

Department of State.

LOUIS E. CLAPP
CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

PACIFIC NORTHWEST MINES, INC.

was filed in the office of the Secretary of State on the **Twenty-third** day
Sixty-six
May A.D. One Thousand Nine Hundred and
1966 duly recorded on Film No. **XXXXXX** 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
perpetual existence
Boise, from the date hereof, with its registered office in this State located at **Ada.**
in the County of

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 **23rd** day of **May**,
66
A.D., 19 .


Secretary of State.

State of Idaho)
) ss.
County of Ada)

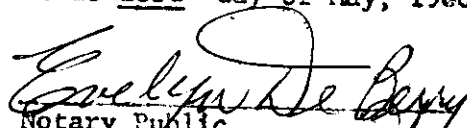
KENNETH TALBERT, being first duly sworn deposes and
says:

That he is one of the incorporators of the PACIFIC
NORTHWEST MINES, INC. and affiant states that said company is
now non-productive.

Dated this 23rd day of May, 1966.


Kenneth Talbert

Subscribed and sworn to before me this 23rd day of May, 1966.


Notary Public
My commission expires Sept 1966

Articles of Incorporation
of

Pacific Northwest Mines, Inc.

KNOW ALL MEN BY THESE PRESENTS: That we, Kenneth Talbert of Ada County; and Jeff L. Hays and Verna Mae Hays of Canyon County, Idaho, all of whom are citizens of the United States of America, and all being of full age, do under and in pursuance of the general incorporation laws of the State of Idaho, hereby voluntarily associate ourselves together, and such other persons as hereafter may become associated with us, into a body politic and corporate, to carry on the business and for the purposes hereinafter named.

I.

The name of this corporation is, and shall be, PACIFIC NORTHWEST MINES, INC.

II.

The purposes for which this corporation is formed are as follows, to wit:

- (a) To acquire real estate, surface rights thereon, and mineral rights therein by purchase lease, assignment or otherwise, within the State of Idaho, or elsewhere, and to prospect, develop, mine, and produce minerals of any and all kinds, and operate mines and mining property and interest therein, and acquire all necessary or desirable easements, right-of-way, and rights necessary or incidental to the development of any mining property, and the marketing of ores therefrom.
- (b) To treat process, reduce and do any and all things that may be necessary or proper of all minerals mined, produced or purchased, and to erect, build, own, operate, equip and maintain such plants as may be necessary or desirable in the course of any such mining operations, and do any and all other things necessary for the purposes in carrying through from the mining or processing of ore and/or minerals to the ultimate processing, reduction and marketing of the same.
- (c) To borrow in the name of and on behalf of the corporation, in such amounts as the directors or managing officers may determine, and issue as evidence thereof, notes, bonds, or other evidence of indebtedness, and secure the payment of same if necessary or advisable by mortgage or trust deed on its real or personal property, or pledge as collateral personal property of the corporation.
- (d) To purchase, own, acquire, and / or lease real estate and to erect, construct and/or maintain buildings, processing plants, and structures thereon, together with the equipping thereof with the necessary or desirable equipment and personal property, as may be necessary or profitable for the processing of minerals and rare earths, and for manufacturing, or owning or disbursing, acquiring, or selling any products as may be necessary, desirable, or proper and conducting any of its business in which said corporation may be or is engaged.
- (e) To build, equip, operate and maintain telephone and telegraph lines necessary for the operation and conduct of the business of the corporation, and to

- acquire the necessary rights-of-way, franchises and easements therefor.
- (f) To apply for, acquire, hold, use, own, operate, dispose of by sale or otherwise, mortgage, lease, and to sell and grant licenses in respect of patents, trade-marks, trade names, inventions, improvements, processes and licenses therefor.
 - (g) To purchase, subscribe for, or otherwise acquire, own, manage, hold, use, operate, lease, mortgage, pledge, assign, exchange, assign, transfer, sell, or otherwise dispose of, immovable and movable property of every kind and description, including shares of stocks, bonds, notes and other securities, contracts or obligations of this or any other corporation, association, firm and to pay therefor in whole or part, in cash or by exchanging therefor stocks, bonds, or other evidence of indebtedness or securities of this or any other corporation, and to receive, collect and dispose of the interest dividends and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting powers of any stocks or other securities so owned, controlled, managed or operated.
 - (h) To execute, issue and negotiate promissory notes, bonds, debentures, securities and other obligations of this corporation and to secure any of the same of any or all of the property of the corporation.
 - (i) In connection with carrying on the business of the corporation, to lend and advance money, credit, property of the corporation, and to render aid by guarantee or in any other manner, or on such terms as may seem expedient, on open account, secured or unsecured, to any person, firm or corporation.
 - (j) To acquire by purchase or otherwise, hold, manage, operate, consolidate, merge, lease, exchange, dispose of by sale or otherwise, mortgage, pledge, hypothecate, deal in and with, in whole or part, the good will, rights, privileges, franchises, properties, assets, liabilities, and business of any person, firm, association or corporation engaging in any business similar to any business this corporation may conduct and operate, including the importing and exporting of minerals and rare earths to such extent as the corporation from time to time decide upon, and to own, lease, or otherwise acquire all structures and other facilities necessary or desirable for the carrying on of any such import or export business, from time to time, and to purchase, own, acquire or lease real estate, and to erect, construct and maintain buildings and structures thereon, for conducting any phase of any of the businesses in which the corporation may engage.
 - (k) To build, equip, operate and maintain roads, motor equipment, in order to transport merchandise, ores, minerals and other products, owned and desired to be distributed or transported by the corporation.
 - (l) To purchase, take on lease or in exchange, hire, or otherwise acquire and hold any real and personal property and any rights or privileges that the company may think necessary for the purposes of its business.

