



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

GOLD CREEK MINES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: April 20, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. Anthony*

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION
OF

GOLD CREEK MINES, INC.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned citizens of the United States of America, each over the age of twenty-one years, do hereby voluntarily associate ourselves together for the purpose of forming a domestic corporation under and by virtue of the laws of the State of Idaho, and we do hereby make, sign, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I.

The name of this corporation is, and shall be GOLD CREEK MINES, INC.

ARTICLE II.

The purpose or purposes for which the corporation is organized are:

2.1 The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE III.

The corporation existence of this corporation shall be perpetual.

ARTICLE IV.

The registered agent shall be and the location and post office address of the corporation's registered office in the State of

Idaho shall be Marjorie P. Almquist, 120 Earle Street, P.O. Box 463, Mullan, Idaho 83846.

ARTICLE V.

This company shall be capitalized for \$500,000.00. The total authorized stock of this corporation shall be divided into 5,000,000 shares, all of which shall be common stock with a par value of 10¢ per share. Said shares shall be non-assessable and shall be of the same class and every share of said stock shall be equal in all respects to every other of said shares, and there shall be no preemptive rights.

The said shares may be issued and sold from time to time by the corporation for such consideration and upon such terms as may, from time to time, be fixed by the Board of Directors without action by the stockholders.

Notwithstanding the provisions of section 30-1-26, Idaho Code, the Board of Directors of this corporation shall have power and authority from time to time to authorize the sale of, and to sell for cash or otherwise, all of any portion of the unissued and/or of the treasury stock of this corporation without said stock, or any thereof, being first offered to the shareholders of this corporation.

ARTICLE VI.

The corporate powers of this corporation shall be vested in a Board of Directors of not less than three (3) and no more than seven (7) members, who shall be elected annually by the shareholders, and who shall serve until the election and

qualification of their successors. A Director of this corporation need not be a shareholder therein. Directors who are to serve for the first corporation year shall be selected by the incorporators. Unless otherwise determined by the shareholders, the Board of Directors, by resolution, shall from time to time fix the number of directors within the limit herein provided. Five (5) shall constitute the initial Board.

ARTICLE VII.

The names and mailing addresses of the incorporators are as follows:

Name	Address
Marjorie P. Almquist	P.O. Box 463 Mullan, Idaho 83846
Walter Almquist	P.O. Box 425 Murray, Idaho 83874
Ronald G. Martin	322 12th Street St. Maries, Idaho 83861
Michael K. Branstetter	P.O. Box 709 Wallace, Idaho 83873

ARTICLE VIII.

The names and mailing addresses of the initial Directors are as follows:

Name	Address
Marjorie P. Almquist	P.O. Box 463 Mullan, Idaho 83846
Walter Almquist	P.O. Box 425 Murray, Idaho 83873
Ronald G. Martin	322 12th Street St. Maries, Idaho 83861
Michael K. Branstetter	P.O. Box 709 Wallace, Idaho 83873

Dennis Almquist

2208 E. Vista Drive
Missoula, Montana 59801

ARTICLE IX.

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.

ARTICLE X.

A director or 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 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 or officer 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; provided, that 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 of 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 interested, or who is a member of a firm so interested; or (2) at a stockholders meeting by a vote of a majority of the outstanding shares of stock of the corporation represented at such meeting and then entitled to vote, or by writing or writings signed by a majority of such holders of

stock which shall have the same force and effect as though such corporation, ratification or approval were made by the stockholders; and no director or officer shall be liable to account to the corporation for any profits realized by him through any such 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 permitted by law, or invalidate or made voidable 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 in quadruplicate this 6th day of April, 1988.

Marjorie P. Almquist
Marjorie P. Almquist

Walter Almquist
Walter Almquist

Ronald G. Martin
Ronald G. Martin

Michael K. Branstetter
Michael K. Branstetter

STATE OF IDAHO)
) ss
County of Shoshone)

I, Melissa Schaffelmaier, a notary public, do hereby
certify that on this 6th day of April 1988,
personally appeared before me MARJORIE P. ALMQUIST who being by me
first duly sworn, severally declared that she is the person who
signed the foregoing document as incorporators, and that the
statements therein contained are true.

Melissa Schaffelmaier
Notary Public in and for the State
of Idaho, Residing at: Wallace
My Commission Expires: 5/20/93

STATE OF IDAHO)
) ss
County of Shoshone)

I, Donald P. Almquist, a notary public, do hereby
certify that on this 22nd day of March 1988,
personally appeared before me RONALD G. MARTIN, who being by me
first duly sworn, severally declared that he is the person who
signed the foregoing document as incorporators, and that the
statements therein contained are true.

Donald P. Almquist
Notary Public in and for the State
of Idaho, Residing at: Mullan
My Commission Expires: 6/23/93

STATE OF IDAHO)
) ss
County of Shoshone)

I, Michael K. Branstetter, a notary public, do hereby
certify that on this 32nd day of March 1988,
personally appeared before me WALTER ALMQUIST, who being by me
first duly sworn, severally declared that he is the person who
signed the foregoing document as incorporators, and that the
statements therein contained are true.

Michael K. Branstetter
Notary Public in and for the State
of Idaho, Residing at: Ashton
My Commission Expires: 3/26/88

STATE OF IDAHO)
) ss
County of Shoshone)

I, Melissa Scheffelmanier, a notary public, do hereby
certify that on this 8th day of March 1988,
personally appeared before me MICHAEL K. BRANSTETTER, who being by
me first duly sworn, severally declared that he is the person who
signed the foregoing document as incorporators, and that the
statements therein contained are true.

Melissa Scheffelmanier
Notary Public in and for the State
of Idaho, Residing at: Wallace
My Commission Expires: 7/20/93