



CERTIFICATE OF INCORPORATION  
OF

NEW DAWN MINING & EXPLORATION CO.

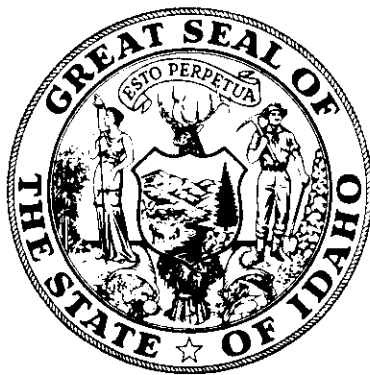
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

NEW DAWN MINING & EXPLORATION CO.

, 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: October 4, 1984



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

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ARTICLES OF INCORPORATION  
of  
NEW DAWN MINING & EXPLORATION CO.

ARTICLE I

NAME

The name of the corporation is NEW DAWN MINING & EXPLORATION CO.

ARTICLE II

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation in the State of Idaho is at 1420 Montana, Coeur d'Alene, Idaho, in Kootenai County. The registered agent at this address is Norman Ulrich.

ARTICLE III

DURATION

The corporation shall have perpetual existence.

ARTICLE IV

PURPOSES

The purposes for which this corporation is organized are:

- A. To own mining claims, real property and personal property;
- B. To develop mining claims and to buy and sell real and personal property;
- C. To prospect and develop mining claims;
- D. To undertake any other activity necessary to accomplish the above purposes or any other activity not prohibited by the laws of the State of Idaho or any other State that the corporation may do.

business in.

## ARTICLE V

### POWERS

The corporation may exercise any powers without limitation whatsoever, which a corporation may legally exercise under the General Business Corporations Act, Title 30, Idaho Code, under which this corporation is formed.

## ARTICLE VI

### CAPITAL STOCK

#### SECTION 1-AUTHORIZED SHARES:

The total number shares which this corporation is authorized to issue is 100,000 shares of common stock of ONE DOLLAR (\$1.00 ) par value.

#### SECTION 2-VOTING RIGHTS OF SHAREHOLDERS:

At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one (1) candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

#### SECTION 3-CONSIDERATION FOR SHARES:

The shares of stock shall be issued for such consideration but not less than the par value thereof, as shall be fixed from time to time by the Board of Directors. In the absence of fraud, the judgment of the Directors as to the value of any property or services received

in full or partial payment for shares shall be conclusive. When shares are issued upon payment of the consideration fixed by the Board of Directors, such shares shall be taken to be fully paid stock and shall be non-assessable.

## ARTICLE VII

### MANAGEMENT

For the management of the business, and for the conduct of the affairs of the corporation, and for the further definition, limitation and regulation of the powers of the corporation and its Directors and stockholders, it is further provided:

#### SECTION 1-SIZE OF BOARD OF DIRECTORS:

The initial Board of Directors shall consist of members whose names and addresses are as follows:

NORMAN ULRICH  
1420 Montana  
Coeur d'Alene, Idaho 83814

Such number may from time to time be increased or decreased in such manner as prescribed by the By-Laws.

#### SECTION 2-POWERS OF THE BOARD OF DIRECTORS:

In furtherance of, and not in limitation of, the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized and empowered:

A. To make, alter, amend, and repeal the By-Laws, subject to repeal or change by action of the shareholders;

B. To designate, by resolution or resolutions passed by a majority of the whole Board, one or more committees, each consisting of two or more Directors, which to the extent permitted by law and

authorized by the resolution of the By-Laws, shall have and may exercise the powers of the Board;

C. In addition to the power and authority hereinbefore, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such things as may be exercised or done by the corporation, subject nevertheless, to the provisions of the laws of the State of Idaho, of these Articles of Incorporation, and of the By-Laws of the corporation.

#### ARTICLE VIII

##### INCORPORATOR

The following person is the incorporator of the corporation:

NORMAN ULRICH  
1420 Montana  
Coeur d'Alene, Idaho 83814

#### ARTICLE IX

##### AMENDMENT OF ARTICLES

The provisions of these Articles of Incorporation may be amended, altered, or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Idaho, and additional provisions authorized by such laws as are then in force may be added. All rights herein conferred on the Directors, officers and stockholders, are granted subject to this reservation.

SIGNED:

Norman R. Ulrich  
NORMAN ULRICH

STATE OF IDAHO            )  
                                  )ss.  
County of Kootenai    )

On this 25 day of September, 1984, before me a notary public for said State, personally appeared Norman Ulrich, known to me to be the person whose name is subscribed to the above Articles of Incorporation and acknowledged to me under oath that he executed the same.

Stan Kelt  
NOTARY PUBLIC FOR IDAHO  
Residing at Coeur d'Alene