

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

**LOUIS E. CLAPP**  
I, ~~ARNOLD WILLIAMS~~ **ARNOLD WILLIAMS**, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of **GABRIEL MINES COMPANY, INC.**

was filed in the office of the Secretary of State on the **Twenty-first** day of **December** A.D. One Thousand Nine Hundred **Sixty-six** and ~~will be~~ duly recorded on ~~Microfilm~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual existence** from the date hereof, with its registered office in this State located at **Gooding** in the County of **Gooding**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **21st** day of **December**, A.D., **1966**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
GABRIEL MINES COMPANY, INC.

The undersigned natural persons of the age of twenty-one years or more,  
and all being Citizens of the United States of America  
acting as incorporators of a corporation (hereinafter referred to as "Corporation") under  
the provisions of the Idaho Business Corporation Act (hereinafter referred to as the  
"Act"), adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is GABRIEL MINES COMPANY, INC.

ARTICLE II

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE III

Purposes and Powers

The objects and purposes for which this corporation is formed are: as principal,  
agent or otherwise, to do in any part of the world any and all things hereinafter set forth  
to the same extent as natural persons might or could do in furtherance thereof, but not in  
limitation of the general powers conferred by the laws of the State of Idaho. We expressly  
provide that this corporation shall have power:

(a) To purchase, locate, lease or other wise acquire, mines, mining claims,  
mining rights, and lands and any interest therein, and explore, work, exercise, develop,  
and turn to account the same; to quarry, mine, smelt, refine, dress, amalgamate, and  
prepare for market, ore metal and mineral substances of all kinds, and to carry on any  
other operations or business which may seem necessary, convenient, or incidental to any  
of the objects of the company; to buy, sell, manufacture, and deal in minerals, plants,

machinery, implements, conveniences, provisions, and things capable of being used in connection with the mining or other operations of this corporation, or required by workmen and others employed by the company; to construct, carry out, maintain, improve, manage, work, control, and superintend, any roads, ways, railways, bridges, reservoirs, watercourses, aqueducts, wharves, furnaces, mills, crushing works, hydraulic works, factories, warehouses, and other works and conveniences which may seem necessary, convenient, or incidental to any object of the company and to contribute to subsidize, or otherwise aid or take part in any such operations.

(b) Capacity to Act. To have the capacity to act possessed by natural persons. To carry on its business within or without the State of Idaho and in foreign countries.

(c) To appoint Officers and Agents. To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.

(d) To Act as Agent. To act in the State of Idaho and in any state, territory, district, or possession of the United States, or in any foreign country, in the capacity of agent or representative for any individual association, corporation, or other legal entity, respecting any business.

(e) To Deal in Real Property. To acquire (by purchase, exchange, lease, hire or otherwise,) hold, own, improve, manage, operate, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(f) To deal in Personal Property, Generally. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own manage, operate, mortgage, pledge, hypothecate, exchange, sell deal in and dispose of, either alone or in conjunction with others, personal property and commodities of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(g) To Deal in Securities Generally. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares of other interest in,

or obligations of other domestic or foreign corporations, associations, partnerships or individuals or direct or indirect obligations of the United States or any government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To Deal in Its Own Securities. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of the shares of the Corporation but it shall not purchase, either directly or indirectly, its own shares except out of its earned surplus or, with the affirmative vote of the holders of at least two-thirds of all shares entitled to vote thereon, out of its capital surplus, except as otherwise permitted by the Act, by other law, or by these Articles of Incorporation.

(i) To Deal in Charters, Licenses and Memberships. To acquire (by application, assignment, purchase, exchange, lease, hire, or otherwise), hold, own, use, license, lease, sell, convey or mortgage, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to charters, franchises, licenses, permits, whether indeterminate or otherwise, certificates of convenience and necessity, certificates of authority, memberships, and other authorizations.

(j) To Deal in Inventions, Copyrights, and Trade-Marks. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise,) hold, own, use, license, lease and sell either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters, patent and applications, therefore, licenses, formulas, privileges, processes, copyrights and applications therefor, trademarks and applications therefor, trade names and applications therefor.

