

253

# APPLICATION FOR REGISTRATION OF FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

SECRETARY OF STATE  
STATE OF IDAHO



FILED

1. The name of the limited liability company is: Sun Valley Gold LLC
2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:
3. The jurisdiction under whose laws the limited liability company is organized is Delaware, and the date of its formation was December 1998
4. The name and street address of the registered agent in Idaho is: C T CORPORATION SYSTEM, 300 North 6th Street, Boise, Idaho 83701
5. The address of the limited liability company's office in the jurisdiction under whose laws it is organized is: c/o The Corporation Trust Company, 1209 Orange St. Wilmington, Delaware 19801
6. The address of the limited liability company's principal office, if other than the address in #5 above, is: Sun Valley Gold LLC, 620 Sun Valley Road, Sun Valley, Idaho 83353
7. The address to which correspondence should be addressed is: same as above (6)

8. Signature of a manager, if any, or a member if there are no managers.

Peter E. Pront

Peter Pront, ORGANIZER

Typed or Printed Name  
 Manager  Member

9. Signature of the registered agent named in #4 above.

C T CORPORATION SYSTEM

Pat Mola

Patrick A. Nolan

DATA - CTS Form 001a

Assistant Secretary

SEARCHED	INDEXED	SERIALIZED	FILED
Secretary of State use only			
TENNEE SECRETARY OF STATE			
01/19/1999 09:00			
CX: 13208988 CT: 4567 NH: 179646			
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1 E 20.00 = 20.00 EXPEDITE C 8 3			

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State of Delaware  
Office of the Secretary of State

PAGE 1

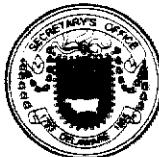
99 JAN 19 AM 10: 18

SECRETARY OF STATE  
STATE OF IDAHO

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY "SUN VALLEY GOLD LLC" IS DULY FORMED  
UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING  
AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE  
SHOW, AS OF THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE  
NOT BEEN ASSESSED TO DATE.

  
Edward J. Freel, Secretary of State



2971875 8300

981495176

AUTHENTICATION: 9479834

DATE: 12-22-98

## CONSENT TO USE OF NAME

99 JAN 19 AM 10: 18

Sun Valley Gold Company, a corporation organized under the Laws of the State  
of Idaho, hereby consents to the qualification of Sun Valley Gold LLC in the State of  
Idaho.

IN WITNESS WHEREOF, the said Sun Valley Gold Company has caused this  
consent to be executed by its president and attested under its corporate seal by its  
secretary, this 7<sup>th</sup> day of January 1999.

Sun Valley Gold Company

By: Peter F. Palmedo, President

Attest:

Dinda J. Kist  
Secretary

00864.001 #58646

**CONSENT TO USE OF NAME**

**Sun Valley Gold, L.P., a Limited Partnership organized under the laws of the State of Idaho, hereby consents to the qualification of Sun Valley Gold LLC in the State of Idaho.**

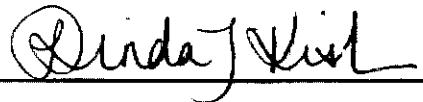
**IN WITNESS WHEREOF, the said Sun Valley Gold, L.P. has caused this consent to be executed by its organizer, this 7<sup>th</sup> day of January 1999.**

**Sun Valley Gold, L.P.**

**By:**

**Peter F. Palmedo  
President, Sun Valley Gold Company,  
General Partner**

**Attest:**



00864.001 #58644