



**Department of State.**

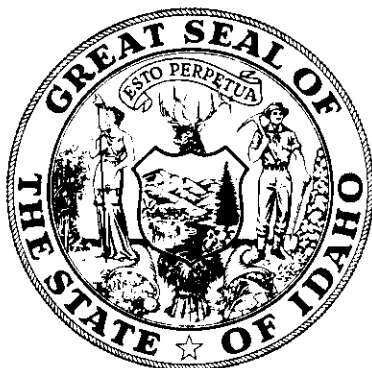
**CERTIFICATE OF AUTHORITY  
OF**

**GR MINING AND EXPLORATION COMPANY**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **GR MINING AND EXPLORATION COMPANY** for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **GR MINING AND EXPLORATION COMPANY** to transact business in this State under the name **GR MINING AND EXPLORATION COMPANY** and attach hereto a duplicate original of the Application for such Certificate.

Dated **February 12**, 19 **80**



*Pete T. Cenarrusa*

SECRETARY OF STATE

Corporation Clerk

# APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is GR MINING AND EXPLORATION COMPANY
2. \*The name which it shall use in Idaho is GR MINING AND EXPLORATION COMPANY
3. It is incorporated under the laws of TEXAS
4. The date of its incorporation is 9/4/79 and the period of its duration is PERPETUAL
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1200 Milam, Suite 3430, Houston, Texas 77002
6. The address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
MINING AND EXPLORATION OF ORE

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Sam E. Rowland</u>	<u>Director, Secretary</u>	<u>All At:</u>
<u>A. P. Gates</u>	<u>Director, President</u>	<u>1200 Milam, Suite 3430</u>
<u>R. Kenneth Keim</u>	<u>Director, Vice-President</u>	<u>Houston, Texas 77002</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000,000</u>	<u>Common</u>	<u>\$1.00</u>

(continued on reverse)

10. The aggregate number of its issued shares; itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,500</u>	<u>Common</u>	<u>\$1.00</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated JANUARY 31, 19 80

Sam E. Rowland  
Sam E. Rowland

By

Its \_\_\_\_\_ President  
and R. Kenneth Keim  
Its \_\_\_\_\_ Secretary

STATE OF TEXAS )

) ss:

COUNTY OF HARRIS )

I, GAIL E. BRYANT, a notary public, do hereby certify that on this 31st day of JANUARY, 19 80, personally appeared before me Sam E. Rowland, who being by me first duly sworn, declared that he is the President of GR MINING AND EXPLORATION COMPANY

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Gail E Bryant  
Notary Public

MY COMMISSION EXPIRES: 8-24-81

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



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SECRETARY OF  
STATE

# The State of Texas

## SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

GR MINING AND EXPLORATION COMPANY

Articles of Incorporation

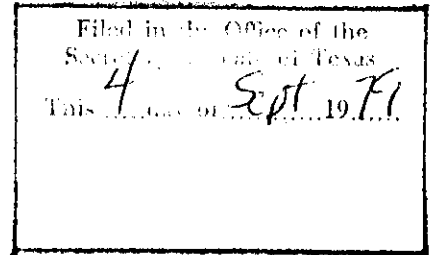
September 4, 1979



*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this*

29th day of October, A. D. 19 79.

*GW Strake Jr.*  
\_\_\_\_\_  
ja Secretary of State



ARTICLES OF INCORPORATION  
OF

GR MINING AND EXPLORATION COMPANY

We, the undersigned natural persons, each of whom has reached the age of twenty-one (21) years, and all of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the Corporation is GR Mining and Exploration Company.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized are:

1. To buy, sell, and otherwise deal in notes, stocks, bonds, or other investments, including the right to hold, buy, sell, lease, mortgage, or otherwise encumber, sell, and dispose of personal property of all kinds and descriptions.
2. To carry on and conduct a general sales and merchandising business. To manufacture, buy and sell, exchange import, export, and generally deal in goods, wares and merchandise of every kind class and description at wholesale and retail, as jobber, broker, commission seller, agent, or as its own agent, or on its own account. To act and contract to act as sales representative and/or agent for manufacturers of all kinds of goods, wares, and merchandise.
3. To make agreements and contracts with others to do any of the things that this corporation is empowered to do, and to enter into, make, perform, and carry out contracts, and arrangements of every kind, and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

4. Subject to the provisions of Part IV of the Texas Miscellaneous Corporation Laws Act, to buy or acquire, own, hold, manage and control real personal property of every description, including its own stock and stock in any other corporation, and to sell and convey, mortgage, pledge, lease, or otherwise dispose of such property or any such property or any part thereof.

5. To engage in all other operations and activities and to do all things reasonable, necessary and incidental to the foregoing and to have and to exercise all powers conferred by the laws of the State of Texas on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in a connection with other persons, firms, associations, or corporations.

6. To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States or in any foreign country, to the extent that such purposes are not forbidden by the laws of such state, territory, district or possession of the United States or by such foreign country.

#### ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is 1,000,000 shares at \$1.00 par value.

#### ARTICLE V

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand and No/100 (\$1,000.00) Dollars, consisting of money, labor done, and property actually received.

