



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

SILVER CLIFF MINING COMPANY

was filed in the office of the Secretary of State on the **Seventeenth** day of **July**, A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **129** 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

Mullan

in the County of

Shoshone.

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 **17th** day of **July**, A.D., 19 **64**

Secretary of State.

ARTICLES OF INCORPORATION

OF

SILVER CLIFF MINING COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned full aged citizens and residents of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end we do hereby certify:

FIRST: That the name of this corporation shall be and is:

SILVER CLIFF MINING COMPANY.

SECOND: That this corporation shall have a perpetual existence.

THIRD: That the location of the principal office of this corporation, subject to change by the Board of Directors, shall be at Mullan, Shoshone County, Idaho, with the right in the corporation, however, to establish branch offices elsewhere in the United States of America, or in foreign countries at such places as its' Board of Directors may direct. Meetings of the stockholders or directors, either regular or special may be called and held at any place without the State of Idaho, and within the United States as the By-Laws may from time to time provide.

FOURTH: That the purposes for which this corporation is formed and the nature of the objects proposed to be transacted and carried on by it are:

(a) To search for, prospect and explore for ores, mineral, gas and oil, and to locate and hold mining claims, grounds, lodes, placers or other mineral deposits in the United States of America, or the territories thereof, or in foreign countries, and to record the same pursuant to the mining laws of the said United States, the several states or territories thereof, or other countries; to purchase, acquire, own, enter, lease and rent mines,

mining claims and mineral lands of every kind, nature and description; also, to purchase, acquire, enter, own, lease or rent, millsites, water-rights, timber rights, or timber lands, real estate, terminal facilities and other easements; to mine, explore, work and develop mining grounds of every type, nature or description, either for itself or for other corporations or individuals upon such terms and remuneration, as it shall deem fit and proper, and to mill, process, treat, smelt, refine, or otherwise prepare for market, ores, metals and mineral substances of all kinds and the products and by-products thereof, and to do all other actions, things necessary or conducive to the objects of the corporation, including the erection of buildings or works or facilities and the installation of machinery and appliances of every nature, and description whenever required.

To buy, sell manufacture and deal in minerals, plants, machinery, tools, implements, conveniences, provisions and things capable of being used in connection with mining operations or required by workmen and others employed by the corporation; to construct, acquire and use other buildings or works, factories and conveniences which may be necessary, directly or indirectly, in connection with any of the objects of the corporation and to contribute thereto, subsidize or otherwise aid or take part in any such operations and also to do any other actions and things relating to mining.

(b) To have succession by its' corporate name, perpetually or until dissolved and its' affairs wound up according to law.

(c) To ~~use~~ ^{sue} and be sued in any court of law or equity.

(d) To make contracts and to adopt and use a common seal, and alter the same at pleasure.

(e) To hold, purchase and convey real and personal estate, and to mortgage or lease any such real and personal estate with its franchises. The power to hold real and personal estate shall include the power to take the same

by devise or bequest in this state, or in any other state, territory or country.

f. To appoint such officers and agents as the affairs of the corporation shall require, and to allow them suitable compensation.

g. To make by-laws not inconsistent with the constitution or laws of the United States, or of this state, for the management, regulation and government of its affairs and property, the transfer of its stock, the transaction of its business and the calling and holding of meetings of its stockholders.

h. To wind up and dissolve itself, or be wound up or dissolved, in the manner provided by law.

i. To borrow money and contract debts, when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, payable at specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for any other lawful objects; to issue, sell and dispose of certificates of investment or participation certificates, upon such terms and under such conditions as may be prescribed by these articles of incorporation, or any amendment thereof, then as provided by law.

j. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this state, or any other state or government, and, while owner of such stock, to exercise all the rights, powers

and privileges of ownership, including the right to vote thereon.

k. To purchase, hold, sell and transfer shares of its own capital stock and use therefor its capital, capital surplus, surplus, or other property or funds; 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 the capital of the corporation; and provided, further, that shares of its own capital stock belonging to the corporation shall not be voted upon, directly or indirectly, nor counted as outstanding, for the purpose of computing any stockholder's quorum or vote.

l. To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in this state, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and any foreign countries.

m. To do all and everything necessary and proper for the accomplishment or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in these articles of incorporation or any amendment thereof.

FIFTH: The authorized capital of this corporation shall consist of Three Hundred Thousand (\$300,000.00), divided into three million shares of the par value of 10¢ each, and which stock shall be non-assessable.

SIXTH: The members of the governing board of this corporation shall be styled "Directors" and their number, subject to increase or decrease by resolution of the Board of Directors, shall be five (5). The names and

post office addresses of the first members of the Board of Directors to serve for the first corporate year and until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Harry Nobles	1315 Sherwood Street, Spokane, Wash.
Roy Patterson	Box 656, Mullan, Idaho
Jack Collison	Mullan, Idaho.
Cliff Hunter	Hayden Lake, Idaho.
H.S. Sanderson	1221 Ash Avenue, Coeur d' Alene, Idaho.

SEVENTH: That each of the above named Directors have actually subscribed one share of the capital stock of the corporation at the par value thereof.

EIGHTH: That the name and post office address of each of the incorporators signing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Harry Nobles	1315 Sherwood Street, Spokane, Wash.
Jack Collison	Box 275, Wallace, Idaho.
Roy Patterson	Box 656, Mullan, Idaho.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this
13th day of July, 1964.

Harry Nobles
Roy S Patterson
Jack Collison

STATE OF IDAHO)
 ss
County of Kootenai)

On this 13th day of July, 1964, before me, the undersigned
Notary Public for the State of Idaho, personally appeared HARRY NOBLES,
ROY PATTERSON and JACK COLLISON, known to me to be the persons whose
names are subscribed to the foregoing Articles of Incorporation, and they
duly acknowledged to me that they executed the same freely and voluntarily
and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal at my office in Coeur d' Alene, Idaho, the day and year in this
certificate first above written.

H. S. Sanderson
Notary Public for the State of Idaho.

Residing at Coeur d' Alene, Idaho.

My commission expires: 12-30-67