

# State of Idaho

## Department of State.

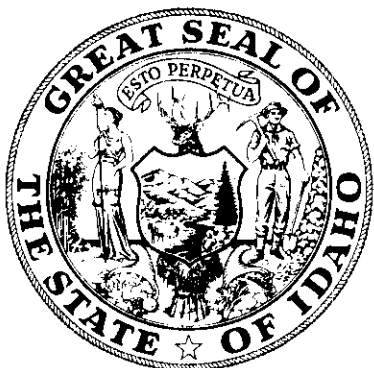
### CERTIFICATE OF AUTHORITY OF

AMSELCO EXPLORATION INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of AMSELCO EXPLORATION INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to AMSELCO EXPLORATION INC. to transact business in this State under the name AMSELCO EXPLORATION INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated April 9, 19 82.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is AMSELCO EXPLORATION INC.
2. \*The name which it shall use in Idaho is \_\_\_\_\_
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is April 17, 1978 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 West Tenth Street, Wilmington, Delaware 19801
6. The address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
Exploration for minerals.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
_____	SEE RIDER ATTACHED	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>Common</u>	<u>No Par Value</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	Common	No Par Value

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated March 22, 19 82.

AMSELCO EXPLORATION INC.  
By [Signature]  
B. P. Kearns <sup>Exec</sup>  
Its Vice President  
and [Signature]  
G. L. MacLeod Smith  
Its Secretary

STATE OF Colorado )  
 ) ss:  
COUNTY OF Denver )

I, BARBARA A. WRIGHT, a notary public, do hereby certify that on  
this 22nd day of MARCH, 19 82, personally appeared before  
me D. P. Kearns, who being by me first duly sworn, declared that he  
is the <sup>Exec</sup> Vice President of AMSELCO EXPLORATION INC.

<sup>Exec</sup>  
that he signed the foregoing document as Vice President of the corporation and that the  
statements therein contained are true.

Barbara A. Wright  
1135 Maroon - Denver Notary Public State of Colorado  
Commission expires Dec 5, 1984

\*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.

AMSELCO EXPLORATION INC.

		<u>Term Expires</u>
Chairman	Position yet to be filled	April 1982
President and Director	J.S. Auston 5991 E. Princeton Ave. Denver, Colorado	April 1982
Executive Vice President and Director	D.P. Kearns 460 S. Marion St. Pkwy. #952B Denver, Colorado 80209	April 1982
Director	H.J. Codrington 3 Scarth Road Barnes, London, England	April 1982
Director	L.A. Cook 16 South Approach Moor Park, Northwood Middlesex, England	April 1982
Director	P.C. MacCulloch 5 Cluny Drive Toronto, Canada	April 1982
Director	W.A.L. Manson 1 Sutton Place South New York, NY 10019	April 1982
Secretary	G.L. MacLeod-Smith 799 Dahlia St., #408 Denver, Colorado	April 1982
Treasurer	R.T. Stott 1245 Race St., #206 Denver, Colorado	April 1982
Assistant Secretary	Barbara Wright 435 Monroe St. Denver, Colorado	April 1982
		April 1982
Assistant Secretary	H. Lane 4230 Bismarck Reno, Nevada	April 1982



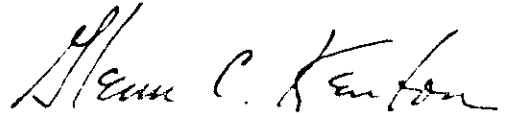
# State of DELAWARE



## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Incorporation  
filed in this office on April 17, 1978.



  
Glenn C. Kenton, Secretary of State

BY: 

DATE: March 30, 1982

CERTIFICATE OF INCORPORATION  
OF  
AMSELCO EXPLORATION VENTURES INC.

KNOW ALL MEN BY THESE PRESENTS:

That we the undersigned have this day voluntarily associated ourselves together for the purpose of forming a corporation within the State of Delaware and to that end we do hereby certify:

ARTICLE I

The name of the corporation is: AMSELCO EXPLORATION VENTURES INC.

