



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

SANDY CREEK MINING AND DEVELOPMENT, INC.

was filed in the office of the Secretary of State on the **Twentieth** 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

Fifty years from the date hereof, with its registered office in this State located at
Salmon in the County of **Lamhi**

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 **20th** day of **July**,
A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, MYRON D. JOHNSON of Shoshone, Idaho; ROY J. PEAK of Shoshone, Idaho; MAYME PEAK of Shoshone, Idaho; JETT WARD of Salmon, Idaho; MARION J. WARD of Salmon, Idaho; PAUL BOVEY of Jerome, Idaho; GEORGE ROESSLER of Shoshone, Idaho; GEORGE C. MILLER of Jerome, Idaho; and VIRGIL MILLER of Salmon, Idaho, all United States citizens and all over the age of 21 years, hereby associate ourselves together for the purposes of forming a corporation under the laws of the State of Idaho, and do declare and hereby adopt the following articles of incorporation:

I

The name of the corporation shall be SANDY CREEK MINING and DEVELOPMENT, INC.

II

The period of existance and the duration of the life of this corporation shall be 50 years.

III

The registered office of this corporation shall be located at Salmon, in the County of Lemhi, State of Idaho, or any other place deemed advisable by the Board of Directors, and the post office address of its registered office shall be Salmon, Idaho.

IV

The objects and purposes of this corporation shall be:

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 of 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 an general mercantile business; to construct and otherwise acquire, and to maintain and operate hotels, motels and

1 any other form of hostelry; to buy and sell real estate, mining
2 properties and receive rents and royalties therefrom and conduct a
3 general real estate business.

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

10 To acquire, own and operate mines and properties. To carry on
11 general mercantile business and to purchase, sell and deal in goods,
12 supplies and merchandise of all kinds and to act as retailers and
13 wholesalers of all kinds of merchandise.

14 To manufacture, buy, sell, rent, store, repair and care for
15 motor vehicles of all kinds, equipment therefor and appurtenances
16 thereto; to build, purchase or otherwise acquire, and operate
17 buildings, storage houses and garages for storing, caring for every
18 kind of equipment; to buy, sell and deal in goods, wares and mer-
19 chandise necessary or incidental to the operation, repair of equip-
20 ment of all kinds, manufactured and described.

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

27 To open mines, offices or agencies throughout the United States
28 or elsewhere, or to allow or cause the legal estate and interest in
29 any properties or business acquired, established or carried on by
30 the company to remain or be vested in the name of, or carried on by
31 any other company formed or to be formed, upon trust for, or as
32 agents or nominees of this company, and to manage the affairs or

1 take over and carry on the business of any such other company formed
2 or to be formed, and to exercise all or any of the powers of any
3 such company, or of holders of shares of stock or securities thereof,
4 and to receive and to distribute as profits the dividends and
5 interest on such shares of stock and securities. To purchase or
6 otherwise acquire and undertake, all or any part of the business,
7 property and liabilities of any persons or company, carrying on any
8 kind of business which this company is authorized to carry on. To
9 enter into partnership or into any arrangement for sharing profits,
10 union of interest, reciprocal concessions, or co-operate with any
11 person or company carrying on or about to carry on any business or
12 transaction capable of being conducted so as, directly or indirectly,
13 to benefit this company.

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

18 To acquire by purchase, subscription or otherwise, and to hold
19 as investment, any bonds or other securities or evidences of
20 indebtedness, or any shares of capital stock created or issued by
21 any other corporation or corporations, association or associations,
22 of the State of Idaho, or of any other State, Territory or County.

23 To purchase, hold, assign, transfer, mortgage, pledge, or
24 otherwise dispose of, any bonds or other securities or evidences of
25 indebtedness created or issued by any corporation or corporations,
26 association or associations of the State of Idaho, or any other
27 State, Territory or Country, and, while owner thereof, to exercise
28 all the rights, powers and privileges of ownership.

29 To purchase, hold, sell, assign, transfer, mortgage, pledge
30 or otherwise dispose of shares of the capital stock of any other
31 corporation or corporations of the State of Idaho, or of any other
32 State, Territory or Country; and, while owner of such stock, to

1 exercise all the rights, powers and privileges of ownership,
2 including the right to vote thereon.

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

8 The purposes of the corporation are from time to time to do
9 any one or more of the acts and things herein set forth.

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

13 In furtherance, and not in limitations of the general powers
14 conferred by the laws of the State of Idaho, and by the principles
15 of the common law, upon corporations, and of the purposes and the
16 powers hereinbefore stated, the corporation shall also have the
17 following purposes and powers, it being expressly provided that the
18 enumeration of specific powers shall not be construed to limit or
19 restrict in any manner the aforesaid general powers of the corpor-
20 ation. The power to repeal and amend the by-laws and adopt new by-
21 laws is conferred upon the directors and all directors must be
22 share holders.

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

1 To acquire and carry on all or any part of the business or
2 property of any company engaged in a business similar to that
3 authorized to be conducted by this company, or with which this
4 company is authorized under the laws of this state to consolidate,
5 or whose stock the company under the laws of this state and the
6 provisions of this certificate is authorized to purchase and to
7 undertake in conjunction therewith, any liabilities of any person,
8 firm, association or company described as aforesaid, possessing
9 property suitable for any of the purposes of this company, or for
10 carrying on any business with this company which this company is
11 authorized to conduct, and as for the considerations for same to
12 pay cash or to issue shares, stocks or obligations of this company.

