

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, 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

COMMERCIAL PROSPECTORS, INC.

was filed in the office of the Secretary of State on the 18th day of February A.D. One Thousand Nine Hundred Fifty-five and duly recorded on Film No. 89 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 (50) Years from the date hereof, with its registered office in this State located at

Nespecoe

in the County of

Lewis

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

18th day of February,

A.D., 1955 .

Secretary of State.

ARTICLES OF INCORPORATION
OF
COMMERICAL PROSPECTORS, INC.

KNOW ALL MEN BY THESE PRESENTS:-

That we, the undersigned, citizens of the United States of America, all of legal age, and residents of the State of Idaho, do hereby associate ourselves together to form a corporation, and in order to form a corporation for the purposes hereinafter stated under the provisions of the General Business Corporations laws of the State of Idaho, do hereby CERTIFY AND DECLARE as follows:

I.

The name of this corporation is, COMMERICAL PROSPECTORS, INC.

II.

The objects and purposes for which this corporation is formed are as follows:

A. To prospect, Locate, aquire by ~~discovery~~, by lease, license, option, purchase, franchise, grant, gift, devise or otherwise hold, possess, enjoy, develope, mine, work, operate, sell, lease, option and exploit mines, mineral lands and claims, mining rights, metaliferouse land and rights in the State of Idaho, or elsewhere. Also to carry on the business in all of its various branches mining for or the manufacture of uranium, gold, silver, tin, lead, zinc and any and all other metals or minerals or other natural recorces located in and about the earth.

B. To construct, purchase, contract, lease or otherwise acquire, maintain and operate tunnels, sluices, draglines, dredges or other placer equipment, reserviores, ditches, plants, and other equipment for mining, irrigation and transportation purposes. Also to purchase, lease or otherwise acquire lands, mills, millsites, tunnel sites, buildings, machinery, power houses, pumping plants, pumping machinery, dump rights, tramways, flume- rights, pipe lines, private railroads, private tramways, private roads, easements, franchises and licenses. Also to purchase contract, lease or otherwise acquire, operate and maintain electric lighting, power plants, buildings, machinery, appliances and equipment appeartaining thereto.

C. To purchase, lease or otherwise acquire, operate and maintain telegraph and telephone lines for the transmission of messages and sounds by electricity or otherwise. To furnish gas, water, electricity, power, heat, and lights for mining, milling, damnsites and other uses, to promote and to sell, lease, or dispose of the same to such persons or corporations, and for such price or prices and on such terms and conditions as to this corporation may seem proper/ To develop, store, sell, contract and generally deal in and dispose of the same to such persons or corporations, and for such price and prices, and under such terms and conditions as this corporation may seem proper, electrical and other power for the generation, distribution and supply of electricity for mining, milling, heating and power purposes. To purchase, lease, or otherwise acquire, construct and maintain plants for the purpose of extracting values from the refractory ores. To purchase, treat, refine, extract, reduce, crush, calcine, smelt, concentrate and minilulate all kinds of ores, minerals and metaliferous substances with the view of obtaining uranium, gold, silver, tin and all other metals, combinations of metals or other valuable substances, with the view of preparing the same for market. Generally to engage in the smelting, reducing, crushing, refining, milling, treating, assaying and selling minerals and ores of all kinds, classes and descriptions. To buy, sell, manufacture and generally deal in machinery, blasting powder, and high explosives of every description, fuse caps, implements, cameras, geiger counters, black lights, scintillators, and all other conveniences for use in connection with mining and metallurgical operations. To purchase, lease or otherwise acquire land for the purpose of erecting offices, buildings, plants, work shops, dwelling houses, warehouses, stores, hotels, and other buildings in connection with the foregoing purposes.