(3) Continued

- (m) To construct, improve, maintain, develop, manage, carry out or control any roads, tramways, air-ports, air landing strips, sidings, bridges, warehouses, electric works, shops, stores, and other works that may calculate to advance the company's interests, or control thereof.
- (n) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company, wheresover incorporated, carrying on any business ~~that~~ the company is authorized to carry on, or possessed of property suitable for the purposes of the company.
- (o) To apply for, purchase, or otherwise acquire any patents, licenses, and the like, conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention capable of being used for any of the purposes of the company.
- (p) To enter into partnership or into any arrangement for sharing of profits, union of interests, co-operation, joint adventure, or otherwise with any person or company, wheresover incorporated, carrying on or about to be engaged in a ny business or transaction that the company is authorized to engage in, to benefit the company.
- (q) To enter into any arrangement with any governments or authorities (local, municipal or otherwise) that may seem condusive to the company's objects or any of them, and to obtain from any such government or authority any rights, privileges, and concessions that the company may think it desireable to obtain and comply with any such arrangements, rights, or concessions.
- (r) To take or otherwise hold the shares, stock, or other securities of any company, wheresover incorporated, carrying on any business capable of benefiting the company, and to sell or reissue, with or without guarantee.
- (s) To borrow or raise or secure the payment of money in such manner as the company shall think fit, by the issuance of debentures or debenture stock charged upon any or all the cpmpany's property (both present and future) including its uncalled capital, and to purchase, redeem, or pay off any such securities.
- (t) To establish branches and agencies and to adopt such means of making known the products of the company as may seem expedient, and in particular by advertising in any manner advisable and by granting prizes, rewards and donations.
- (u) To lend money to any person or company having dealings with the company and to guarantee the contracts of any such person or company.
- (v) To raise and assist in raising money for, and to aid by way of bonus, loan promise, endorsement, guarantee of debentures or other securities, any company with which this company may have business relations, and to guarantee the contracts of any such company.
- (w) To sell or dispose of the undertaking of the company or any part thereof for such consideration as the company may think fit, for shares, or

(4) Continued

- securities of any other company having objects altogether or in part similar to those of the company.
- (x) To promote any company or companies for the purpose of acquiring all or any of the property and liabilities of the company, or for any other purpose that may seem to benefit the company.
 - (y) To remunerate any person or company for services rendered in placing or assisting to place, or guaranteeing the placing of, any of the shares in the company's capital, stock or other securities of the company, or in or about the formation or promotion of the company or the conduct of or the sale or disposition of its business.
 - (z) To acquire by purchase, lease, hire, location or otherwise, and hold, mines, mineral claims, mineral leases, mining lands, prospects, licenses, and mining rights and to work, develop, operate, turn to account, sell or otherwise dispose thereof.
 - (aa) To dig, drill or bore for, raise, crush, wash and smelt, reduce, refine, assay, analyze, and otherwise treat any ore deposit, metal or mineral whatsoever, whether belonging to the company or not, and to render the same merchantable, and to buy, sell, and deal in the same or any product thereof.
 - (bb) To engage in any branch of mining, smelting, milling, and refining minerals.
 - (cc) To acquire by purchase, lease, hire, exchange or otherwise, timber lands, leases, or claims, rights to cut timber, surface rights, water rights, patents, rights and concessions, and any other real or personal property.
 - (dd) To acquire by purchase, lease, hire, or exchange and to construct, operate, maintain or alter trails, roadways, dams, flumes, watercourses, canals, pipelines, wells, tanks, bridges, mills, factories, furnaces, ovens, power devices and plants of every kind, warehouses, dwellings, buildings and other works and conveniences, and to buy, sell, manufacture and deal in all kinds of goods, stores, chattels and effects.
 - (ee) To build, purchase, lease, hire, charter, navigate, use and operate cars, wagons, and other vehicles, boats, ships and other vessels.
 - (ff) To sell or otherwise dispose of ore, metal, oil, gas or mineral product, and to take contracts for mining work of all kinds and to accept as the consideration, shares, stocks, or any other securities of any company, whatsoever incorporated and carrying on any business, directly or indirectly.
 - (gg) Generally, to do any and all things necessary or proper in carrying on the business of the corporation, and to enter into any negotiations of every kind and nature relating to or connected with the business in which the corporation may be or is, from time to time, engaged in, and to do everything necessary, proper or useful for the accomplishments of the objectives and principles herein enumerated, or necessary, proper or convenient to the benefit of the corporation, for the furtherances of its business propositions.
 - (hh) The foregoing clauses are to be considered as objectives, purposes and powers, and the enumeration of specific powers shall not limit or restrict in any manner the powers of the corporation. It being the intention that

