

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

GOLD PROJECTS LIMITED

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 GOLD PROJECTS LIMITED duly signed pursuant to the provisions of the Idaho Nonprofit 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: May 26, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By *Jamie Chadwick*

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ARTICLES OF INCORPORATION

OF

GOLD PROJECTS LIMITED

A NON-PROFIT CORPORATION

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KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being natural citizens of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the Corporation shall be GOLD PROJECTS LIMITED. This corporation is a non-profit organization as set forth under Title 30, Chapter 3, Idaho Code.

ARTICLE II

The Corporation's purposes are:

Any legal charitable purpose.

ARTICLE III

The corporation is to have a perpetual existence.

ARTICLE IV

The location and post office address of the corporation's registered office in this state shall be: 191 Addison Avenue, Twin Falls, ID 83301. That Lawrence Underwood shall be the registered agent, whose address is 191 Addison Avenue, Twin Falls, ID 83301.

ARTICLE V

This is a non-profit organization with members. The management of the affairs of the corporation is to be vested in its members pursuant to Section 30-314(c), Idaho Code. There may be different classes of membership, as provided by Section 30-308, Idaho Code. Such classes of members and manner of election or appointment, and the qualifications of the rights of the members of each class shall be set forth in the By-Laws.

ARTICLE VI

The name and post office addresses of the incorporators are as follows:

Larry Underwood	191 Addison Avenue Twin Falls, ID 83301
Sharilynne Underwood	191 Addison Avenue Twin Falls, ID 83301

ARTICLE VII

The Board of Directors shall consist of three members.

During the term of their office, or thereafter, the number of Directors shall be increased or decreased from time to time as provided by the By-Laws; provided, however, that the Board of Directors shall not be more than thirteen or less than three.

ARTICLE VIII

The membership has the power to elect directors as provided in the By-Laws.

ARTICLE IX

The names and addresses of the persons who are to serve as Directors until the first Annual Meeting of Members or until their successors shall be elected and qualified are as follows:

Lawrence E. Underwood

191 Addison Avenue
Twin Falls, ID 83301

Sharilynne A. Underwood

191 Addison Avenue
Twin Falls, ID 83301

Karen R. Stoner

191 Addison Avenue
Twin Falls, ID 83301

ARTICLE X

The power to appeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the Directors, to be exercised by such vote of the Directors, as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-Laws.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 13th day of May, 1992.

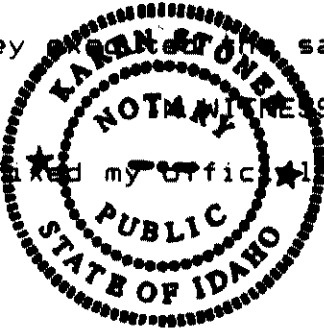

Lawrence E. Underwood

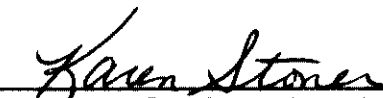

Sharilynne A. Underwood

STATE OF IDAHO)
) ss.
COUNTY OF TWIN FALLS)

On this 13th day of May, 1992, before me, Karen Stoner, a Notary Public in and for said State, personally appeared LAWRENCE E. UNDERWOOD and SHARILYNNE A. UNDERWOOD, known to me, or identified to me to be the person(s) who executed the foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.




Notary Public for the State of Idaho
Residing at Twin Falls, Id., therein.
Commission Expires: 1997