#### ARTICLE VI

The mailing address of its initial registered office is 1200 Milam, Suite 3430, Houston, Texas 77002 and the name of its initial registered agent at such address is Sam E. Rowland.

#### ARTICLE VII

The number of Directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders, or until their successors are elected and duly qualified are:

Sam E. Rowland  
1200 Milam, Suite 3430  
Houston, Texas 77002

R. Kenneth Keim  
1200 Milam, Suite 3430  
Houston, Texas 77002

Gary C. Johnson  
1200 Milam, Suite 3430  
Houston, Texas 77002

#### ARTICLE VIII

The names and addresses of the incorporators are:

Sam E. Rowland  
1200 Milam, Suite 3430  
Houston, Texas 77002

R. Kenneth Keim  
1200 Milam, Suite 3430  
Houston, Texas 77002

Gary C. Johnson  
1200 Milam, Suite 3430  
Houston, Texas 77002

#### ARTICLE IX

Directors shall be elected by plurality vote, cumulative voting shall not be permitted.

#### ARTICLE X

No shareholder or other person shall have any pre-emptive right whatsoever.

#### ARTICLE XI

The Corporation may enter into contracts or transact business with one or more of its directors or officers, or with any firm of which one or more of its directors or officers are members or employees, or in which they are otherwise interested, or with any corporation or association on which any of its directors or officers are stockholders, directors, officers, members, employees or otherwise interested; and no contract or other transaction between the Corporation and any firm of which one of its directors or officers are members or employees, or in which they are directors or otherwise interested, or between the Corporation and any corporation or association in which one or more of its directors or officers are shareholders, members, directors, officers, or employees, or in which they are otherwise interested, shall be void or voidable or otherwise affected by reason of such directorship or office of the corporation or such interest in such other firm, corporation or association, notwithstanding that such director or directors having such interest are present and counted in determining the existence of a quorum at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction, and notwithstanding that the vote of such director or directors having such interest shall have been necessary to authorize, approve, ratify, or otherwise obligate the Corporation upon, such contract or transaction, provided that:



1. The fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve, or ratify such contract or transactions by vote of a majority of the Directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote, or

2. The fact that such interest shall be disclosed to the shareholders and the shareholders, by written consent or by vote of holders of record of a majority of all the outstanding shares entitled to vote, shall authorize, approve, or ratify such contract or transaction;

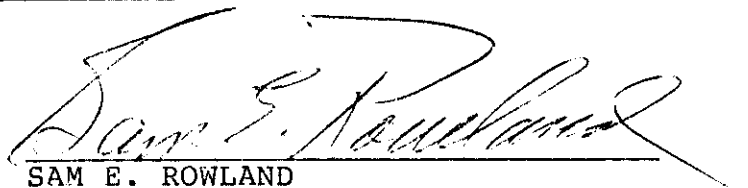
nor shall any director or officer be liable to account to this corporation for any profits realized by or from or through any such transaction or contract of the Corporation by reason of such directorship, office or interest. Nothing herein contained shall create liability in the events described or prevent the authorization, ratification or approval of such transactions or contracts in any other manner permitted by law. This Article shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

#### ARTICLE XII

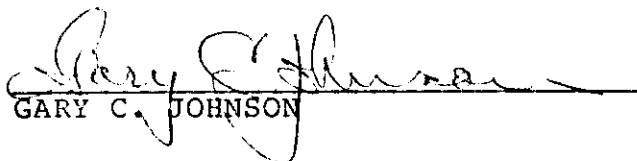
The Corporation shall indemnify any director, officer, agent, or employee, or former director, officer, agent, or employee of another corporation in which it owns or has owned shares of stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in any amount paid in satisfaction of judgments in connection with any action, suit, or proceeding, whether civil or criminal in nature, in which he is made a party by reason of being or having been such a director, officer, or employee (whether or not a director,

an officer, agent or employee at the time such costs or expenses are incurred by or imposed upon him) except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duty. The Corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of the committee of the directors not involved in the matter in controversy, whether or not a quorum, that it was to the interest of the Corporation that such settlement be made and that such director, officer or employee was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, agent or employee may be entitled by law or under any By-Laws, agreement, vote of shareholders or otherwise.

IN WITNESS WHEREOF, we have hereunto set our hands this the 20th day of August, 1979.

  
SAM E. ROWLAND

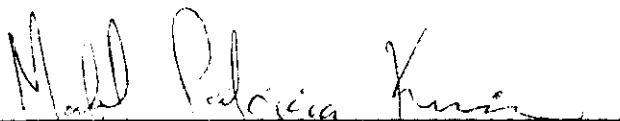
  
R. KENNETH KEIM

  
GARY C. JOHNSON

THE STATE OF TEXAS   §  
                                  §  
COUNTY OF HARRIS   §

BEFORE ME, the undersigned authority, a Notary Public in and for Harris County, Texas personally appeared SAM E. ROWLAND, R. KENNETH KEIM and GARY C. JOHNSON, who each being by me duly sworn on oath, severally declared that they are the persons who signed the foregoing instrument as incorporators, and that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 30th day of August, 1979.

  
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NOTARY PUBLIC in and for  
Harris County, T E X A S

MADEL PATRICIA KERRANE  
Notary Public in and for Harris County, Texas  
My Commission Expires June 30, 1981