

CERTIFICATE OF INCORPORATION
OF

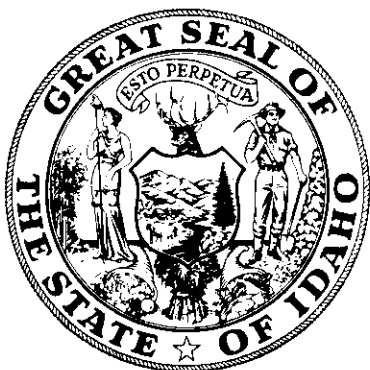
TEGERNSEE MINING AND MILLING CO., INC.

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 _____
TEGERNSEE MINING AND MILLING CO., INC.

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: February 24, 1928



SECRETARY OF STATE

by: _____

691241

ARTICLES OF INCORPORATION

OF

TEGERNSEE MINING AND MILLING CO., INC.

RECORDED
FEB 24 PM 2 09
CLERK OF STATE
KNOW ALL MEN BY THESE PRESENTS:

That we, DANIEL HENRY of Hailey, Blaine County, Idaho, RUPERT HOUSE of Blaine County, Idaho, and JAMES W. PHILLIPS of Blaine County, Idaho, all being persons of full age and citizens of the United States of America, do hereby, as incorporators thereof, form a corporation under the provisions of the laws of the State of Idaho, and we do hereby adopt Articles of Incorporation of such corporation as follows:

ARTICLE I

That the name of said corporation is: TEGERNSEE MINING AND MILLING CO., INC.

ARTICLE II

That the purposes for which said corporation is formed are as follows:

To engage in the business of mineral exploration, development, mining and processing;

To carry on any and all activity or activities that might be related to any of the above described powers of the said corporation;

To acquire, hold, possess, and own patents and copyrights, improvements, and franchises, or to acquire licenses under such patents and copyrights for the manufacture and sale of any and all machinery or improvements thereon or articles of any nature, and to beneficially use rights under such patents and copyrights by vending said patents or copyrights or rights or licenses thereunder;

To borrow money and to issue bonds, debentures and other obligations of the corporation and to mortgage or pledge its property to secure such borrowed money or other obligations;

To acquire, own, hold, lease, build and/or erect any and all buildings, structures and plants that may be deemed suitable to

the furtherance of the foregoing or for any purposes for which the corporation is formed, and to operate, manage, control, rent, sell or otherwise dispose of the same.

To receive, acquire, own, hold, purchase, dispose of, convey, mortgage, pledge and/or lease real and personal property of every kind, nature and description whether or not the same is used in connection with any of the purposes of said corporation; to dispose of, sell, lease, assign, transfer, mortgage, pledge and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, assign, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidence of indebtedness of other corporations, domestic or foreign; to acquire, invest in, own and dispose of the capital stock of the corporation; and also to have all of the powers and authority authorized or provided for by Section 30-114 of Idaho Code Annotated, as amended; and

To exercise and perform any and all powers, objectives and purposes permitted by the laws of the State of Idaho and elsewhere.

ARTICLE III

That the duration of said corporation shall be perpetual.

ARTICLE IV

That the location of the office of said corporation is 316
2A Daniel Henry
2nd Avenue North, Hailey, Idaho, and the post office address of the registered office of said corporation in Idaho shall be Post Office Box 1197, Hailey, Blaine County, Idaho, 83333. Branch offices or places of business of said corporation may be hereafter established at any other place either within or without the State of Idaho whenever necessary in the judgment of the Board of Directors for the proper prosecution of the objects and purposes of said corporation.

ARTICLE V

That the shares of stock of said corporation are not to be classified and shall all be common stock, and that the authorized

shares of said corporation shall be 25,000 of the par value of One Dollar (\$1.00) per share. Each share of common stock shall be entitled to one (1) vote and shall represent all of the voting shares of the corporation.

That said shares of stock shall be fully paid up before being issued and after issuance shall be non-assessable.

ARTICLE VI

That the number of Directors of said corporation shall be fixed by the By-Laws of the corporation. The first Board of Directors shall be three (3) in number, consisting of DANIEL HENRY, RUPERT HOUSE and JAMES W. PHILLIPS, who shall serve until the annual election of Directors in the year 1982.

ARTICLE VII

That the qualification, term of office, manner of election, time and place of meeting and the powers and duties of the Directors of this corporation shall be prescribed by the By-Laws. That the Directors of the corporation shall have the power and authority to alter, repeal and amend the By-Laws, and adopt new By-Laws of the corporation, in the manner fixed by the By-Laws of the corporation.

ARTICLE VIII

That the names and post office addresses of the incorporators of said corporation and the number of shares therein subscribed by each of said incorporators are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>
DANIEL HENRY	P.O. Box 411 Sun Valley, Idaho 83353	5,000
RUPERT HOUSE	Star Route Hailey, Idaho 83333	5,000
JAMES W. PHILLIPS	P.O. Box 1197 Hailey, Idaho 83333	5,000

ARTICLE IX

No contract or other transaction between the corporation or any person, partnership or other corporation (whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation), and no act of the

corporation shall in any way be effected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in any contract or transaction of the corporation, and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this company which shall authorize such contract or transaction, and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation and not so interested.

ARTICLE X

The corporation may enter into voting trusts as allowed by applicable statutes, and may also enter into restrictive agreements with its Stockholders for the repurchase of its corporate stock in the event of death, permanent disability, retirement, sale, bankruptcy or seizure by process of law; further, said corporation may enter into deferred compensation plans to include profit sharing plans with its employees, and may further exercise its right to qualify as a small business corporation under the applicable sections of the Internal Revenue Code of the United States.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 31st day of December, 1981.

D. JANEZ

DANIEL HENRY

RUPERT HOUSE

JAMES W. PHILLIPS

STATE OF IDAHO)
) ss.
County of Blaine)

On this 18th day of JAN, 1982, before me, a Notary Public in and for said State, personally appeared DANIEL HENRY, ~~RUPERT HOUSE~~ and ~~JAMES W. PHILLIPS~~, known to me to be the persons whose names are subscribed to the within 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.

Joseph J. J. J.
Notary Public
Residing at:

151 Van Riper Ave.
Cliff - NJ

STATE OF IDAHO)
) ss.
County of Blaine)

On this 22nd day of February, 1982, before me, a
Notary Public in and for said State, personally appeared
JAMES W. PHILLIPS, known to me to be the person whose names is
subscribed to the within instrument, and acknowledged to me that
he executed the same.

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

Joe Anne L. Reed
Notary Public
Residing at: Hailey, Idaho

STATE OF IDAHO)
) ss.
County of Blaine)

On this 22nd day of February, 1982, before me, a
Notary Public in and for said State, personally appeared RUPERT
HOUSE, known to me to be the person whose name is subscribed to
the within instrument and acknowledged to me that he executed
the same.

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

Joe Anne L. Reed
Notary Public
Residing at: Hailey, Idaho