



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

IMPRIMIS I, INCORPORATED

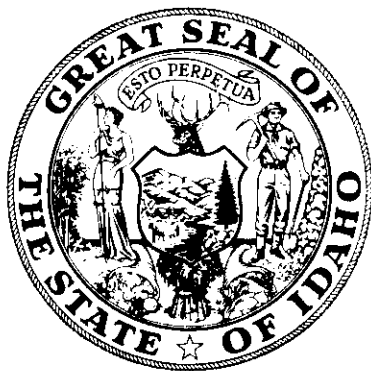
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

IMPRIMIS I, INCORPORATED

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: *October 19, 1981*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
IMPRIMIS I, INCORPORATED

We, the undersigned, all of whom are of full age, and citizens of the United States of America, hereby sign and acknowledge the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Idaho:

FIRST: The name of the corporation is: IMPRIMIS I, INCORPORATED.

SECOND: The purposes are: Exploration, prospecting for ores and the development and refining of same together with any kind and any lawful purpose for which corporations may be organized under the Idaho Business Corporations Act.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Idaho upon corporations formed under the Business Corporation Act of the State of Idaho, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

THIRD: The duration is to be perpetual.

FOURTH: The location and post office address of its registered office in the State of Idaho is Route 1 Box 83-D, Idaho Falls, Idaho 83401 and the name of its registered agent at that address is H. Larry Spilker.

FIFTH: The total number of shares of stock which the corporation shall have authority to issue shall be two hundred thousand (200,000) shares of common stock of the par value of One Dollar (\$1.00) each, amounting in the aggregate to Two hundred thousand Dollars (\$200,000).

The relative rights, voting power, preferences and restrictions granted to or imposed upon the shares of common stock shall be as follows:

Shares of stock of this corporation are to be issued and held by each and every stockholder upon and subject to the following terms and conditions:

No stockholder shall pledge, sell, assign, or otherwise dispose of any share or shares of stock of this corporation to any person, firm, corporation or association, nor shall the executor, administrator, trustee, assignee or other legal representative of a deceased stockholder pledge, sell, assign, transfer or otherwise dispose of any share or shares of the stock of this corporation to any person, firm, corporation or association nor to any next of kin or legatee or legatees of a deceased stockholder, without first offering said share or shares of stock for sale to the corporation at a price representing the true book value thereof at the time of said offer and the corporation shall have the right to purchase the same out of any funds legally available therefore by the payment of such purchase price at any time within thirty (30) days after receipt of written notice of said offer. In the event that the corporation does not accept the offer to sell share or shares within thirty (30) days after receipt of the notice of said offer herein-before referred to, the share or shares shall next be offered for sale to the other stockholder or stockholders at a price representing the true book value thereof at the time of said offer and the other stockholder or stockholders shall have the right to purchase the same by the payment of such purchase price at any time within thirty (30) days after receipt of written notice of said offer.

No stockholder or the executor, administrator, trustee, assignee or other legal representative of a deceased stockholder, shall pledge, sell, assign, or otherwise dispose of any share or shares of stock of this corporation in such a manner or under such circumstances as would terminate the Subchapter S status of the corporation.

Compliance with the foregoing terms and conditions in regard to the sale, assignment, transfer or other disposition of the shares of stock of this corporation shall be a condition precedent to the transfer of such shares of stock on the books of this corporation.

SIXTH: The names and addresses of the incorporators are as follows:

<u>NAMES</u>	<u>ADDRESS</u>
TIUS W. McCOWIN	3623 E. 17th St. Idaho Falls, Idaho 83401
LESLIE R. WANLASS	Route #1 Box 65 Idaho Falls, Idaho 83401
CARY S. ELLIS	4275 Green Willow Ln. Idaho Falls, Idaho 83401

SEVENTH: The names and addresses of the initial directors who are to serve until the first election of directors are as follows:

<u>NAMES</u>	<u>ADDRESS</u>
TIUS W. McCOWIN	3623 E. 17th St. Idaho Falls, Idaho 83401
LESLIE R. WANLASS	Route #1 Box 65 Idaho Falls, Idaho 83401
CARY S. ELLIS	4275 Green Willow Ln. Idaho Falls, Idaho 83401
H. LARRY SPILKER	Route #1 Box 83-D Idaho Falls, Idaho 83401
WILFORD WALTER RUF	8070 So. 1700 E. Sandy, Utah 84092

EIGHTH: The shares of stock of the corporation which have been fully paid, shall not be subject to assessment for any purpose.

NINTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To repeal and amend the by-laws of the corporation and to adopt new by-laws subject to the right of the shareholders to alter or repeal said by-laws.

By resolution passed by a majority of the whole board, to designate two or more of the directors to constitute an executive committee, which to the extent provided in such resolution shall have and exercise the authority of the board of directors in the management of the business of the corporation.

TENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we do make and execute this certificate in triplicate, this 13th day of October, 1981.

Leslie R. Wanlass
Leslie R. Wanlass

Tius W. McCowin
Tius W. McCowin

Cary S. Ellis
Cary S. Ellis

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 13th day of October, 1981, before me, H. L. Spilker, personally appeared Leslie R. Wanlass, Tius W. McCowin and Cary S. Ellis, 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.

(seal)

H. L. Spilker
H. L. Spilker, Notary Public
Residing in Idaho Falls, Idaho