D. To invest in, take over, buy, sell, pledge and exchange stocks, shares, bonds, and other securities of any company whether incorporated under the laws of the several commonwealths or under the laws of any foreign company or country. To make advances upon, hold in trust, buy and sell on commission, and sell or dispose of any investment aforesaid, or

to act as auditor for any of the above or like purposes. To hold, purchase, or otherwise acquire, to sell, assign, transfer, mortgage, pledge, pledge on margin, or otherwise dispose of shares of the capital stock, bonds or securities issued or created by any corporation, and while the holder thereof, to exercise all the rights and privileges of ownership including the right to vote thereon. To cause or allow the legal title, estate and interest in any property acquired, established or carried on by the company to remain or be vested or registered in the name name of or carried by the company or any other companies, foreign or domestic, formed or to be formed, and either upon trust for or as agent, or nominee of this company, or upon other terms or conditions which the Board of Directors may consider for the benefit of this company, and to manage the affairs or take over and carry on the business of such company or companies, so former or to be formed, either by acquiring the shares, bonds or other securities thereof, or otherwise howsoever, or to exercise any or all of the powers of the holders of shares, bonds or securities thereof, and to receive and distribute as profits or dividends any interest on such shares, bonds or other securities. To guarantee the payment of dividends or interest on any shares, debentures or other securities, issued by, or any other contracts or obligations of any corporation, when in the judgment of directors the same is proper or necessary for the business of the company, provided the acquired authority by first obtained from the Board of Directors for that purpose.

E. To remunerate any person or persons or corporations for the services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any shares of the companies capital stock or any debentures or securities thereof, or in or about the formation or promotion of the company or the conduct of its business as deemed proper.

F. All the powers and purposes above enumerated are for mining, acquiring, prospecting, operating, manufacturing and disposing of mines or properties by lease, sale, or otherwise, and are to be used in connection with such purposes only.

III.

This Corporation is formed for a term of fifty (50) years from the date of its incorporation.

IV.

The principal place of business and its registered office are and is Post Office Box #32, Nezperce, Lewis County, Idaho.

V.

The number of directors of this corporation shall be three (3), but such number may, from time to time, be increased or decreased in such manner as may be provided in the By-Laws. In case of an increase in the number of directors, the additional directors may be elected by the directors then in office, and as such director or directors so elected they shall hold office until the next annual meeting of members, and until their successors are elected and qualified. The first board of directors of this corporation shall be as follows: Virgil Burford, Nezperce, Idaho; Joe E. Little, Kooskia, Idaho; and John R. Kemper, Nezperce, Idaho.

VI.

The capital stock of this corporation shall be in the total sum of \$100,000.00 and shall be divided as follows:

Preferred Stock	100 shares	Par Value per share	\$100.00
Class "A" Common	100 shares	Par Value per share	\$100.00
Class "B" Common	8000 shares	Par Value per share	\$10.00

The voting stock of this corporation is the Class "A" Common Stock and no other stock shall have any voting rights in this corporation. Class "A" and "B" Common stock shall share equally in all profits and in such nature shall be prior to the Preferred Stock; the Preferred Stock shall be first to share in the assets of said corporation in case of dissolution.

VII.

The capital stock subscribed for in this corporation is as follows:

Virgil Burford	Class "A" Common	30 Shares	Par \$3,000.00
Joe E. Little	Class "A" Common	30 Shares	Par \$3,000.00
John R. Kemper	Class "A" Common	22 Shares	Par \$2,000.00

IN WITNESS WHEREOF, We have hereunto set our hands and seals
this 11th day of February, 1955.

Virgil Burford (Seal)

Joe E. Little (Seal)

John R. Kemper (Seal)

STATE OF IDAHO)
 : ss.
County of Lewis)

On this 16th day of February, 1955, before me the undersigned,
a Notary Public in and for said State, personally appeared VIRGIL BURFORD,
JOE E. LITTLE, and JOHN R. KEMPER, known to me to be the persons whose
names are subscribed to the foregoing and within instrument and acknowledged
to me that they executed the same, and that they are citizens of the United
States of America and residents of the State of Idaho, and are over the
age of twenty-one years.

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

Fred J. Vogel
Notary Public for the State of Idaho
Residing at Nezperce, therein.