

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

SALMON RIVER MINING COMPANY

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **15th** day of **November** 19 **65**, a properly authenticated copy of its articles of incorporation, and on the **15th** day of **November** 19 **65**, a designation of **T. H. Eberle or W. C. Boden** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **15th** day of **November**, A.D. 19 **65**.

Secretary of State.

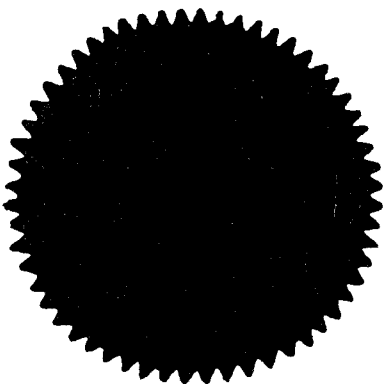
State of Delaware



Office of Secretary of State.

I, Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "SALMON RIVER MINING COMPANY", as
received and filed in this office the eighth day of October, A.D. 1965,
at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this eighth day
of October in the year of our Lord
one thousand nine hundred and sixty-five.



Elisha C. Dukes

Secretary of State

A. L. Downes

Ass't Secretary of State

CERTIFICATE OF INCORPORATION

OF

SALMON RIVER MINING COMPANY

We, the undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the 1953 Delaware Code and the acts amendatory thereof and supplemental thereto, and known as the "General Corporation Law of the State of Delaware"), do make and file this Certificate of Incorporation in writing and do hereby certify as follows, to wit:

FIRST: The name of the corporation (hereinafter called the corporation) is

SALMON RIVER MINING COMPANY

SECOND: The respective names of the County and of the City within the County in which the principal office of the corporation is to be located in the State of Delaware are the County of New Castle and the City of Wilmington. The name of the resident agent of the corporation is The Corporation Trust Company. The street and number of said principal office and the address by street and number of said resident agent is 100 West Tenth Street, Wilmington, Delaware.

THIRD: The nature of the business of the corporation and the objects or purposes to be transacted, promoted or carried on by it are as follows:

To engage in the mining business throughout the world, and in connection therewith, but without limiting the generality thereof, to prospect, investigate and explore for minerals; to obtain, purchase, locate, option or otherwise acquire, mines, mining claims, mining rights, options, patents, privileges, concessions, leaseholds, lands, and any interests therein, and to hold, enjoy, develop, work, sell, lease, convey or otherwise dispose of the same; to quarry, mine, pump, smelt, refine, dress, amalgamate and prepare for market, manufacture, buy, store, transport, sell, exchange and deal in mineral substances of all kinds and in the products and by-products thereof; and generally to deal in minerals and mineral substances of all kinds and character and to transact any and all other business pertinent, collateral, incidental or contributory to any of the purposes aforesaid.

To establish, construct, purchase or in any manner acquire, and to maintain and operate, and to sell, encumber or in any manner dispose of structures, storage facilities, appliances, equipment, machinery, railroad cars, trucks, ships, water barges, tankers and other instruments of transportation, buildings, terminals, and other facilities, and equipment for the purchase or other acquisition, use, sale or other disposition, distribution and transportation of mineral substances and products, in, over, through or under any private or public property (subject, however, to the consent of governmental or municipal authorities when the same may be required by law).

To store, transport, buy and sell oil, gas, salt, brine and other mineral solutions, and liquefied minerals; also sand and clay for the manufacture and sale of clay products.

To acquire by purchase, exchange, lease, or otherwise and to own, hold, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, pledge or otherwise dispose of or deal in and with, real and personal property of every class or description and rights and privileges therein wheresoever situated.

To manufacture, process, purchase, sell and generally to trade and deal in and with goods, wares and merchandise of every kind, nature and description, and to engage and participate in any mercantile, industrial or trading business of any kind or character whatsoever.

To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge or otherwise dispose of, and, in any manner deal with and contract with reference to:

(a) inventions, devices, formulae, processes and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade-marks, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;

(c) franchises, licenses, grants and concessions.

To purchase or otherwise acquire, and to hold, mortgage, pledge, sell, exchange or otherwise dispose of, securities (which term, for the purpose of this Article THIRD, includes, without limitation of the generality thereof, any shares of stock, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipts or other instruments representing rights to receive, purchase or subscribe for the same, or representing any other rights or interests therein or in any property or assets) created or issued by any persons, firms, associations, corporations, or governments or subdivisions thereof; to make payment therefor in any lawful manner; and to exercise, as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

To make, enter into, perform and carry out contracts of every kind and description with any person, firm, association, corporation or government or subdivision thereof, including, but not by way of limitation, entering into agreements of limited partnership.

