

99436

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

GOLD N' SILVER DEAL, 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: August 17, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Larry Clark*

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ARTICLES OF INCORPORATION

OF

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GOLD N<sup>r</sup> SILVER DEAL, INC

ARTICLE I

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being over the age of twenty-one (21) years of age, have this day voluntarily associated ourselves for the purpose of forming a Corporation under the Idaho Business Corporation Act, and pursuant to the laws of the State of Idaho, we hereby adopt in duplicate the following Articles of Incorporation.

ARTICLE II

The name of this Corporation is and shall be : GOLD N<sup>r</sup> SILVER DEAL, INC

ARTICLE III

Its principal office in the State of Idaho is located at 460 North Yellowstone Ave., Pocatello, Id 83201. The name and address of its Resident Agent is Roger A. Deal, 1017 Linda Place, Pocatello, Idaho, 83201.

In furtherance of and not in limitation of the general powers conferred by the laws of the State of Idaho, it is expressly provided that this Corporation shall also have the following powers:

- a) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this Corporation, provided that the money or property of the Corporation shall not be used for the purchase of shares of its own stock when such use would cause any impairment of the capital of the Corporation. The Corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.
- b) To acquire by purchase or otherwise and to own, hold cancel, reissue, sell, pledge and otherwise deal in the bonds, debentures, notes and other securities and obligations of this Corporation.
- c) To borrow money and give security therefore.

- d) To enter into, make and perform and carry out contracts of every kind for any lawful purposes pertaining to its business, with any individual, entity, firm, association or corporation, or with any governmental, municipal, or public authority, domestic or foreign in accordance with the corporation laws of the State of Idaho.
- e) To do everything necessary, proper, convenient, or incidental to the accomplishment or the purposes and objects of this Corporation, or which is calculated directly or indirectly to promote the welfare or interests of the Corporation or enhance the value or render profitable any of its property or rights.
- f) To do any and all of the things in these Articles set forth, to the same extent as a natural person might or could do, and in any part of the world, as principals, alone or in company with others.
- g) In addition to the foregoing objects and purposes for which the Corporation is formed, this corporation shall have the power and right to do any and all things permitted to be done by a Corporation formed under the laws of the State of Idaho and shall have the power and right to do any and all things not expressly prohibited by the Corporation Laws of the State of Idaho.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers in each clause, shall, except where otherwise expressed, be in no wise limited or restricted by the reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes.

#### ARTICLE IV

The Corporation shall have authority to issue 1,000 shares of common stock at no par value.

#### ARTICLE V

The number of Directors constituting the initial Board of Directors will be THREE and the initial name and address of the persons who are to serve until the First Annual Meeting of Stockholders, or until their successors be elected and qualify are as follows:

ROGER A. DEAL	1017 Linda Pl, Pocatello, Id	83201
BRENT MILLS	P.O. Box 8, Malad City, Id	83252
DON BEMIS	306 N 200 W, Blackfoot, Id	83221

Said number may at any time be increased or decreased by a duly adopted amendment to these Articles of Incorporation, or a By-Law duly adopted, prior the issuance of any shares of the capital stock, by the Stockholders. There will be three initial stockholders.

#### ARTICLE VI

The duration of this Corporation shall be perpetual.

#### ARTICLE VII

The number of Original Incorporators signing these Articles of Incorporation shall be THREE, as provided by Idaho State Code 30-1-53. The names and addresses of the original incorporators are as follows:

ROGER A. DEAL	1017 Linda Pl., Pocatello, Id 83201
BRENT MILLS	P.O. Box 8, Malad City, Id 83252
DON BEAMIS	306 N 200 W, Blackfoot, Id 83221

#### ARTICLE VIII

The Capital Stock, after the amount of the subscription price, or par value, has been paid, shall be subject to no further assessment to pay debts of the Corporation, and no stock issued as fully paid up shall ever be assessable or assessed, and these Articles of Incorporation shall not end and cannot be amended or end, regardless of the vote thereof, and as to amend, modify or rescind this ARTICLE VIII or any of the provisions thereof.

#### ARTICLE IX

The undersigned being the Original Incorporators hereinabove named for the purpose of forming a Corporation to do the business both within and without the State of Idaho and being natural persons and over the age of consent, do make this Certificate, hereby declaring and certifying that the facts stated are true and for the uses and purposes as hereinabove stated.

IN WITNESS WHEREOF, we have accordingly hereunto set our hand this 23 day of August 1992 in Pocatello, Idaho.

Roger A. Deal  
Roger A. Deal

Brent Mills  
Brent Mills

Don Beamis  
Don Beamis

State of Idaho  
County of Bannock

On this 23 day of August 1992, personally appeared before me, the undersigned, a Notary Public in and for the above County and State, Roger A. Deal, Brent Mills, and Don Beamis known to me to be the persons having subscribed to the foregoing instrument and having acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned,

WITNESS MY HAND AND OFFICIAL SEAL THE DAY AND YEAR IN THIS CERTIFICATE FIRST ABOVE WRITTEN.

Patricia A. Wright  
Notary Public  
In and For said County and State  
Bannock County  
State of Idaho