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

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

25 To apply for, bid in, secure, contract for, hire out and carry
26 out all kinds of investigations of mineral properties, geophysical,
27 laboratory or otherwise, and to construct or cause to be constructed
28 mills, processing plants and reduction plants and any and all other
29 objects needed for the proper co-ordination of all and any mining,
30 exploration, processing plants and reduction plants and any and all
31 other objects needed for the proper co-ordination of all and any
32 mining, exporation, milling and processing factors in the State of

1 Idaho, or in any other State,.Territory or Country and to accept
2 payment for such services in cash or kind or in any other legal and
3 valuable kind of payment.

4 To purchase or otherwise acquire, own and hold unlimitedly
5 such real and personal property of every kind and description
6 within and without the State of Idaho, and in any part of the world,
7 suitable, necessary, useful and advisable in connection with any or all
8 of the objects hereinbefore or hereinafter set forth, and to convey,
9 sell, assign, transfer, lease, mortgage, pledge, exchange or other-
10 wise dispose of any of such property.

11 IN THE PURCHASE or acquisition of property, business, rights
12 or franchises, or for additional working capital, or for any other
13 object in or about its business or affairs, and without limit as to
14 amount, to incur debts and to raise, borrow and secure the payment
15 of money in any lawful manner, including the issue and sale or
16 other disposition of bonds, warrants, debentures, obligations,
17 negotiable and transferable instruments and evidences of indebted-
18 ness of all kinds, whether secured by mortgage, pledge, deed of
19 trust or otherwise.

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

24 To carry on any other business, whether manufacturing or other-
25 wise, which may seem to the company capable to being conveniently
26 carried on in connection with its business or calculated directly
27 or indirectly to enhance the value of or render profitable any of
28 the company;s property or rights.

29 The said corporation may perform any of its business outside
30 the State of Idaho, in any other State, Territories or possessions
31 of the United States and in foreign countries.

32 To do each and all things above set forth to the same extent

1 and as fully as natural persons might do or could do in the State
2 of Idaho, or in any other State, Country or Place.

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

7 V

8 The capital stock of this corporation shall be FIFTY THOUSAND
9 AND NO/100 (\$50,000.00) DOLLARS. There shall be 100,000 shares of
10 the common stock of the par value of FIFTY CENTS each.

11 The capital stock shall all be of the same class and of the
12 same rights and voting power and with no preferences and will be
13 non-assessable without a special meeting of the stockholders and
14 only then when ninety percent (90%) of the stockholders present
15 vote in favor of the same.

16 The name and post office address of each of the incorporators
17 of this corporation and a statement of the number of shares sub-
18 scribed by each is as follows:

19	<u>NAMES</u>	<u>ADDRESSES</u>	<u>NUMBER OF SHARES</u>
20	Myron D. Johnson, Box 176	Shoshone, Idaho	560
21	Roy J. Peak, Route 1,	Shoshone, Idaho	1160
22	Mayme Peak, Route 1,	Shoshone, Idaho	1270
23	Jett Ward, Box 161,	Salmon, Idaho	4000
24	Marion J. Ward, Box 161,	Salmon, Idaho	4000
25	Paul Bovey, Box 4913,	Jerome, Idaho	1400
26	George Roessler, Box 537	Shoshone, Idaho	448
27	George C. Miller, 328 6th,	Jerome, Idaho	1000
28	Virgil Miller, Box 161	Salmon, Idaho	4000

29 IN WITNESS WHEREOF, We have hereunto set our hands this 17th
30 day of June, 1964.

31	<u>Jett Ward</u>	<u>Paul S. Bovey</u>
32	<u>Marion J. Ward</u>	<u>Mayme Peak</u>
33	<u>Virgil Miller</u>	<u>Roy J. Peak</u>
34	<u>Geo Roessler</u>	<u>George C. Miller</u>
35	<u>Myron D. Johnson</u>	

1 STATE OF IDAHO

2 County of Lemhi--SS

3 On this 17th day of June, 1964, before me, the undersigned, a
4 Notary Public in and for said state, personally appeared Jett Ward,
5 Marion J. Ward and Virgil Miller, known to me to be the persons
6 whose names are subscribed to the within instrument and acknowledged
7 to me that they executed the same.

8 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
9 official seal, the day and year in this certificate first above
10 written.

11 Fredrick Bagher Snook
12 Notary Public for Idaho, Residing at Salmon, Idaho.

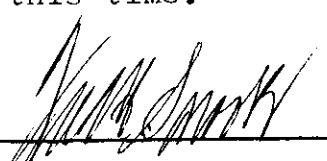
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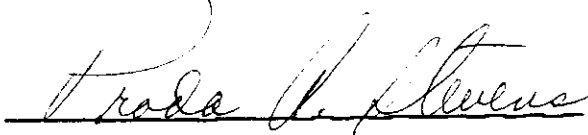
A F F I D A V I T

STATE OF IDAHO

County of Lemhi--SS

Fred H. Snook, being first duly sworn according to law, deposes and says: That he is the attorney for the Sandy Creek Mining and Development, Inc.; that said corporation is strictly a mining corporation and is non-productive at this time.


Subscribed and sworn to before me this 23rd day of June, 1964.


Notary Public for Idaho, Residing at Salmon, Idaho.