

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

~~THE REINDEER-QUEEN MINING COMPANY~~

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 REINDEER-QUEEN MINING COMPANY~~

, 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: December 7, 1981



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Penny Gressa*

ARTICLES OF INCORPORATION  
OF  
THE REINDEER-QUEEN MINING COMPANY

KNOW ALL MEN BY THESE PRESENTS, I, the undersigned acting as incorporator of a corporation under the Idaho Business Corporation Act adopts the following Articles of Incorporation for such Corporation.

ARTICLE I.

The name of said corporation shall be THE REINDEER-QUEEN MINING COMPANY.

ARTICLE II.

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

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

ARTICLE III.

The aggregate number of shares which the corporation shall have authority to issue is 2,000,000 shares of common stock with par value of ten cents (\$.10) each or an aggregate capitalization of \$200,000.00.

3.1. Each share shall be of the same class.

3.2. Shareholders shall have a pre-emptive right to acquire unissued or treasury shares or securities convertible into such or carrying a right to subscribe to or acquire shares. Pre-emptive rights shall be only an opportunity to acquire shares or other securities under such terms and conditions as the Board of Directors may fix for the purpose of providing a fair and reasonable opportunity for the exercise of such right.

3.3. Shareholders shall have the right to acquire shares otherwise than for cash as shall be determined and authorized by the Directors.

3.4. Assessment of shares shall be allowed under Sections 30-1-19 and 30-1-19A Idaho Code as the same may be amended from time to time, and shall be made for the purpose of paying expenses, conducting business or paying debts, and the corporation shall have the power to levy and collect assessments upon shares issued by the Corporation.

3.5. The Corporation shall have the right to redeem shares of its own stock.

#### ARTICLE IV.

The corporate existence of this corporation shall be perpetual.

#### ARTICLE V.

The principal place of business of this corporation shall be at Wallace, Shoshone County, Idaho. The registered agent shall be Harry F. Magnuson, Box 469, Wallace, Idaho 83873, the street address of said registered office being the Scott Building, Cedar Street, Wallace, Idaho 83873.

#### 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 incorporator. 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) members shall constitute the initial Board.

#### ARTICLE VII.

The names of those who are selected as initial directors until the first annual meeting or until their successors are elected and shall qualify are:

L.J. Randall	136 East Rockwood Spokane, Washington 99203
Charles A. Tilford	P.O. Box 3481 TA Spokane, Washington 99203
H.F. Magnuson	P.O. Box 469 Wallace, Idaho 83873.
J.L. McCarthy	3120 Crescent Rim Drive Building 3, Apartment 408 Boise, Idaho 83706
Anne H. Foreman	East 1029 De Smet Spokane, Washington 99202

#### ARTICLE VIII.


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 IX.

A director or officer of the corporation shall not, in the absence of actual fraud, be disqualified from his office by 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 any way 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 of 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 authorization, ratification or approval were made by the stockholders; and no director or officer shall be liable to account to the corporaion 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 of 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 then 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 I have hereunto set our hands this  
4th day of December, 19 81

  
Alden Hull

STATE OF IDAHO            )  
                                  ) ss  
County of Shoshone        )

On this 14th day of December, 1981 before me the undersigned,  
a Notary Public in and for the State aforesaid, personally  
appeared ALDEN HULL known to me to be the person whose name  
is subscribed to the foregoing instrument and acknowledged to  
me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand the day  
and year in this certificate first above written.

Melissa Schaffelmaier  
Notary Public in and for the State of  
Idaho, Residing at: Wallace  
My Commission expires: Lifetime

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AFFIDAVIT OF NON PRODUCTION


STATE OF IDAHO           )  
                                  ) ss  
County of Shoshone    )

ALDEN HULL, being first duly sworn deposes and says:

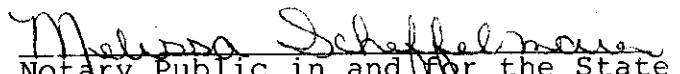
1. That he is the incorporator for The Reindeer Queen Mining Company.

2. The Company is a non productive mining corporation and therefore exempt from the corporation franchise tax as provided in Section 30-132 of the Idaho Code.

Dated this 4th day of December 1981

  
Alden Hull

Subscribed and sworn to before me this 4th day of December, 1981.

  
Notary Public in and for the State  
of Idaho, Residing at: Wallace  
My Commission Expires: Lifetime