

FILED EFFECTIVE

ARTICLES OF INCORPORATION
OF
PEARSON MINING COMPANY

08 JUL -9 AM 8:26
SECRETARY OF STATE
STATE OF IDAHO

I, H. James Magnuson, being over the age of eighteen (18) years of age and a citizen of the United States of America, for the purpose of forming a corporation under the Idaho Business Corporation Act under the provisions of Title 30, Chapter 1, Idaho Code, adopt the following articles of incorporation.

ARTICLE I

The name of this corporation shall be Pearson Mining Company.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The purpose for which this corporation is organized is to enter into any written or oral contract or to buy, sell, bargain, trade, convey, hire, rent, lease or in any other way acquire, disburse, obtain or release or provide, with or without written or oral contract or by any other lawful means, any form of personal property or services, without exception, and any form of real property, from or to any person, persons or entities, or any group, organization, governmental authority or business, at any time or in any place, anywhere without exception and transact any and/or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

This corporation shall have the authority to issue five hundred thousand (500,000) shares of capital stock of the par value of one dollar (\$1.00) per share. There shall be no other class or shares of stock in this corporation.

ARTICLE V

The owners of shares of stock of this corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends or otherwise.

IDAHO SECRETARY OF STATE
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ARTICLE VI

The Board of Directors shall have full power to adopt, alter, amend or repeal the bylaws or adopt new bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

ARTICLE VII

This corporation reserves the right to amend, alter, change or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of this corporation are granted subject to this reservation.

ARTICLE VIII

The address of the registered office of this corporation is 413 Cedar Street, Wallace, Idaho 83873, and the name of its registered agent at such address is Dennis O'Brien.

ARTICLE IX

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the bylaws, but the number of the first directors shall be three (3) and shall serve until the first meeting of shareholders and until successors are elected and qualified. The name and post office address of the first directors are as follows:

H. F. MAGNUSON
P. O. Box 469
Wallace, ID 83873

H. JAMES MAGNUSON
P. O. Box 2288
Coeur d'Alene, ID 83816

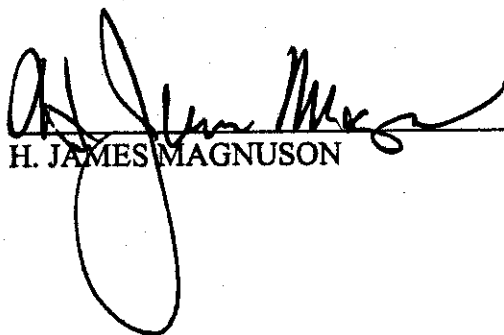
DENNIS O'BRIEN
P. O. Box 469
Wallace, ID 83873

ARTICLE X

The name and post office address of the incorporator of this corporation is as follows:

H. JAMES MAGNUSON
P. O. Box 2288
Coeur d'Alene, ID 83816

The incorporator has signed these Articles of Incorporation this 7 day of July, 2008.


H. JAMES MAGNUSON