



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

GARDENIA MINING COMPANY, INC.

was filed in the office of the Secretary of State on the **23rd** day
of **May** A.D. One Thousand Nine Hundred **Fifty-eight** and
duly recorded on Film No. **102** 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

fifty years from the date hereof, with its registered office in this State located at
Banks in the County of **Boise**

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**,
A.D., 19 **53**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
GARDENIA MINING COMPANY

* * *

KNOW ALL MEN BY THESE PRESENTS, That we the undersigned, three or more natural persons of full age, at least two-thirds of whom are citizens of the United States or of its territories, incorporated or unincorporated, or possessions, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby certify, adopt, sign and acknowledge these Articles of Incorporation as follows:

ARTICLE I.

That the name of this corporation shall be:
"GARDENIA MINING COMPANY, Inc."

ARTICLE II.

That the corporate existence of this corporation shall be fifty years.

ARTICLE III.

That the place where the principal business of this corporation shall be transacted is Banks, Boise County, Idaho, and the location and Post Office address of its registered office shall be in Banks, Boise County, Idaho; meetings of the stockholders and of directors may be held either within or without the State of Idaho.

ARTICLE IV.

That the purposes for which this corporation is formed are as follows:

(1) To carry on a general business of locating, mining, buying, selling, leasing, exchanging and acquiring and dealing in lands, mines and mineral rights and claims, and generally and without limit as to the amount, and to conduct all business appurtenant thereto.

(2) To enter into agreements with any individual, firm, or corporation for the exploration and development of all types of mines and minerals and for mining the same and all other business that is within the scope and purposes of this corporation.

(3) To borrow or raise money from any source and to secure the same by mortgage or otherwise without limit as to the amount, and generally to make and perform agreements and contracts of every kind and nature, and to do any and all things necessary and proper not contrary to the laws of the State of Idaho or the United States for the purposes or attainment of any of the objects or the furtherance of any of the powers heretofore set out.

ARTICLE V.

That the stock of said corporation shall be and consist of \$25,000.00 of common stock of the par value of \$10.00 per share; That shares of common stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and the shares of stock so issued, the full consideration for which has been paid and delivered, shall be deemed fully paid stock and the holders of such stock shall not be liable for any further payment thereon, nor shall the same be subject to assessments.

ARTICLE VI.

That the corporate powers of this corporation shall be vested in a Board of Directors, which shall consist of five directors who shall be shareholders in the corporation.

ARTICLE VII.

That the names, post office addresses and number of shares subscribed by each of the incorporators are as follows:

| NAME | POST OFFICE ADDRESS | NO. OF SHARES |
|------------------|---------------------|---------------|
| JOHN S. ROBENSON | BIG CREEK, IDAHO | 1 SHARE |
| GUY KOFOED | BIG CREEK, IDAHO | 1 SHARE |
| B. A. VALENTINE | BANKS, IDAHO | 1 SHARE |
| W. O. BEDAL | CROUCH, IDAHO | 1 SHARE |
| JOHN W. GARRITY | NAMPA, IDAHO | 1 SHARE |

ARTICLE VIII.

(a) Subject to the provisions of the corporation laws of the State of Idaho, the directors shall have power to repeal and amend by-laws and adopt new by-laws for the corporation.

(b) With the consent in writing of, or pursuant to a vote of the holders of a majority of the capital stock issued, outstanding and having voting power, the Directors shall have authority to dispose of, in any manner, the whole or any part of the property, the goodwill, and other intangible property of the corporation, upon such terms and conditions as they deem expedient and for the best interests of the corporation.

(c) The Directors, by a suitable by-law or by resolution passed by a majority of the whole membership of the Board, may designate one of their number as general manager, and said general manager shall have all the power provided in such by-laws or resolution.

(d) Subject to the provisions of the Statutes of Idaho, the corporation may, through appropriate by-law provisions, confer powers upon the Board of Directors in addition to the powers expressly conferred upon it by law and this Certificate of Incorporation.

IN WITNESS WHEREOF, We, the undersigned subscribers,

have hereunto set our hands this 3rd day of ^{May}~~April~~, 1958.

John S. Roberson
JOHN S. ROBENSON, BIG CREEK, IDAHO

Guy Kofoed
GUY KOFOED, BIG CREEK, IDAHO

B. A. Valentine
B. A. VALENTINE, BANKS, IDAHO

W. O. Bedal
W. O. BEDAL, CROUCH, IDAHO

John W. Garrity
JOHN W. GARRITY, NAMPA, IDAHO

STATE OF IDAHO)
County of Canyon) ss.

On this 3rd day of ^{May}~~April~~, 1958, before me,
Willie Hatfield, a Notary Public in and for said State,
personally appeared John S. Roberson, Guy Kofoed, B. A. Valentine,
W. O. Bedal, and John W. Garrity, known to me to be the persons
whose names are subscribed to the foregoing 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.

Willie Hatfield
Notary Public for Idaho
Residing at Nampa, Idaho
My Commission Expires 4/13/60

(SEAL)