and
18 affixed my official seal, the day and year in this certificate
19 first above written.

20 [Signature]
21 Notary Public for the State of
22 Idaho, Residing at Gooding, Idaho

19 STATE OF IDAHO)
20 County of Gooding) ss.

21 On this 4th day of September, 1954, before me,
22 [Signature], a Notary Public in and for said
23 State, personally appeared JOHN JUNKERT, known to me to be the
24 person whose name is subscribed to the within instrument, and
25 acknowledged to me that he executed the same.

26 IN WITNESS WHEREOF, I have hereunto set my hand and
27 affixed my official seal, the day and year in this certificate
28 first above written.

29 [Signature]
30 Notary Public for the State of
31 Idaho, Residing at Gooding, Idaho

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1 STATE OF IDAHO)
2 County of Camas } ss.

3 On the 1st day of September, 1954, before me,
4 [Signature], a Notary Public in and for
5 said State, personally appeared MILDRED ROBINSON, known to me to
be the person whose name is subscribed to the within instrument,
and acknowledged to me that she executed the same.

6 IN WITNESS WHEREOF, I have hereunto set my hand and
7 affixed my official seal, the day and year in this certificate
first above written.

8 [Signature]
9 Notary Public for the State of
Idaho, Residing at Fairfield, Idaho

11 STATE OF IDAHO)
12 County of Gooding } ss.

13 On the 1st day of September, 1954, before me,
14 [Signature], a Notary Public in and for
15 said State, personally appeared R. L. Van Houten,
16 known to me to be the person whose name is subscribed to the
with in instrument, and acknowledged to me that he executed the
same.

17 IN WITNESS WHEREOF, I have hereunto set my hand and
18 affixed my official seal, the day and year in this certificate
first above written.

19 [Signature]
20 Notary Public for the State of
21 Idaho, Residing at Gooding,
22 Idaho.