



CERTIFICATE OF INCORPORATION
OF

BENNETT CONSULTING, INC.

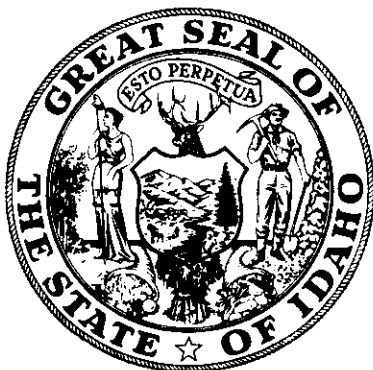
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

BENNETT CONSULTING, 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 July 24, 19 81.



SECRETARY OF STATE

Corporation Clerk

JUL 24 8 41 AM '81

ARTICLES OF INCORPORATION

OF

BENNETT CONSULTING, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Incorporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is: BENNETT CONSULTING, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

(a) To provide consulting services relative to the construction of mining and milling facilities.

(b) To carry on any other kind of business or business activities that the Board of Directors may from time to time deem to be advisable or proper in connection with the mining and milling business.

(c) To purchase, lease, own, sell, mortgage, sublease, and otherwise acquire lands, buildings, easements or property, real and personal, which may be requisite for the purposes or are capable of being conveniently used in connection with any of the objects of this corporation, and to enter into, make, perform and carry out contracts of every sort and kind with any person, and to acquire and take over the good will, property, rights, franchises and assets of every kind and the liabilities of any person, firm, association, or corporation, either wholly or in part, and to pay

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1 for the same in cash, stocks or bonds of the corporation, or other-
2 wise.

3 (d) In the purchase of or acquisition of property,
4 business rights or franchises or for any other object in and about
5 its business or affairs, to incur debt and to borrow and secure the
6 payment of money in any lawful manner including the issue and sale
7 or other disposition of bonds, debentures, notes and other
8 evidences of indebtedness.

9 (e) Without in any particular way limiting any of the
10 objects or purposes or powers of the corporation, the business or
11 purposes of the company shall be empowered from time to time to do
12 any one or more or all of the acts and things herein set forth and
13 to engage in the general commercial business, and all such other
14 acts, things and business in any way connected therewith or
15 auxiliary thereto.

16 (f) To transact any and all lawful business for which
17 corporations may be incorporated under the Idaho Business Corpora-
18 tion Act.

19 FOURTH: The aggregate number of shares which the corpor-
20 ation shall have authority to issue is:

21	<u>TYPE</u>	<u>NUMBER</u>	<u>PAR</u>	<u>AGGREGATE</u>
22	Common	25,000	\$1.00	\$25,000.00

23 FIFTH: Provisions denying preemptive rights are:
24 None.

25 SIXTH: Provisions for the regulation of the internal
26 affairs of the corporation are: None.

27

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1 SEVENTH: The address of the initial registered office of
2 the corporation is 817 Union Street (P.O. Box D), Filer, Idaho
3 83328, and the name of its initial registered agent at such address
4 is ANN B. SWEENEY.

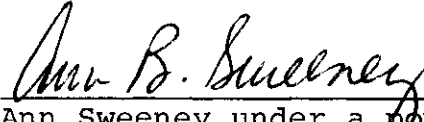
5 EIGHTH: The number of directors constituting the initial
6 board of directors of the corporation is two. This number may be
7 changed by the Bylaws of the corporation, and the names and ad-
8 dresses of the persons who are to serve as directors until the
9 first annual meeting of shareholders or until their successors are
10 elected and shall qualify are:

11	<u>NAME</u>	<u>ADDRESS</u>
12	Carl C. Bennett	817 Union Street (P.O.Box D)
		Filer, Idaho 83328
13	Rubel L. Bennett	817 Union Street (P.O.Box D)
14		Filer, Idaho 83328

15 NINTH: The name and address of each incorporator is:

16	<u>NAME</u>	<u>ADDRESS</u>
17	Carl C. Bennett	817 Union Street (P.O.Box D)
18		Filer, Idaho 83328
19	Rubel L. Bennett	817 Union Street (P.O.Box D)
		Filer, Idaho 83328

20
21 Dated this 22nd day of July, 1981.

22 
23 Ann Sweeney under a power of attorney
24 for Carl C. Bennett and Rubel L.
Bennett

25 STATE OF IDAHO)
26) ss.
27 County of Twin Falls)

28 On this 22nd day of July, 1981, before me, the under-

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1 signed, a Notary Public in and for the said County and State,
2 personally appeared ANN SWEENEY, under a power of attorney for
3 Carl C. and Rubel L. Bennett, known to me to be the person whose
4 name is subscribed to the foregoing instrument, and acknowledged
5 to me that she executed the same.

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

9
10 Kim Quigley
Notary Public for Idaho
Residing at Bur Idaho
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