(k) To Deal in Good Will. To acquire (by purchase, exchange, lease, hire, or otherwise), hold, own, use, assign, lease, sell, convey and mortgage, either alone or in conjunction with others, the rights, property and business of any person, entity, partnership, association, or corporation heretofore or hereafter engaged in any business.

(l) To Enter Into Profit Sharing Arrangements and Partnerships. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or

co-operative association with any corporation, association, partnership, individual, or other legal entity, for the carrying on of any business.

(m) To Make Contracts. To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

(n) To Borrow Funds. To borrow or raise moneys for any of the purpose of the Corporation, and from time to time, without limit as to an amount, to execute, accept, endorse and deliver, as evidence of such borrowing all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance, or assignment in trust of, the whole, or any part, of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(o) Ancillary Powers. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

(p) To enter into contracts with persons, firms or corporations to sell the stock of this Corporation upon such terms and conditions as may be permitted by resolution of the Board of Directors of this Corporation.

(q) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

## ARTICLE IV

### Registered Office--Location

The address of the registered office of the Corporation is P. O. Box 178, Gooding, Idaho.

## ARTICLE V

### Authorized Shares----Stock Non-assessable----Voting Power----Dividends

Section 1. Authorized shares. The total authorized capital stock of the Corporation shall be divided into 100 (One Hundred) shares of common stock having no par value.

Section 2. Stock Non-assessable. The private property of the stockholders of this Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

Section 3. Voting Power. The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of said common stock, who shall be entitled to one vote for each share of common stock held by them of record.

Section 4. Dividends. The holders of the capital stock shall be entitled to receive, when and as declared by the Board of Directors, out of the unreserved earned surplus of the Corporation, as defined in the Idaho Business Corporations Act, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation. ✓

Section 5. From time to time, the capitalization of this Corporation may be increased or decreased as provided by law and if the capitalization is increased such amendment may provide for different classes of stock with voting or dividend rights or privileges as may be provided in such amendment.

## ARTICLE VI

### Provisions for Regulation of the Internal Affairs of the Corporation.

Section 1. Meetings of Shareholders. Meetings of the shareholders of the Corporation may be held at such place, within or without the State of Idaho, as may be

provided in the Code of By-Laws. In the absence of any such provisions, all meetings shall be held at the registered office of the Corporation.

Section 2. Meetings of Directors. Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Idaho.

Section 3. Code of By-Laws. The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the Code of By-Laws, or to adopt a new Code of By-Laws, shall be vested in the Board of Directors. The Code of By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act, or these Articles of Incorporation.

## ARTICLE VII

### Directors

Section 1. Initial Board of Directors. The initial Board of Directors, shall consist of three members, who need not be residents of the State of Idaho or shareholders of the Corporation.

Section 2. Increase or decrease of Directors. The number of directors shall be not less than three, nor more than five, which number may be increased or decreased from time to time by amendment of the By-Laws; but no decrease shall have the effect of shortening the term of any incumbent director. In case any increase in number of directors, the additional directors may be elected by the directors then in office and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

## ARTICLE VIII

No contract or other transaction between the Corporation and any 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 affected or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and director

individually, or any firm of which a director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLEIX

The names and post office address of the incorporators and the number of shares subscribed by each are as follows:

Floyd Uria	Gooding, Idaho	One Share
Vivian Burden	Gooding, Idaho	One Share
Don Beith	Gooding, Idaho	One Share

IN WITNESS WHEREOF, We have hereunto set our hands and seals this

16<sup>th</sup> day of December, 1966.

Floyd Uria  
Vivian Burden  
Don Beith

STATE OF IDAHO     )  
                              ) SS.  
County of Gooding    )

On this 16<sup>th</sup> day of December, 1966, before me the undersigned a Notary Public in and for said State, personally appeared FLOYD URIA, VIVIAN BURDEN and DON BEITH, 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 in this certificate first above written.

Phillips M. Becker  
Notary Public for the State of Idaho  
Residing at Gooding, Idaho.