

CERTIFICATE OF AUTHORITY OF

NATIONAL GOLD MINING COMPANY

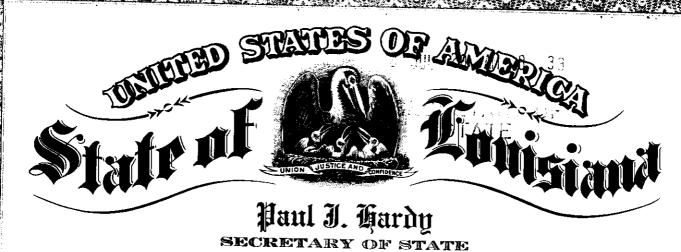
	tate of the State of Idaho, hereby certify that
duplicate originals of an Application of	ATIONAL GOLD MINING COMPANY
for a Certificate	e of Authority to transact business in this State.
duly signed and verified pursuant to the provision	ns of the Idaho Business Corporation Act, have
been received in this office and are found to con	form to law.
ACCORDINGLY and by virtue of the author	ority vested in me by law, I issue this Certificate of
Authority to NATIONAL GOLD MINING	COMPANY
to transact business in this State under the name_	NATIONAL GOLD MINING COMPANY
	tach hereto a duplicate original of the Application
for such Certificate.	
Dated September 27th	. 19 <u>79</u> .
THE SEATON OF TH	SECRETARY OF STATE
TE OF	Corporation Clerk

APPLICA	TION FOR CERTIF	ICATE OF AUTHORITY P
To the Secretary of State of Pursuant to Section 30-1 of Authority to transact busi	-110. Idaho Code, the under	signed Corporation hereby applies for a Certificate that purpose substits the following statement:
		d Mining Company
2. *The name which it shall u	se in Idaho is <u>Nation</u>	STATE al Gold Mining Company
3. It is incorporated under th	nelaws of Louisi	ana
		1979 and the period of its
duration is <u>perpet</u> 5. The address of its princi	ual nal office in the state or co	untry under the laws of which it is incorporated is
		, Louisiana 70002
6. The address of its propose	d registered office in Idaho i	s P. O. Box 794, Yanke Fork, *
Challis, Id	laho 83226	, and the name of its proposed
7. The purpose or purpose	s which it proposes to purs	ue in the transaction of business in Idaho are:
Any lawful p	ourpose, more par	ticularly the extraction of
gold and oth 8. The names and respecti		and officers are:
Name	Office	Address
Mary C. Lloyd	Director and 2nd Vice Preside Director and	nt 4512 Chateau Dr., Metairie, La 70002
Elaine Anderson		rer <u>U.S.Hwy. 190, P.O. Box 755,</u> LaComb, La. 70445
L.L. Anderson	President	Box 184, Challis, Idaho 83226
Les Anderson 9. The aggregate number of and shares without par		rity to issue, itemized by classes, par value of shares,
Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
100	Common	No Par Value
	<u> </u>	
	* A4 50	r telephone conversation with Diane.

(continued on reverse)

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
100	Common	No Par Value
11. The corporation accepts a State of Idaho.	nd shall comply with	the provisions of the Constitution and the laws of th
12. This Application is accompauthenticated by the proper	panied by a copy of its er officer of the state	articles of incorporation and amendments thereto, dul or country under the laws of which it is incorporated
	y 20,	
		TIONAL GOLD MINING COMPANY
	Ву	L. ANDERSON
	21.	Its <u>ELECTED</u> President
	and Ela	aine anderson
	ELZ	AINE ANDERSON
		Its Secretary
STATEOF LOUISIA PARISH GOMMANNOF JEFFERS		
I,ROBERT	G. CREELY	, a notary public, do hereby certify that on
this <u>20th</u> day	ofJuly	, 19 <u>79</u> , personally appeared before
me ELAINE ANDERS		
is the <u>Secretary</u>		_, who being by me first duly sworn, declared that he
thay he signed the foregoing dostatements therein contained as	cument as <u>Sec</u>	retary of the corporation and that the
	10	but St. Creeky
		Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



As Secretary of State, of the State of Louisiana, I do hereby Certify that a copy of the Articles of Incorporation and Initial Report of

NATIONAL GOLD MINING COMPANY,

Domiciled at Metairie, Louisiana, Parish of Jefferson,

A corporation organized under the provisions of R. S. 1950, Title 12, Chapter 1, as amended,

By Act before a Notary Public in and for the Parish of Jefferson, State of Louisiana, on May 7, 1979, the date when corporate existence began,

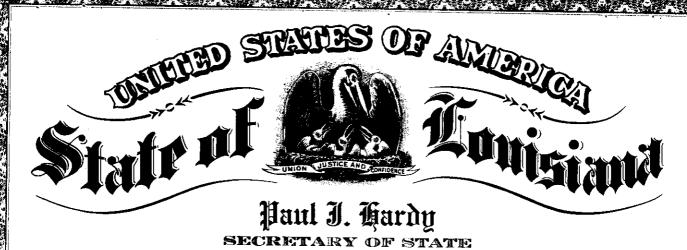
Was filed and recorded in this Office on May 8, 1979, in the Record of Charter Book 326,

And the incorporation tax and all other fees having been paid as required by law, the corporation is authorized to transact business in this State, subject to the restrictions imposed by law, including the provisions of R. S. 1950, Title 12, Chapter 1, as amended.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on, May 8, 1979.

