



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

ELK CITY PLACER MINES, INC.

was filed in the office of the Secretary of State on the **4th** day
of **February** A.D. One Thousand Nine Hundred **Fifty-eight** and
duly recorded on Film No. **101** 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 from the date hereof, with its registered office in this State located at

Elk City in the County of **Idaho**

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 **4th** day of **February**,
A.D., 19**58**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

ELK CITY PLACER MINES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of the full age and citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

I.

That the name of the said corporation shall be:

ELK CITY PLACER MINES, INC.

II.

That the corporation is to have perpetual existence.

III.

That the purposes for which said corporation is formed are:

1. To mine, mill and process minerals and ores and to engage in all activities necessary or proper for the mining, milling and processing of minerals and ore and to engage in all activities which may be necessary and proper in the exploration, development and mining of mineral and ore properties, including the doing of research work and conducting research activities in connection with minerals, ores and soil.
2. To negotiate promissory notes, title retaining notes, drafts, bills of exchange, and other evidence of debt.
3. To purchase or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage or otherwise dispose of and

deal in and with real and personal property, and any and all interests therein.

4. To enter into any kind of contract or agreement, co-operative or profit-sharing plan with its officers or employees that the corporation may deem advantageous or expedient or otherwise to reward or pay such persons for their services as the directors may deem fit.

5. To purchase, lease or otherwise acquire, in whole or in part, the business, goodwill, rights, franchises and property of every kind and to undertake the whole or any part of the assets or liabilities, of any person, firm, association or corporation engaged in or authorized to conduct any business similar to or incidental to business authorized to be conducted by this corporation, or owning property necessary or suitable for its purposes, and to pay for the same in cash, in the stock or bonds of this company, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

6. To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time, for any of the objects or purposes of this corporation, and to mortgage, pledge, hypothecate, and/or convey in trust, any or all of its property to secure the payment thereof.

7. To enter into, make, perform, and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality,

state, or government, or any subdivision, district or department thereof.

8. To engage in any lawful business or activity in connection with or incidental to mining, milling, processing, exploration, development and research in connection with mines, minerals, ores and soil, and relating to directly or incidentally with any of the purposes for which this corporation is formed.

IV.

That the location and post office address of the registered office of the corporation is Elk City (Idaho County), Idaho.

V.

That this corporation is authorized to issue 100,000 shares of stock, the par value of which shall be \$1.00 per share, or a total of \$100,000.00.

VI.

That the shares of authorized stock shall be classified as non-assessable Common stock and each share shall be entitled to one vote in all corporation matters.

VII.

That the names and addresses of the incorporators of this corporation, with the number of shares subscribed by each, are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CLASS</u>
C. G. Cafarelli	Salt Lake City, Utah	5	Common
J. A. Ziebarth, Jr.	Pocatello, Idaho	5	Common
Verda S. Rossiter	Pocatello, Idaho	5	Common
Eugenia E. Holcombe	Pocatello, Idaho	5	Common
Kenneth W. Law	Pocatello, Idaho	5	Common

IN WITNESS WHEREOF, We have hereunto set our hands and seals
this 31 day of January, 1958.

C. G. Cafarelli
J. A. Ziebarth Jr.
Verda S. Rossiter
Eugenia E. Holcombe
Kenneth W. Law

STATE OF IDAHO)
 : ss.
County of Bannock)

On this 31 day of January, 1958, before me the undersigned,
a Notary Public, in and for said County and State, personally
appeared C. G. Cafarelli, J. A. Ziebarth, Jr., Verda S. Rossiter, Eugenia
E. Holcombe and Kenneth W. Law, 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 affixed
my official seal the day and year in this certificate first above
written.

George W. Hargrave
Notary Public for Idaho
Residence, Pocatello, Idaho

(Seal)