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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
STATE OF IDAHO

Clearwater Gold Mining Corporation

We, the undersigned, having associated ourselves together for the purpose of forming a corporation, under the general corporation laws of the State of Idaho, hereby certify:

No. 1

NAME

The name of the corporation shall be:

Clearwater Gold Mining Corporation

No. 2

LOCATION

The principal office or place of business shall be located in Bonner County, Idaho at:

1256 W Elmira Rd
Sandpoint, Idaho 83864

No. 3

PURPOSE

The nature or object or purpose of the business of this corporation shall be:

- a. To engage in any lawful business activity.
- b. To borrow and/or lend money with or without security.
- c. To buy, sell, lease, claim, explore for, produce, or trade in commodities of every nature, including securities, notes, bonds, mortgages, agricultural products, mining products, minerals, metals commodity futures contracts, titles to or equities in land, buildings, mining claims, oil leases, royalty interests, and options to buy or sell any or all of the foregoing.

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- d. To have and exercise all the rights, powers, and privileges which are now or which may hereafter be conferred upon corporations organized under the same statute as this corporation; and to have and exercise all such rights, powers and privileges as may be necessary, convenient or proper to effectuate and accomplish the objectives and purposes specified in this certificate, and said specified objectives and purposes shall not limit or restrict in any manner the powers of this corporation.

No. 4

CAPITALIZATION

The total authorized capital stock of this corporation shall be ONE HUNDRED MILLION SHARES (100,000,000) shares of COMMON STOCK, each of which shares shall have the par value of ONE CENT (\$0.01), totaling \$1,000,000.00, and ONE HUNDRED MILLION SHARES (100,000,000) shares of PREFERRED STOCK having a par value of ONE TENTH OF ONE CENT (\$0.001), totaling \$100,000.00, such preferred shares to be designated as to class, series, dividends, preferences, limitations, restrictions on transfer, and other matters as the Board of Directors shall see fit, such that the relative rights of any such class and series are identical with those of other shares of the same class and series.

No. 5

GOVERNING BOARD

This corporation shall be governed by at least one (1) directors and not more than nine (9) directors, and the following persons are hereby appointed director to govern the affairs of this corporation from inception and for the first year of its existence, or until a stockholders' meeting is called for the purpose of electing directors;

Gregory Schiffrin
1336 W Elmira Road
Sandpoint, Idaho 83864

The directors shall be elected at the annual meetings or any special meeting of the stockholders called for the purpose of electing directors, the holder of each share of common stock of this corporation shall have one vote and the majority of the stock represented at the meeting, by the stockholders in person or by proxy, shall decide:

1. The maximum number of directors to hold office for the ensuing term;
2. The persons to hold such directorships.

The Board of Directors, during a term, may decrease in number by the resignation or death of one or more members, but the maximum number of directors cannot be increased. The majority of the surviving directors, in the case of a vacancy by resignation or death, may appoint a person or persons to fill a vacancy or vacancies. The directors shall be indemnified by the corporation from legal liability for all of their actions which in their judgment were in the best interests of the corporation, excepting gross or reckless negligence, or misconduct, to the maximum extent permitted by the laws of the State of Idaho.

No. 6

ASSESSABILITY OF STOCK

The shares issued by this corporation, once the par value has been paid in full, shall not be assessable, and any shares issued for services, or property, or considerations other than cash, shall be deemed fully paid up and shall be forever non-assessable.

No. 7

TERM OF EXISTENCE

The term of existence of this corporation shall be perpetual.

No. 8

BY-LAWS

The directors or shareholders shall have power to make such by-laws as they may deem proper for the management of the affairs of said corporation according to the statute in such case made and provided.

No. 9

VOTING

Each stockholder will have one vote for each common share registered in his or her name. Cumulative voting shall not be allowed. Voting rights for the preferred shares, if any, shall be set by the Board of Directors upon the issuance of preferred shares.

No. 10

SUBSCRIPTION RIGHTS

The stockholders of this corporation shall have no preferential right or rights to subscribe to any subsequent issues of the authorized shares of this corporation, unless certain rights or warrants for a specific issue are authorized by the Board of Directors or the Stockholders.

No. 11

RESIDENT AGENT

The name and address of the Resident Agent is:

Gregory Schiffrin, 1336 W Elmira Rd, Sandpoint, Idaho 83864

No. 12

INCORPORATORS

The name and addresses of the incorporators of this corporation are:

Gregory Schiffrin, whose address is 1336 W. Elmira Rd, Sandpoint, ID 83864

IN TESTIMONY WHEREOF, I hereunto set my hand and seals, this 19th day of March, 2010.



Gregory Schiffrin