Secretary of State





As Secretary of State, of the State of Louisiana, I do hereby Certify that

the annexed and following is a True and Correct copy of the Articles of Incorporation and Initial Report of

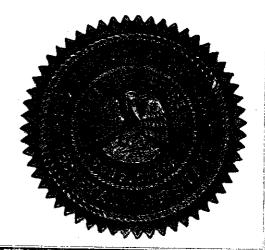
NATIONAL GOLD MINING COMPANY,

A Louisiana corporation domiciled at Metairie,

As shown by comparison with documents filed and recorded in this Office on May 8, 1979.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on, May 8, 1979.





ARTICLES OF INCORPORATION

OF

NATIONAL GOLD MINING COMPANY

STATE OF LOUISIANA

PARISH OF

JEFFERSON

BE IT KNOWN, on this 7th day of May, 1979, personally came and appeared before me, the undersigned Notary Public, the several subscribers hereto, each of the full age of majority, who declared to me, in the presence of the undersigned competent witnesses, that, availing themselves of the provisions of the Louisiana Business Corporations Law (Title 12, Chapter 1, Louisiana Revised Statutes of 1950 as revised and codified by Act 105 of 1968, Legislature of Louisiana) they do hereby organize themselves, their successors and assigns, into a corporation in pursuance of that law, under and in accordance with the following articles of incorporation:

ARTICLE I.

NAME

The name of this corporation is NATIONAL GOLD MINING COMPANY

ARTICLE II.

OBJECTS AND PURPOSES

The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it is stated and declared to be as follows:

To enter into any business lawful under the laws of the State of Louisiana, either for its own account, or for the account of others, as agent, and either as agent or principal, to enter upon or engage in any kind of business of any nature whatsoever, in which corporations organized under the Louisiana Business Corporations Law may engage; and to the extent not prohibited thereby to enter upon and engage in any kind of business of any nature whatsoever in any other state of the United States of America, any foreign nation, and any territory of any country to the extent permitted by the laws of such other state, nation or territory.

To borrow money from other persons, firms or corporations; to execute mortgages jointly with other persons, firms or corporations affecting both the property belonging to this corporation and property belonging to other persons, firms or corporations or to either; to mortgage or otherwise pledge or give as security all property of every nature and kind whatsoever as security for obligations of the Corporation or for others; to execute promissory notes, mortgages and other obligations, contracts and undertakings jointly and in solido (or jointly and severally) with other persons, firms or corporations; or to assign, endorse or otherwise guarantee the obligations of other persons, firms or corporations, secured or unsecured.

ARTICLE III.

DURATION

The duration of this corporation shall be in pertetuity, or such maximum period as may be authorized by the laws of Louisiana.

ARTICLE IV.

AUTHORIZED CAPITAL

- A. The total authorized capital stock of this corporation is: 100 Shares No Par Value
- B. Shareholders shall have pre-emptive rights.

ARTICLE V.

PAID-IN CAPITAL

The amount of paid-in capital with which this corporation shall begin business is: None which has been paid.

ARTICLE VI.

DIRECTORS

- A. Unless and until otherwise provided in the by-laws, all of the corporate powers of this corporation shall be vested in, and all of the business and affairs of this corporation shall be managed by a Board of 2 Directors.
- B. The Board of Directors shall have authority to make and alter by-laws, including the right to make and alter by-laws fixing their qualifications, classifications, or terms of office, or fixing or increasing their compensation, subject to the power of the shareholders to change or repeal the by-laws so made.
- C. The Board shall further have authority to exercise all such other powers and to do all such other lawful acts and things which this corporation or its shareholders might do, unless prohibited from doing so by applicable laws, or by the Articles of Incorporation, or by the by-laws of the corporation.
- D. The general annual meeting of the shareholders for the election of directors shall be held at the registered office of the corporation, unless and until otherwise provided in the by-laws and shall take place on the 1st_day of May, in each year, if that day is not a legal holiday; if that day is a legal holiday, the meeting will be held on the first business day thereafter, beginning in 1980, unless or until otherwise provided in the by-laws.
- E. The number, classification, qualification, term of office, manner of election, time and place of meeting, whether within or outside the State of Louisiana, and the powers and duties of the directors, may be from time to time fixed, changed, increased, or reduced by the by-laws.
- F. Until otherwise provided in the by-laws, any director absent from a meeting may be represented by any other person whether or not he is a director or shareholder, who may cast the vote of the absent director according to the written instructions,

₫,

general or special, of the absent director, filed with the secretary.