To acquire by purchase, exchange or otherwise, all, or any part of, or any interest in, the properties, assets, business and good will of any one or more persons, firms, associations or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of the State of Delaware; to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate, sell or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations or contracts of such persons, firms, associations or corporations, and to conduct the whole or any

part of any business thus acquired.

To lend its uninvested funds from time to time to such extent, to such persons, firms, associations, corporations, governments or subdivisions thereof, and on such terms and on such security, if any, as the Board of Directors of the corporation may determine.

To endorse or guarantee the payment of principal, interest or dividends upon, and to guarantee the performance of sinking fund or other obligations of, any securities, and to guarantee in any way permitted by law the performance of any of the contracts or other undertakings in which the corporation may otherwise be or become interested, of any persons, firm, association, corporation, government or subdivision thereof, or of any other combination, organization or entity whatsoever.

To borrow money for any of the purposes of the corporation, from time to time, and without limit as to amount; from time to time to issue and sell its own securities in such amounts, on such terms and conditions, for such purposes and for such prices, now or hereafter permitted by the laws of the State of Delaware and by this Certificate of Incorporation, as the Board of Directors of the corporation may determine; and to secure such securities by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets, business and good will of the corporation, then owned or thereafter acquired.

To draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable

instruments and evidences of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Delaware.

To purchase, hold, cancel, reissue, sell, exchange, transfer or otherwise deal in its own securities from time to time to such an extent and in such manner and upon such terms as the Board of Directors of the corporation shall determine; provided that the corporation shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital, except to the extent permitted by law; and provided further that shares of its own capital stock belonging to the corporation shall not be voted upon directly or indirectly.

To organize or cause to be organized under the laws of the State of Delaware, or of any other State of the United States of America, or of the District of Columbia, or of any territory, dependency, colony or possession of the United States of America, or of any foreign nation, colony or province, a corporation or corporations for the purpose of transacting, promoting or carrying on any or all of the objects or purposes for which the corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

To conduct its business in any and all of its branches and maintain offices both within and without the State of Delaware, in any and all States of the United States of America, in the District of Columbia, in any or all territories, dependencies, colonies or possessions of the United States of America,

and in foreign nations, colonies or provinces.

To such extent as a corporation organized under the General Corporation Law of the State of Delaware may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the General Corporation Law of the State of Delaware or under any act amendatory thereof, supplemental thereto or substituted therefor.

The foregoing provisions of this Article THIRD shall be construed both as purposes and powers and each as an independent purpose and power. The foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the corporation, and the purposes and powers herein specified shall, except when otherwise provided in this Article THIRD, be in no wise limited or restricted by reference to, or inference from, the terms of any provision of this or any other Article of this Certificate of Incorporation; provided that nothing herein contained shall be construed as authorizing the corporation to issue bills, notes or other evidences of debt for circulation as money, or to carry on the business of receiving deposits of money

or the business of buying gold or silver bullion or foreign coins or as authorizing the corporation to engage in the business of banking or insurance or to carry on the business of constructing, maintaining or operating public utilities in the State of Delaware; and provided, further, that the corporation shall not carry on any business or exercise any power in any state, territory or country which under the laws thereof the corporation may not lawfully carry on or exercise.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is Ten Thousand (10,000), and the par value of each of such shares shall be One (\$1.00) Dollar, amounting in the aggregate to Ten Thousand (\$10,000.00) Dollars. All such shares are of one class and are designated as Common Stock. Any and all such shares issued, and for which the full consideration has been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

FIFTH: The minimum amount of capital with which the corporation will commence business is One Thousand Dollars.

SIXTH: The names and places of residence of each of the incorporators are as follows:

<u>NAME</u>	<u>PLACE OF RESIDENCE</u>
A. D. Atwell	Wilmington, Delaware
F. J. Obara, Jr.	Wilmington, Delaware
A. D. Grier	Wilmington, Delaware

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation and regulation of the powers of the corporation and of its directors and stockholders, it is further provided:

1. The number of directors of the corporation shall be as specified in the By-Laws of the corporation but such number may from time to time be increased or decreased in such manner as may be prescribed by the By-Laws. In no event shall the number of directors be less than three. The election of directors need not be by ballot. Directors need not be stockholders.

2. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors, except as otherwise herein provided, is expressly authorized and empowered:

(a) To make, alter, amend, and repeal By-Laws, subject to the power of the stockholders to alter or repeal the By-Laws made by the Board of Directors.

(b) Without the assent or vote of the stockholders, to authorize and issue obligations of the corporation, secured or unsecured, to include therein such provisions as to redeemability, convertibility or otherwise, as the Board of Directors, in its sole discretion, may determine, and to authorize the mortgaging or pledging, as security therefor, of any property of the corporation, real or personal, including after-acquired property.

(c) To determine whether any, and, if any, what

part, of the net profits of the corporation or of its net assets in excess of its capital shall be declared in dividends and paid to the stockholders, and ✓ to direct and determine the use and disposition of any such net profits or such net assets in excess of capital.

(d) To fix from time to time the amount of profits of the corporation to be reserved as working capital or for any other lawful purpose.

(e) To establish bonus, profit-sharing or other types of incentive, compensation, or other benefit plans for the employees (including officers and directors) of the corporation and to fix the amount of profits to be distributed or shared and to determine the persons to participate in any such plans and the amounts of their respective participations.

In addition to the powers and authorities hereinbefore ✓ or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of the State of Delaware, of the Certificate of Incorporation and of the By-Laws of the corporation.

3. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time in such manner as shall be provided in the By-Laws of the corporation.

4. If the By-Laws so provide, the stockholders and ✓ Board of Directors of the corporation shall have power to hold their meetings, to have an office or offices and to keep the books of the corporation, subject to the provisions

of the laws of Delaware, outside of said State at such place or places as may from time to time be designated by them.

TENTH: Before publicly selling or offering to sell any additional shares of its Common Stock, or any stock, bonds, debentures or other securities convertible into Common Stock, the corporation shall first offer to all of the holders of its Common Stock the right to purchase a pro rata portion of such Common Stock or such securities convertible into Common Stock, on the same terms and conditions as the same shall be offered to the public.

ELEVENTH; Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs.

If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or

arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of this corporation, as the case may be, and also on this corporation.

TWELFTH: From time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws and this Certificate of Incorporation, and all rights at any time conferred upon the stockholders of the corporation by this Certificate of Incorporation are granted subject to the provisions of this Article TWELFTH.

THIRTEENTH: Notwithstanding anything else herein to the contrary, until this Certificate of Incorporation is amended as set out in this Article THIRTEENTH, no action shall be taken by the directors of this corporation as to the following matters, and such action shall be taken only by the stockholders of this corporation, and then only by the affirmative vote of at least 80% of the outstanding shares of stock of this corporation:

Remuneration of officers and directors, election or removal of directors, amendments to the Certificate of Incorporation or By-Laws, issuance, disposal, or acquisition of stock of the corporation, declaration and payment of dividends, merger, consolidation, purchase, sale or other acquisition or disposal of ten per cent (10%) or more of the assets of the corporation or any other corporation, firm or person, reorganization, acquisition or disposal of stock in any other corporation, management agreements with other corporations, incurrence of long-term liabilities (for more than one year) except purchase money

mortgages, delegation of authority to officers and agents or dissolution.

IN WITNESS WHEREOF, we, the undersigned, being all of the incorporators hereinabove named, do hereby further certify that the facts hereinabove stated are truly set forth and accordingly have hereunto set our respective hands and seals.

Dated at Wilmington, Delaware this 8th day of October, A. D. 1965.

A. D. Atwell (L.S.)

F. J. Obara, Jr. (L.S.)

A. D. Grier (L.S.)

THE STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

BE IT REMEMBERED that personally appeared before me,
Howard K. Webb, a Notary Public in and for the County
and State aforesaid, A. D. Atwell, F. J.
Obara, Jr., and A. D. Grier, all the
incorporators who signed the foregoing Certificate of Incorpora-
tion, known to me personally to be such, and I having made known
to them and each of them the contents of said Certificate of In-
corporation, they did severally acknowledge the same to be the act
and deed of the signers, respectively, and that the facts therein
stated are truly set forth.

GIVEN under my hand and seal of office this 8th day
of October, A. D. 19 65.

HOWARD K. WEBB
NOTARY PUBLIC
APPOINTED JUNE 27, 1964
STATE OF DELAWARE
TERM 2 YEARS

HOWARD K. WEBB
Notary Public