ARTICLE II

The location of the registered office of this corporation within the State of Delaware is 100 West Tenth Street, Wilmington, New Castle County, Delaware, and the name of the Registered Agent will be The Corporation Trust Company; however, the corporation may maintain an office or offices at other places within or without the State of Delaware as may be from time to time designated by the Board of Directors or by the bylaws of said corporation. The corporation may conduct all corporate business of every kind or nature including the holding of all meetings of directors and stockholders outside the State of Delaware the same as in the State of Delaware.

### ARTICLE III

The corporation may engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

### ARTICLE IV

The total authorized capital stock of the corporation is One Thousand (1,000) shares of voting common stock having no par value.

### ARTICLE V

The capital stock of the corporation shall not be subject to assessment to pay the debts of the corporation and stockholders shall not be individually liable for the debts or liabilities of the corporation.

### ARTICLE VI

The corporation may issue stock for money paid, services rendered, personal property, real property, leases of real property or for any other lawful consideration. In the absence of actual fraud in the transaction, the judgment of the directors as to the value of such labor, services, personal property, real estate or leases thereof or other lawful consideration shall be conclusive.

### ARTICLE VII

The governing board of this corporation shall be known as Directors and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the bylaws of this corporation.

The names and addresses of the first Board of Directors, which shall be two in number, are as follows:

Desmond P. Kearns  
902 Transamerica Building  
Tucson, Arizona 85701

J. Michael Traher  
902 Transamerica Building  
Tucson, Arizona 85701

#### ARTICLE VIII

The corporation shall have a president, one or more vice presidents, a secretary, a treasurer, and such additional officers as may be prescribed by the bylaws, which officers shall be chosen by the Board of Directors. The same person may hold one or more offices and the duties of the officers shall be set forth in the bylaws.

#### ARTICLE IX

The name and post office address of each incorporator of the corporation are as follows:

Desmond P. Kearns  
902 Transamerica Building  
Tucson, Arizona 85701

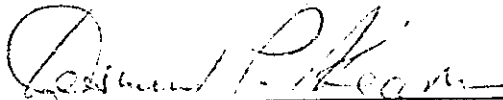
J. Michael Traher  
902 Transamerica Building  
Tucson, Arizona 85701


#### ARTICLE X

Subject only to its statutory right to dissolve, merge or consolidate, the corporation shall have perpetual existence.

We, the undersigned, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the general corporation law of the State of Delaware, have hereunto set our hands this 14th day of

April, 1978.

  
Desmond P. Kearns, Incorporator

  
J. Michael Traher, Incorporator



STATE OF ARIZONA       )  
                                  ) ss.  
COUNTY OF PIMA       )

The foregoing instrument was acknowledged before me this  
14<sup>th</sup> day of April, 1978 by Desmond P. Kearns and  
J. Michael Traher.

My Commission Expires:

February 4, 1980

Celia Sue McKinney  
Notary Public

NOTARIAL SEAL



# State of DELAWARE

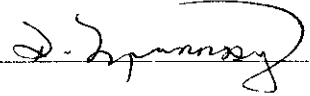


## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Amendment  
filed in this office on January 8, 1981.



Glenn C. Kenton, Secretary of State

BY: 

DATE: March 30, 1982

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

\* \* \* \* \*

AMSELCO EXPLORATION VENTURES INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY.

FIRST: That the Board of Directors of said corporation, at a meeting duly held, by the unanimous written consent of its members filed with the minutes of the board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of AMSELCO EXPLORATION VENTURES INC. be amended by changing the ARTICLE I thereof so that, as amended, said Article shall be and read as follows:

"ARTICLE I

The name of the corporation is

AMSELCO EXPLORATION INC."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.


THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said AMSELCO EXPLORATION VENTURES INC. has caused this certificate to be signed by D.P. Kearns, its Vice President, and attested by J.L. Medina, its Assistant Secretary, this 30th day of December, 1980.

  
D.P. Kearns, Vice President

ATTEST:

BY

  
J.L. Medina, Assistant  
Secretary