



Department of State

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

LIVINGSTON SILVER, INC.

was filed in the office of the Secretary of State on the *24th* day
of *October* A.D., One Thousand Nine Hundred *seventy-five* and
~~will be~~
duly recorded on ~~Film No.~~ *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

Clayton, Idaho

in the County of

Custer

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 *24th* day of *October*,
A.D., 19 *75*.

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk.

5372

ARTICLES OF INCORPORATION
of
LIVINGSTON SILVER, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a Corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

I

That the name of this Corporation shall be LIVINGSTON SILVER, INC.

II

That the purposes for which said Corporation is formed are:

The specific business in which the Corporation is primarily to engage in is the operation, ownership, leasing or management of a mine or mines and the processing and marketing of any ores or minerals, metallic or otherwise, retrieved from any such mine or mines.

To deal in properties of all kinds and all other products; and to manufacture, sell; and ship merchandise, ores and all other products; to engage in business, both wholesale and retail, as dealers in manufacturing, mining, oil, dry goods, and notions; to own, operate and control chain stores, dealing in all kinds of merchandise, to produce and deal in manufacturing, mining and mineral products; to buy and sell merchandise at wholesale and retail, and conduct a general mercantile business; to construct and otherwise acquire, and to maintain and operate hotels, motels and any other form of hostelry; to buy and sell real estate, to construct and otherwise lease and acquire real estate, mining properties and receive rents and royalties therefrom and conduct a general real estate business.

To buy and sell mines and minerals and deal in general brokerage by buying, selling or otherwise trading in minerals or the products or by-products of mineral lands, and to carry on such other business pertaining to mines or other business as may be found necessary or desirable to be engaged in by a corporation of this kind.

To acquire, own and operate mines and properties. To carry on general mercantile business and to purchase, sell and deal in good, supplies and merchandise of all kinds.

To manufacture, buy, sell, rent, store, repair and care for motor vehicles of all kinds, equipment therefor, and appurtenances thereto; to build, purchase, or otherwise acquire, and operate buildings, storage houses and garages for storing, caring for every kind of equipment; to buy, sell and deal in goods, wares and merchandise necessary or incidental to the operation, repair of equipment of all kinds.

To carry on business in the United States or elsewhere as factors, agents, commission merchants to buy, sell, manipulate and deal in, at wholesale or retail, merchandise, goods, wares, products and commodities of every sort, kind or description and to carry on any other business whether manufacturing or otherwise which can be conveniently carried on with any of the company objects.

To open mines, offices or agencies throughout the United States or elsewhere, or to allow or cause the legal estate and interest in any properties or business acquired, established or carried on by the Company to remain or be vested in the name of, or carried on by any other Company formed or to be formed, upon trust for, or as agents or nominees of this Company, and to manage the affairs or take over and carry on the business of any such other Company formed or to be formed, and to exercise all or any

of the powers of any such company, or of holders of shares of stock or securities thereof, and to receive and to distribute as profits the dividends and interest on such shares of stock and securities; to purchase or otherwise acquire and undertake, all or any part of the business, property and liabilities of any person or Company, carrying on any kind of business which this Company is authorized to carry on; to enter into partnership or into any arrangement for sharing profits, union of interest, reciprocal concessions, or cooperation with any person or company carrying on or about to carry on any business which this company is authorized to carry on, or any business or transaction capable of being conducted so as, directly or indirectly, to benefit this company.

To have and to hold in trust real estate of all descriptions and to act as agents, contractors, trustees, or otherwise, and either alone or in company with others, as fully and to the same extent as natural persons might or could do, and in any part of the world.

To acquire by purchase, subscription or otherwise, and to hold as an investment, or to assign, transfer, mortgage, pledge, or otherwise dispose of, any bonds or other securities or evidence of indebtedness, or any shares of capital stock created or issued by any other corporation or corporations, association or associations, of the State of Idaho, or of any other State, territory or country, and, while owner thereof, to exercise all the rights, powers and privileges of ownership.

To aid in any manner any corporation or association of which any bonds or other securities or evidences of indebtedness or stock are held by the corporation; or to do any acts or things designed to protect, preserve, improve or enhance the value of any such bonds or other securities or evidences of indebtedness of stock.

In general, said corporation shall have and exercise all the powers conferred by the laws of the State of Idaho upon business corporations.

In furtherance, and not in limitations of the general powers conferred by the laws of the State of Idaho, and by the principles of the common law, upon corporations, and of the purposes and the powers hereinbefore stated, the corporation shall also have the following purposes and powers, it being expressly provided that the enumeration of specific powers shall not be construed to limit or restrict in any manner the aforesaid general powers of the corporation. The power to repeal and amend the By-Laws and adopt new By-Laws is conferred upon the directors and all directors must be shareholders.

