



ARTICLES OF INCORPORATION

(General Business)

(Instructions on back of application)

11 MAY 20 PM 1:42

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, in order to form a Corporation under the provisions of Title 30, Chapter 1, Idaho Code, submits the following articles of incorporation to the Secretary of State.

Article 1: The name of the corporation shall be:

United Silver (USA) Corp

Article 2: The number of shares the corporation is authorized to issue: 100,000 (see below)

Article 3: The street address of the registered office is: 1423 Tyrell Lane, Boise, Idaho 83706

and the registered agent at such address is: National Registered Agents, Inc.

Article 4: The name of the incorporator is: Bernard I. Pinsky

and address of the incorporator is: 800-885 West Georgia Street, Vancouver, BC V6C 3H1

Article 5: The mailing address of the corporation shall be:

PO Box 828 Pinehurst, ID 83850

Optional Articles:

Article 2. The number of shares the corporation is authorized to issue is 100,000 shares of common stock with a par value of \$0.001.

Article 6. The nature of the business of the Corporation and the objects or the purposes to be transacted, promoted, or carried on by it are to engage in any lawful activity.

Article 7. Board of Directors (see attached schedule)

Article 8. Liability (see attached schedule)

Article 9. Indemnification (see attached schedule)

Article 10. Bylaws (see attached schedule)

Signature of at least one incorporator:

Typed Name: Bernard I. Pinsky

Typed Name: _____

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
05/20/2011 05:00
CK: 6138 CT: 221028 BH: 1274671
1 @ 100.00 = 100.00 CORP # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

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**SCHEDULE A
TO
ARTICLES OF INCORPORATION
OF
UNITED SILVER (USA) CORP.**

Article 7. Board of Directors

7.1 Number of Directors.

The number of the directors constituting the entire Board will be not less than one (1) nor more than fifteen (15) as fixed from time to time by vote of the majority of the entire Board, provided, however, that the number of directors will not be reduced so as to shorten the term of any director at the time in office.

7.2 Vacancies.

Any vacancies in the Board of Directors for any reason, and any directorships resulting from any increase in the number of directors, may be filled by the Board of Directors, acting by a majority of the directors then in office, although less than a quorum, and any *directors so chosen will hold office during the remainder of the term of office of the resigning director.*

Article 8. Liability

To the fullest extent permitted by Section 30, Chapter 1, Part 8 of the Idaho Code a director or officer of the Corporation will not be personally liable to the Corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, provided that this article will not eliminate or limit the liability of a director or officer for:

- (a) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law; or
- (b) the payment of distributions in violation of Idaho Code 30-1-851, as amended.

Any amendment or repeal of this Article 8 will not adversely affect any right or protection of a director of the Corporation existing immediately prior to such amendment or repeal.

Article 9. Indemnification

9.1 Right to Indemnification.

The Corporation will indemnify to the fullest extent permitted by law any person (the "Indemnitee") made or threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative

(whether or not by or in the right of the Corporation) by reason of the fact that he or she is or was a director of the Corporation or is or was serving as a director, officer, employee or agent of another entity at the request of the Corporation or any predecessor of the Corporation against judgments, fines, penalties, excise taxes, amounts paid in settlement and costs, charges and expenses (including attorneys' fees and disbursements) that he or she incurs in connection with such action or proceeding.

9.2 Inurement

The right to indemnification will inure whether or not the claim asserted is based on matters that predate the adoption of this Article 9, will continue as to an Indemnitee who has ceased to hold the position by virtue of which he or she was entitled to indemnification, and will inure to the benefit of his or her heirs and personal representatives.

9.3 Non-exclusivity of Rights

The right to indemnification and to the advancement of expenses conferred by this Article 9 are not exclusive of any other rights that an Indemnitee may have or acquire under any statute, bylaw, agreement, vote of stockholders or disinterested directors, these Articles of Incorporation or otherwise.

9.4 Other Sources

The Corporation's obligation, if any, to indemnify or to advance expenses to any Indemnitee who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or other entity will be reduced by any amount such Indemnitee may collect as indemnification or advancement of expenses from such other entity.

9.5 Advancement of Expenses

The Corporation will, from time to time, reimburse or advance to any Indemnitee the funds necessary for payment of expenses, including attorneys' fees and disbursements, incurred in connection with defending any proceeding for which he or she is indemnified by the Corporation, in advance of the final disposition of such proceeding; provided that the Corporation has received the undertaking of such director or officer to repay any such amount so advanced if it is ultimately determined by a final and unappealable judicial decision that the director or officer is not entitled to be indemnified for such expenses.

Article 10. Bylaws

The Board of Directors is expressly authorized to make, alter and repeal the Bylaws of the corporation, subject to the power of the shareholders of the corporation to change or repeal the Bylaws.