

**FILED EFFECTIVE****FILED AT THE REQUEST OF:**

Joseph Meuse  
Niagara Mining and Development Company, Inc.  
P.O. Box 393  
Washington, VA 22747

2008 AUG 18 PM 3:37

SECRETARY OF STATE  
STATE OF IDAHO**AFTER FILING DELIVER TO:**

Joseph Meuse  
Niagara Mining and Development Company, Inc.  
360 Main Street  
P.O. Box 393  
Washington, VA 22747

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**GRAND NIAGARA MINING AND DEVELOPMENT COMPANY, INC.**

The undersigned, Joseph Meuse, hereby certifies that he is a director of Grand Niagara Mining and Development Company, an Idaho corporation (the "*Corporation*"), and further certifies that:

1. By action taken by the Board of Directors of the Corporation by unanimous written consent dated as of August 14, 2008, the amendment and restatement set forth below to the Corporation's Articles of Incorporation was approved and duly adopted by the Board of Directors of the Corporation.
2. By action taken by the shareholders of the Corporation at a duly held special meeting of shareholders on August 14, 2008, the amendment and restatement set forth below to the Corporation's Articles of Incorporation was approved and duly adopted by the shareholders of the Corporation.
3. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety in accordance with Sections 30-1-1003 and 30-1-1007 of the Idaho Business Corporation Act (the "*Act*") to read as follows:

**ARTICLE 1  
NAME**

The name of the Corporation is "Grand Niagara Mining and Development Company, Inc."

**ARTICLE 2  
PURPOSE**

The purpose for which the Corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the state of Idaho.

**ARTICLE 3  
DURATION**

The period of the Corporation's duration is perpetual.

IDAHO SECRETARY OF STATE  
08/19/2008 05:00  
CK: 143986 CT: 172899 BH: 1132216  
1 @ 20.00 = 20.00 EXPEDITE C # 2

IDAHO SECRETARY OF STATE  
08/19/2008 05:00  
CK: 143876 CT: 172899 BH: 1132207  
1 @ 30.00 = 30.00 AMEND PROF # 2

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#### ARTICLE 4 CAPITAL STOCK

##### A. Authorized Capital

The total number of shares which the Corporation is authorized to issue is Ten Million (10,000,000) shares of Common Stock, each with a par value of \$.10.

##### B. Voting Rights

The holders of shares of Common Stock shall be entitled to one vote per share at each meeting of the shareholders of the Corporation and on all matters coming before the shareholders of the Corporation, except as otherwise provided by law. Votes may not be cumulated.

#### ARTICLE 5 REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent and address of the registered office is:

Name	Address
Harold L. Damiano	301 North 1st Street Coeur d'Alene, Idaho 83814

#### ARTICLE 6 BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors. The number of Directors shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

#### ARTICLE 7 INDEMNIFICATION AND LIMITATION ON LIABILITY

##### A. Indemnification.

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment).

##### B. Limitation on Liability.

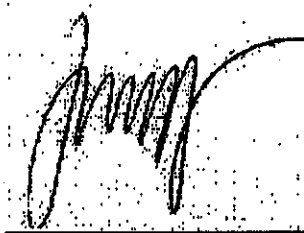
There shall be no personal liability, either direct or indirect, of any director of the Corporation to the Corporation or its shareholders for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the Corporation or to its shareholders for monetary damages for any breach, act, omission, or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision shall not limit the rights of directors of the Corporation for indemnification or other assistance from the Corporation. Any repeal or modification of the foregoing provisions of this Article by the shareholders of

the Corporation, or any repeal or modification of the Act which permits the elimination of liability of directors by this Article, shall not affect adversely any elimination of liability, right, or protection of a director of the Corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

**ARTICLE 8**  
**AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the Corporation are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has subscribed these Amended and Restated Articles of Incorporation effective as of the 14th day of August, 2008.

A handwritten signature in black ink, appearing to read 'J Meuse', is written over a horizontal line.

Joseph Meuse, Director