the objectives and powers specified in this, shall in no wise be limited or restricted by reference to, or by inference from, the terms of any other article or clause thereof, but the same may be, and is, extended thereby.

III.

The principal place of transacting the business of this corporation, and its post office address and registered office, shall be at Boise, Idaho, Ada County, Idaho, but the corporation may establish and maintain such other branch offices as may hereafter be decided upon by the corporation or its managing board, whether in the state of Idaho, or such other states, places, or countries as may from time to time be decided upon.

IV.

That the period for which this corporation shall exist shall be perpetually from and after the date of filing these Articles of Incorporation.

V.

That the total authorized capital stock of this corporation shall be FIVE THOUSAND DOLLARS (5,000.00) divided into TEN (10) shares, of the par value of Five Hundred Dollars (500.00) each per share, all of equal classification, without priority one over the other, and fully paid and non-assessable.

VI.

The name and post office of each of the incorporators, and the number of shares subscribed by each subscriber, and the par value thereof is as follows:

NAME	POST OFFICE ADDRESS	NO. OF SHARES	PAR VALUE PER SHARE
Kenneth Talbert	Box 7531, Boise, Idaho	1	\$500.00
Jeff L. Hays	Box 7531, Boise, Idaho	1	500.00
Verna Mae Hays	Box 7531, Boise, Idaho	1	500.00

VII.

The manner, time and place of holding the general annual meeting, and special meetings of the stockholders, and the method of conducting the business of this corporation shall be provided by the By-Laws hereafter to be adopted by this corporation.

VIII.

In addition to the power conferred upon the shareholders by law, to make, amend or repeal By-Laws for this corporation, the Directors shall have the power to repeal and amend the By-Laws and adopt new By-Laws, but such powers may be executed only by a majority of the whole Board of Directors.

IX.

A director or an officer of the corporation shall not, in the absence of actual fraud, be disqualified by his office from dealing or contracting with the corporation, either as a vendor, purchaser, or otherwise; and in the absence of actual fraud no transaction or contract of the corporation shall be void or voidable by reason of the fact that any director or officer or firm of which any director is a member, or any other corporation of which any director or officer is a shareholder, officer or director, is in anyway interested in such transaction or contract is, or shall be, authorized, ratified or approved(1) by a vote of a majority of a quorum of the Board of Directors, or the Executive Committee, if any, counting for the purpose of determining the existence of such majority or quorum, any director, when present, who is so interedted, or (2) at a stockholder's meeting by a vote of a majority of the outstanding shares of stock of the corporation represented at such meeting and then entitles to vote, or by writing signed by a majority of such holders of stock which shall have the same force and effect as though such authorization, ratification or approval were made by the stockholders/; and no direcotr or officer shall be liable to account to the corporation for any profits realized by him through any transaction or contract of the corporation authorized, ratified, or approved, as aforesaid, by reason of the fact that he may be, or any firm of which he is a member, or any corporation of which he is a shareholder, officer or director, was interested in such transaction. Nothing in this paragraph contained shall create any liability in the events above mentioned, or prevent the authorization, ratification or approval of such contracts or transactions in any other manner than permitted by law, or invalidate or made vpidable any contract or transaction which would be valid without reference to the provisions of this paragraph.

IN WITNESS WHEREOF, we have hereunto set our hands and seal in quaduplicate this 23rd day of May, 1966.

Kenneth Talbert

Jeff L. Hays
Verna Mae Hays

STATE OF IDAHO)
COUNTY OF ADA) ss.

On this 23rd day of May, 1966, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Kenneth Talbert, Jeff L. Hays, and Verna Mae Hays, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

In WITNESS WHEREOF, I have hereunto set my hand and seal the day and year in this certificate first above written.

Evelyn De Berry
Notary Public, State of Idaho