

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

PIONEER MOUNTAIN, INC.

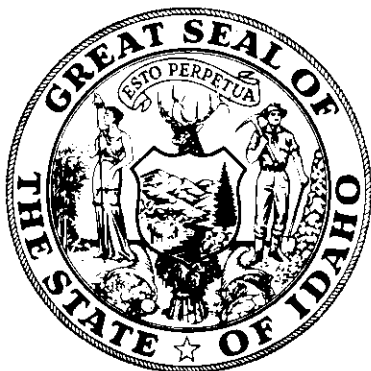
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

PIONEER MOUNTAIN, INC.

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: July 30, 1984



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

PIONEER MOUNTAIN, INC. 30 9 53 AM '84

SEVENTH ID STATE

THE UNDERSIGNED, acting as incorporators of a corporation under the Idaho Business Corporations Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is PIONEER MOUNTAIN, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized, is to do the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

FOURTH: The aggregate number of shares, which the corporation shall have authority to issue, is ONE HUNDRED THOUSAND (100,000). All shares are to be of one class with a par value of ONE AND NO/100ths (\$1.00) dollar per share.

FIFTH: The sale of stock of the corporation, after the original issue of stock, is restricted as follows:

No transfer of stock shall be valid, until thirty (30) days after the corporation, through its secretary, shall have had written notice of the proposed sale, the number of shares proposed to be sold, the price at which the proposed sale is to be made, and the name of the prospective buyer. During said thirty (30) days the corporation shall have the option to buy, at the price set by seller, any shares of outstanding stock before its owner, or the person in whose name it stands on the books of the corporation, may transfer them. Should the corporation not have the funds to buy the shares or should it

1 deem it undesirable to purchase them for any other reason,  
2 another existing shareholders shall have the option for an  
3 additional thirty (30) days of purchasing the shares at the  
4 price set by the seller in proportion to the number of shares  
5 then held by said shareholder. If not exercised within this  
6 time, any sale to third persons shall be valid. Should the  
7 corporation not take stock, then;

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9 A stockholder who desires to sell his shares of stock  
10 he must then first offer them for sale to the remaining stock-  
11 holders, it being the intention to give them a preference in the  
12 purchase of such shares, and any attempted sale in violation of  
13 this provision is null and void.

14 A stockholder desiring to sell his stock shall file notice  
15 in writing of his intention with the secretary of the corporation,  
16 stating the terms of sale, and unless his terms are accepted by  
17 any or all of the other stockholders within thirty (30) days  
18 thereafter, they shall be deemed to have waived their privilege  
19 of purchasing and he will be at liberty to sell to anyone else.

20 SIXTH: The address of the initial registered office of the  
21 corporation is P.O. Box 71, Mackay, Idaho, 83251 and the  
22 name of its initial registered agent, at such address, is  
23 Floyd McQuilliams.

24 SEVENTH: The number of directors constituting the initial board  
25 of directors of the corporation, is three (3), and the  
26 names and addresses of the persons who are to serve as  
27 directors until the first annual meeting of shareholders  
28 or until their successors are elected and shall qualify  
are: Floyd McQuilliams, P.O. Box 71, Mackay, Idaho 83251;

1 Marlin H. Felton, P.O. Box 835, Arco, Idaho 83213; Curtis  
2 R. Abel, Box 83, Arco, Idaho 83213.

3 SIGHT: The name and address of each incorporator is: Floyd  
4 Mcquilliams, P.O. Box 71, Mackay, Idaho 83251; Marlin H.  
5 Felton, P.O. Box 835, Arco, Idaho 83213; and Curtis R.  
6 Abel, Box 83, Arco, Idaho 83213.

7 Dated this \_\_\_\_\_ day of \_\_\_\_\_, 1984.

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FLOYD MCQUILLIAMS

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MARLIN H. FELTON

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CURTIS R. ABEL  
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