To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body, politic, territory, state, government or colony or dependency thereof, and without limit as to amount to draw, make, accept, indorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments, and evidence of indebtedness whether secured by mortgages or otherwise, as well as to secure by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho.

To acquire and carry on all or any part of the business or property of any company engaged in a business similar to that authorized to be conducted by this company, or with which this company is authorized under the laws of this State to consolidate, or whose stock the company under the laws of this state and the provisions of this certificate is authorized to purchase, and to undertake in conjunction therewith, any liabilities of any person, firm, association, or company described as aforesaid, possessing property suitable for any of the purposes of this

company, or for carrying on any business with this company which this company is authorized to conduct, and as for the consideration for same to pay cash or to issue shares, stocks or obligations of this company.

To apply for, secure, acquire by assignment, transfer, purchase or otherwise, and to exercise, carry out and enjoy any charter, license, power, authority, franchise, concession, rights or privileges, which any government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid in, and contribute towards carrying the same into effect, and to appropriate any of the Company's shares of stock, bonds, and assets to defray the necessary costs, charges and expenses thereof.

To purchase, acquire, apply for, register, secure, hold, own, or sell, or otherwise dispose of, any and all copyrights, trademarks, trade names, distinctive marks, leases, options or royalties.

To apply for, bid in, secure, contract for, hire out and carry out all kinds of investigations of mineral properties, geophysical, laboratory or otherwise, and to construct or cause to be constructed mills, processing plants and reduction plants and any and all other objects needed for the proper coordination of all and any mining, milling and processing factors in the State of Idaho, or any other State, Territory or Country and to accept payment for such services in cash or kind, or in any other legal or valuable kind of payment.

To purchase or otherwise acquire, own and hold, unlimitedly, such real and personal property of every kind and description within and without the state of Idaho, and in any part of the world, suitable, necessary, useful and advisable in connection with any or all of the objects hereinbefore or hereinafter set forth, and to convey, sell, assign, transfer, lease, mortgage, pledge, ex-

change or otherwise dispose of any such property.

In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business affairs, and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, stocks, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge deed of trust or otherwise.

To promote any individual company or companies for the purpose of acquiring all or any of the property and liabilities of the company, or for any other purpose, which may seem directly or indirectly calculated to benefit the company.

To carry on any other business, whether manufacturing or otherwise, which may seem to the company capable to being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of, or render profitable, any of the company's property or rights.

To perform any part of its business outside the State of Idaho, in any other State, Territories or Possessions of the United States and in foreign countries.

To do each and all things above set forth to the same extent and as fully as natural persons might do or could do in the State of Idaho, or in any other State, County or place.'

To do each and every thing necessary, suitable, useful, or advisable for the accomplishment of any one or more of said objects, or which shall at any time appear to be conducive to or expedient for the benefit of said corporation in connection therewith

III

The Corporation is to have perpetual existence.

IV

The location and Post Office address of the registered office of this Corporation shall be Clayton, Idaho.

V

This Corporation is authorized to issue only one class of shares of stock, which class shall be non-assessable and have one vote for each share. The total number of shares shall be 27,000,000 — and each share having a par value of TEN (10¢) CENTS ~~one dollar~~. Such stock may be issued by the Corporation, for such consideration as may be fixed by the Board of Directors.

VI

That the names and post office addresses of each of the Incorporators, and the number of shares subscribed by each set opposite their respective names are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT</u>
1. E. H. Swanson	Challis Idaho	10,000	\$1,000.00
2. S. N. Swanson	Challis Idaho	10,000	\$1,000.00
3. F. A. Swanson	Challis Idaho	10,000	\$1,000.00

VII

The first Board of Directors shall consist of three (3) Directors, but during their term of office, or thereafter, the number of Directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of Directors constituting a Board shall not be less than Three nor more than Seven.

VIII

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the Directors, as well as upon the Shareholders, to be exercised by such vote of said Directors, or the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the By-Laws.

IX

All or any meetings of the shareholders, or of the Board of Directors, may be held within or without the State of Idaho.

IN WITNESS WHEREOF, We have hereunto set our hands this 14th day of February, 1975.

E. H. Swanson

S. N. Swanson

Dave R. Swanson

STATE OF IDAHO :
County of Custer : ss

On this 14th day of February, 1975, before me, the undersigned, a Notary Public in and for said State, personally appeared E. H. Swanson and S. N. Swanson,
husband & wife,

all 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.

Ann Bennett

Notary Public for the State of
Idaho

Residing at Challis

My Com. Exp 8-5-76

STATE OF IDAHO

33

County of Blaine

On this 24 day of February, 1975, before me,
the undersigned, a Notary Public in and for said State, personally
appeared DAVE R. SWANSON

all 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.


Notary Public for the State of

Idaho

Residing at Paradise.