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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

NAPIAS EXPLORATION, 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 the above named corporation, 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: March 12, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Sheryl Bell

**ARTICLES OF INCORPORATION
OF
NAPIAS EXPLORATION, INC.**

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

1. The name of the corporation is Napias Exploration, Inc.
2. The period of its duration is perpetual.
3. The purpose or purposes for which this corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
4. The aggregate number of shares which the corporation shall have authority to issue is 50,000 shares of no par value stock, all of one class.
5. At each election for directors every shareholder entitled to vote at such election shall only have the right to vote, in person or by proxy, the number of shares owned by the shareholder for as many persons as there are directors to be elected and for whose election the shareholder has a right to vote. No shareholder shall have a right to cumulate the shareholder's votes for the election of directors.
6. No shareholder shall have the right or power to sell his/her shares without first offering them to the corporation at a price equal to the bona fide offer price received by the selling shareholder. The selling shareholder shall promptly give written notice of the offer to the corporation, providing the name and address of the purchaser, the date of the offer, price and all other terms and conditions. This notice of proposed sale shall constitute an offer by the selling shareholder to sell his/her interest in the shares involved to the corporation. The corporation shall have the exclusive option, which must be exercised within 30 days, to purchase from the selling shareholder his/her interest in the shares involved at the same price and upon the same terms and conditions listed in the notice of proposed sale delivered to the corporation.

Should the corporation exercise its option to purchase within the time allowed, it shall make payment to the selling shareholder within 30 days of the date the option was exercised, unless the terms and conditions of the offer provide otherwise. If the corporation does not exercise its option to purchase within the time allowed, the

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selling shareholder may sell his/her shares to the party who made the bona fide offer within 60 days of the expiration date of the corporation's option period. The selling shareholder may sell to no one other than the named person who made the bona fide offer, and may not change any terms or conditions of said offer. The failure of the selling shareholder to sell within this period of time shall terminate his/her right to sell the shares involved without first again offering them to the corporation as per the procedure established in the preceding paragraph.

Any attempted sale of shares that is not in compliance with the procedures set forth herein shall be void and of no effect. The corporation shall be an interested party expressly empowered to enforce a cancellation or nullification of such attempted sale. A selling shareholder shall not participate in the decision by the corporation to exercise its option to purchase the shares involved in the notice of proposed sale, and the number of shares owned by the selling shareholder shall be excluded in determining the number of votes necessary for the approval of such decision. Transfer of ownership of shares to an heir or devisee of a deceased shareholder shall not be considered as a sale under this provision of the Articles.

7. Fifty percent (50%) of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

8. The address of the corporation's initial registered office is 175 Skyline Drive, Elba, Idaho 83326 (~~mailing address Post Office Box 433, Elba, Idaho 83326; all communications, mailings and notices are to be sent to this mailing address~~). The name of the initial registered agent at this address is Ryan K. Hawker.

9. The number of directors constituting the initial board of directors shall be two (2), and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Ryan K. Hawker	Post Office Box 433 Elba, Idaho 83326
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James Neal Twitchell	HC 61, Box 1510 Elba, Idaho 83326
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10. The name and address of the sole incorporator is:

Ryan K. Hawker	Post Office Box 433 Elba, Idaho 83326
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SIGNED AND DATED by the incorporator as noted below.

Ryan K. Hawker
RYAN K. HAWKER

3/9/92
Date

ACKNOWLEDGMENT

STATE OF IDAHO)
County of Cassia)

On this 9th day of March 1992 before me, a Notary Public, personally appeared RYAN K. HAWKER, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last written above.

(Seal)

[Signature]
Notary Public for Idaho
Residing at Boise Idaho
My Commission Expires 9/93