

# State of Idaho

## Department of State.

### CERTIFICATE OF AUTHORITY OF

ECHO BAY EXPLORATION INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ECHO BAY EXPLORATION INC.

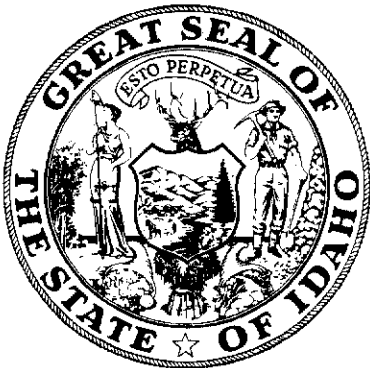
\_\_\_\_\_ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to ECHO BAY EXPLORATION INC.

to transact business in this State under the name ECHO BAY EXPLORATION INC.

\_\_\_\_\_ and attach hereto a duplicate original of the Application for such Certificate.

Dated April 24, 1987



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Lucy J. Clark*

Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is ECHO BAY EXPLORATION INC. 7 9 20
  
2. \*The name which it shall use in Idaho is ECHO BAY EXPLORATION INC.
  
3. It is incorporated under the laws of Delaware
  
4. The date of its incorporation is July 2, 1984 and the period of its duration is perpetual
  
5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801
  
6. The address of its proposed registered office in Idaho is 300 North 6th Street Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
  
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: to engage in mining or mineral exploration and in any and all lawful business for which corporations may be incorporated under the Idaho Code, as amended from time to time.
  
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Robert F. Calman</u>	<u>Director</u>	<u>1500 Walnut Street Philadelphia, PA 19102</u>
<u>John Zigarlick, Jr.</u>	<u>Director</u>	<u>3300, 10180 - 101 Street Edmonton, Alberta T5J 3S4</u>
<u>Richard C. Kraus</u>	<u>Director</u>	<u>4050, 370 Seventeenth Street Denver, Colorado 80202</u>

- see attachment
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>common</u>	<u>no par value</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>common</u>	<u>no par value</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 1, 19 87

ECHO BAY EXPLORATION INC.

By Leo D. Kirwan  
Leo D. Kirwan

Its Vice President

and Robert L. Leclerc  
Robert L. Leclerc

Its Secretary

DOMINION OF CANADA )  
~~STATE OF~~ )  
PROVINCE OF ALBERTA ) ss:  
~~CITY OF~~ CITY OF EDMONTON )

I, MICHAEL GLUCKMAN, a notary public, do hereby certify that on this 1st day of April, 19 87, personally appeared before me Robert L. Leclerc, who being by me first duly sworn, declared that he is the Secretary of Echo Bay Exploration Inc.

that he signed the foregoing document as Secretary of the corporation and that the statements therein contained are true.

[Signature]  
Notary Public

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

ATTACHMENT TO APPLICATION  
FOR CERTIFICATE OF AUTHORITY

Directors:

Robert F. Calman  
1500 Walnut Street  
Philadelphia, PA 19102

John Zigarlick, Jr.  
Suite 3300, 10180 - 101 Street  
Edmonton, Alberta T5J 3S4

Richard C. Kraus  
Suite 4050, 370 - 17th Street  
Denver, Colorado 80202

Officers:

Office

Name and Address

Chairman of the Board

Robert F. Calman  
1500 Walnut Street  
Philadelphia, PA 19102

President

John Zigarlick, Jr.  
Suite 3300, 10180 - 101 Street  
Edmonton, Alberta T5J 3S4

Senior Vice President

Peter Clarke  
Suite 4050, 370 - 17th Street  
Denver, Colorado 80202

Senior Vice President

Richard C. Kraus  
Suite 4050, 370 - 17th Street  
Denver, Colorado 80202

Vice President and  
Assistant Secretary

John L. Azlant  
Suite 4050, 370 - 17th Street  
Denver, Colorado 80202

Vice President

Richard H. Bennett  
Suite 4050, 370 - 17th Street  
Denver, Colorado 80202

Vice President

Alan Broughton  
202 East 39th Street  
New York, NY 10016

Vice President

Leo D. Kirwan  
Suite 3300, 10180 - 101 Street  
Edmonton, Alberta T5J 3S4

Vice President and  
Assistant Secretary

Ronald J. Simpson  
Suite 3300, 10180 - 101 Street  
Edmonton, Alberta T5J 3S4

Controller

Peter H. Cheesbrough  
Suite 3300, 10180 - 101 Street  
Edmonton, Alberta T5J 3S4

Treasurer

Raymond W. Jenner  
Suite 3300, 10180 - 101 Street  
Edmonton, Alberta T5J 3S4

Secretary

Robert L. Leclerc  
Suite 2900, 10180 - 101 Street  
Edmonton, Alberta T5J 3V5

Assistant Secretary

Patrick T. Sugiura  
Suite 3300, 10180 - 101 Street  
Edmonton, Alberta T5J 3S4

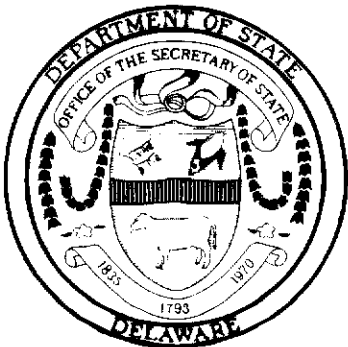


1987 APR 9 20

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY ECHO BAY EXPLORATION INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION: 11171460  
DATE: 03/17/1987



A DIVISION OF INFOSEARCH INC.  
1560 BROADWAY SUITE 760  
DENVER CO 80202  
800-423-7398

APRIL 8, 1987

SECRETARY OF STATE  
STATEHOUSE  
ROOM 203  
BOISE ID 83720

ATTN: CORPORATION DIVISION

LETTER OF ASSIGNMENT

RE: ECHO BAY EXPLORATION INC. RESERVED: MARCH 23, 1987

PLEASE ASSIGN THE ABOVE NAME TO LEO D. KIRWAN

SIGNED Nora Medina NORA MEDINA

DATED April 8, 1987

THANK YOU FOR ASSISTANCE IN THIS MATTER.

SINCERELY,

Nora Medina  
NORA MEDINA