



## Department of State

### CERTIFICATE OF INCORPORATION

I, 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

#### UNITED MINERALS CORPORATION

was filed in the office of the Secretary of State on the **Thirtieth** day of **November** A.D. One Thousand Nine Hundred **Sixty-five** 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 **Twin Falls,** in the County of **Twin Falls.**

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 **30th** day of **November**, A.D., 19**65**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
UNITED MINERALS CORPORATION

\* \* \*

KNOW ALL MEN BY THESE PRESENTS: That we the undersigned, being natural citizens of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the Corporation shall be "UNITED MINERALS CORPORATION."

ARTICLE II

The Corporations's purposes are:

A. To acquire by purchase, lease, option, or otherwise, lands in any part of the world, for the purpose of exploring and prospecting for iron, coal, copper, mercury, lead, gold, silver, and other ores.

To acquire by lease, option, purchase, gift, devise, grant, conveyance, agreement, or otherwise, and to own, hold, possess, enjoy, develop, and work, and to sell, lease, convey, or otherwise dispose of real estate, mines, mineral rights, and mineral lands in any part of the world, and especially lands containing or believed to contain deposits of iron, coal, copper, mercury, lead, gold, silver, or other minerals, and any right, title or interest therein; and to develop, operate, and work mines, upon, in, or under such lands for the purpose of mining and producing iron, coal, copper, mercury, lead, gold, silver, and other ores and minerals; to mine, smelt, prepare for market, manufacture, buy, sell, exchange, and deal in iron ores, copper ores, and in all kinds of ores, and in iron, coal, steel, copper, mercury, lead, gold, silver, and in all kinds of metals and minerals, and in the products and by-products thereof, of every kind and description.

B. To engage in any business related or unrelated to that described in Clause A of this Article and from time to time authorized or approved by the Board of Directors of this Corporation.

C. To act as a partner or a joint venture in any transaction

D. To have and exercise all rights and powers from time to time granted to a corporation by law.

ARTICLE III

The Corporation is to have perpetual existence.

#### ARTICLE IV.

The location and post office address of its registered office in this state shall be 406 Madison Street, Twin Falls, Idaho.

#### ARTICLE V.

The total number of shares which the Corporation is authorized to issue is 300,000 shares. The aggregate par value of said shares is \$300,000.00 and the par value of each share is \$1.00.

#### ARTICLE VI

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

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>
Arden B. Gee	637 Morningside Drive Twin Falls, Idaho	30,000
John J. Lund	406 Madison Twin Falls, Idaho	30,000
Perry DeFord	P. O. Box 23 Hansen, Idaho	30,000
Claude Balser	417 Eighth Street Rupert, Idaho	30,000
Theodore F. Mitchell	1811 Ramona Avenue Salt Lake City, Utah	30,000
D. Bradley/Best	7841 Leary Way Redmond, Washington	12,500
Manford Lund	3739 S. W. 100 Seattle, Washington	12,500

#### ARTICLE VII

The Board of Directors shall consist of seven directors. During the term of their office, of thereafter, the number of directors may be increased or decreased from time to time as provided by the bylaws; provided, however, that the number of directors constituting the board shall not be less than three nor more than seven.

#### ARTICLE VIII

The power to appeal and amend the Bylaws and adopt new Bylaws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of the directors or of the allotted shares as the case may be; provided, however, not less than a majority thereof as may be fixed by the Bylaws.

#### ARTICLE IX

No contract or other transaction between the corporation or 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; any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall

authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 23rd day of November, 1965.

Arden B. Gee  
Arden B. Gee

John J. Lund  
John J. Lund

Perry DeFord  
Perry DeFord

Claude Balser  
Claude Balser

Theodore F. Mitchell  
Theodore F. Mitchell

Bradley Best  
Bradley Best

Manford Lund  
Manford Lund

STATE OF IDAHO )  
 ) ss.  
County of Twin Falls )

On this 10th day of November, 1965, before me, the undersigned, a Notary Public in and for said County and State, personally appeared ARDEN B. GEE, JOHN J. LUND, PERRY DeFORD, AND CLAUDE BALSER, 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.

Betty M. Watson  
Notary Public for State of Idaho,  
Residing at Twin Falls, therein.

STATE OF UTAH )  
 ) ss.  
County of Salt Lake )

On this 17 day of November, 1965, before me, the undersigned, a Notary Public in and for said County and State, personally appeared THEODORE F. MITCHELL, known 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 affixed my official seal, the day and year in this certificate first above written.

Walter R. Ogden  
Theodore F. Mitchell  
Notary Public for State of Utah,  
Residing at Salt Lake City, therein.

STATE OF WASHINGTON )  
 ) ss.  
County of King )

On this ~~xxx~~ 20th day of ~~November~~ Nov., 1965, before me, the undersigned, a Notary Public in and for said County and State, personally appeared BRADLEY BEST, known 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 affixed my official seal, the day and year in this certificate first above written.

Robert A. Brad  
~~XXXXXXXXXXXXXXXXXXXX~~  
Notary Public for State of Washington,  
Residing at ~~Redmond~~,  
therein. Redmond

STATE OF WASHINGTON )  
                                  ) ss.  
County of King ) .

On this 23 day of November, 1965, before me, the undersigned, a Notary Public in and for said County and State, personally appeared MANFORD LUND, known 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 affixed my official seal, the day and year in this certificate first above written.

Myra V. Groves  
Notary Public for State of Washington,  
Residing at Seattle  
therein.