G. Upon the written request of stockholders holding 2/3 of the voting stock of this corporation issued and outstanding, any member of the Board of Directors of this corporation may be replaced by a director designated by such stockholders in writing at any time, whether or not his term of office shall have expired.

ARTICLE VII.

INCORPORATORS

The names and post office addresses of the incorporators and a statement of the number of shares subscribed by each are as follows:

<u>NAME</u>	ADDRESS	NUMBER OF SHARES SUBSCRIBED
Mary C. Lloyd	4512 Chateau Drive Metairie, Louisiana 70002	50 Shares
Elaine Anderson	U.S. Highway 90 P.O. Box 755 LaComb, Louisiana 70445	50 Shares

ARTICLE VIII.

PURCHASE AND REDEMPTION OF SHARES

The corporation may purchase or redeem its own shares in the manner and on the conditions permitted and provided in Section 55 of the Business Corporation Law or other applicable law, and as may be authorized by the Board of Directors. Shares so purchased shall be considered treasury shares, and may be reissued and disposed of as authorized by law, or may be cancelled and the capital stock reduced, as the Board of Directors may, from time to time, determine in accordance with law.

ARTICLE IX.

CONVERTIBLE SECURITIES AND STOCK-PURCHASE RIGHTS

The corporation may issue convertible securities and rights to convert shares or obligations of the corporation into shares of any authorized class of stock, and the right or option to purchase shares of any authorized class in stock, in the manner and on the conditions permitted and provided in Section 56 of the Business Corporations Law or other applicable law, and as may be authorized by the Board of Directors.

ARTICLE X,

CAPITAL SURPLUS AND DIVIDENDS

The Board of Directors shall have such power and authority with respect to capital, surplus and dividends, including allocation, increases, reduction, utilization, distribution and payment, as is permitted and provided in Sections 61, 62 and 63 of the Business Corporations Law or other applicable law.

ARTICLE XI.

AMENDMENTS TO ARTICLES OF INCORPORATION

Changes in the rights of holders of shares of any class shall be made by a majority vote or written consent of the shareholders given voting power by these articles; and in addition, by a majority vote or written consent, of the class or classes of shareholders affected, whether they are otherwise entitled to vote or not.

Any other amendment for which a larger vote is not specifically made mandatory by the Business Corporations Law of Louisiana, may be made upon the majority vote or written consent of the shareholders entitled to vote under these articles, including an increase or reduction of capital stock.

ARTICLE XII.

SALE AND OTHER TRANSFERS OF STOCK

Restrictions against, and regulation of, the sale and any other transfers of stock in this corporation may be prescribed in the by-laws or by shareholder agreements as permitted and provided in Section 59 and 29 of the Business Corporations Law of Louisiana, or other applicable law.

THUS DONE AND SIGNED in triplicate original at my office in the City, Parish and State aforesaid, on the day, month and year set forth above, and in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

VIAME ARTHUR

Louise Kelley

MARY C/ LLOYD

Claire Anderson

ELAINE ANDERSON

ROBERT G. CREELY Notary Public

INITI _ REPORT BY DOMESTIC CORPORA ONS (To be filled when the Articles of Incorporation are filed) (R.S. 1950, 12:101)

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State of Louisiana	
Parish of Jefferson	
To: The Secretary of State Baton Rouge, Louisiana	
Complying with R.S. 1950, 12:101, NATIONAL GOLD	O MINING COMPANY (Name of Corporation)
hereby makes its initial report as follows:	(Name of Corporation)
Municipal Address or Location of its Registered Office 4512 Chateau Drive	
Metairie, Louisiana 700	02
	teau Drive, Metairie, Louisiana 70002 Iwy. 190, P.O. Box 755, LaComb, La. 70445
Names & Addresses of the First Directors (if selected when articles Mary C. Lloyd, 4512 Cha	are filed) Iteau Drive, Metairie, Louisiana 70002
Elaine Anderson, U.S. H	Wy. 190, P.O. Box 755, LaComb, La. 70445
Dated at <u>Gretna</u> , <u>La</u> .	, on the, 19 <u>79</u>
	MARY C. LLOYP Claime Condense ELAINE ANDERSON (To be signed by Each Incorporator)
SS 341 This form prepared and furnished by:	