

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

UNITED MINING CORPORATION

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: November 19, 1987



*Pete T. Cenarrusa*  
SECRETARY OF STATE

by: *Sandra M. Hawley*

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ARTICLES OF INCORPORATION  
OF  
UNITED MINING CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have associated ourselves together for the purposes of forming a corporation under and by virtue of the laws of the State of Idaho, and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be UNITED MINING CORPORATION.

ARTICLE II

The address of the initial registered office of the corporation is 1661 Shoreline Drive, Suite 119, Boise, Idaho 83702, or at such other place as may be determined by the Board of Directors. The name of the initial registered agent at such address is MICHAEL E. DONNELLY.

ARTICLE III

The nature of the business and of the purposes and objects of the corporation shall be to conduct any and all mining activities and any and all lawful acts or activities for which corporations may be organized or in which they may engage under the laws of the State of Idaho, or of any other state, territory, nation or country in which the corporation may conduct business.

The corporation shall have and exercise the statutory powers specified in Section 30-1-4, Idaho Code, as the same now exist or may

hereafter be amended and, further, the corporation shall have the power to do everything necessary, proper, plausible or convenient for the accomplishment of the above stated purposes and to do all other things necessary and incident thereto or in connection therewith which are not forbidden or prohibited by the laws of the State of Idaho or by these Articles.

#### ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be 5,000 shares having no par value and such shares shall be paid for at such time, and in such manner, as the Board of Directors shall determine. All or any portion of the capital stock may be issued in payment for real or personal property, services or any other things of value, for the uses and purposes of the corporation, and when so issued, shall be fully paid, the same as though paid for in cash, and the Directors shall be the sole judges of the value of the property, right or thing acquired in exchange for capital stock. The shares of the capital stock of the corporation, when issued, shall be fully paid and nonassessable.

#### ARTICLE V

There shall be one class of shares which shall be common shares and each share shall have equal voting powers and shall entitle the holder thereof to one vote.

#### ARTICLE VI

The time of commencement of this corporation shall be upon the issuance to the corporation of a certificate of incorporation as provided by Section 13-1-56, Idaho Code, and the period of the corporation's duration is perpetual.

#### ARTICLE VII

The affairs of the corporation are to be conducted by a Board of Directors of at least one but no more than seven members, or as provided in the Bylaws. The number of Directors constituting the initial Board of Directors of the corporation is four, and the names and addresses of the persons who are to serve as such Directors until the first annual meeting of shareholders or until the successors to said initial Directors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
William J. Smith	P. O. Box 2007 Mt. Home, ID 83647
Michael E. Donnelly	2708 No. 26th Street Boise, ID 83702
Steven D. Severn	1150 W. State Street Boise, ID 83702
Larry Johnson	150 E. 10th No. Mt. Home, ID 83647

#### ARTICLE VIII

In addition to these Articles and the Bylaws of the corporation and the laws of the State of Idaho, the provisions for the regulation for the internal affairs of the corporation include, but are not limited to, the fact that the corporation's stock is restricted in its transfer as provided in the Bylaws of the corporation and/or by agreement between the shareholders.

#### ARTICLE IX

The property of the shareholders, members, directors and officers of this corporation shall be forever exempt from corporate debts and liabilities.

ARTICLE X

The names, residences, post office addresses, and number of common shares subscribed by each of the Incorporators are as follows:

William J. Smith	1501 Shares
Michael E. Donnelly	1501 Shares
Steven D. Severn	999 Shares
Larry Johnson	999 Shares

ARTICLE XI

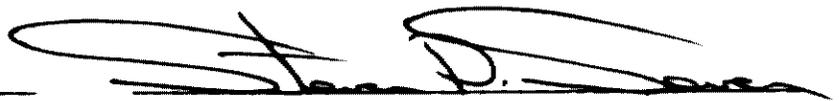
The Board of Directors may declare dividends on its issued and outstanding common stock payable in cash, property or its own shares except when the corporation is insolvent or when payment thereof would render the corporation insolvent. The Board of Directors may distribute to its shareholders out of the capital surplus of the corporation a portion of the assets, in cash or property, subject to the restrictions contained in Section 30-1-46, Idaho Code, as it now exists or may hereafter be amended.

ARTICLE XII

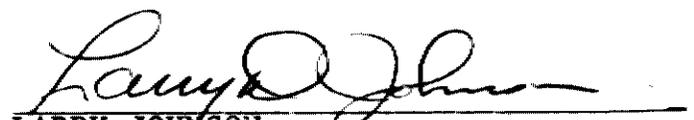
The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation.

DATED this 1<sup>st</sup> day of November, 1987.

  
WILLIAM J. SMITH

  
STEVEN D. SEVERN

  
MICHAEL E. DONNELLY

  
LARRY JOHNSON

STATE OF IDAHO )  
                  : ss.  
County of Ada )

On this 14<sup>th</sup> day of November, 1987, before me, the undersigned Notary Public, personally appeared WILLIAM J. SMITH, MICHAEL E. DONNELLY and STEVEN D. SEVERN, known to me to be the persons whose names are subscribed to the foregoing document, and acknowledged to me that they executed the same for the purposes therein contained.

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

  
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NOTARY PUBLIC FOR IDAHO  
Residing at Boise, Idaho  
My Commission Expires: 4/17/91

STATE OF IDAHO )  
                  : ss.  
County of Ada )

On this 18<sup>th</sup> day of November, 1987, before me, the undersigned Notary Public, personally appeared LARRY JOHNSON, known to me to be the person whose name is subscribed to the foregoing document, and acknowledged to me that he executed the same for the purposes therein contained.

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

  
\_\_\_\_\_  
NOTARY PUBLIC FOR IDAHO  
Residing at Boise, Idaho  
My Commission Expires: 4/17/91