

UDELL, ELAM, and BLISS
ATTORNEYS AND COUNSELORS AT LAW
300 LENORA STREET
P.O. BOX 1300A McCALL, IDAHO 83638
PHONE (208) 634-2108 or (208) 634-2100
RICHARD S. UDELL RICHARD L. BLISS FRANK T. ELAM (Retired)

CERTIFICATE OF
LIMITED PARTNERSHIP
OF

RESCUE MINE, A LIMITED PARTNERSHIP

RECEIVED
SEC. OF STATE

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1. The Name of the Limited Partnership is Rescue Mine, a Limited Partnership.

2. The general character of its business is mining and such activities as are related or incidental thereto.

3. The name and address of the registered agent for process service required to be maintained by section 53-204 Idaho Code, is:

GEORGE A. McDOWELL
9441 Halstead Dr.
Boise, Idaho

4. The names and business addresses of the partners are:

GENERAL PARTNERS

NAME	ADDRESS
CURT TEMPLAIN	7465 Interlachen Ave. San Ramon, CA 94583
EL CLD. INC.,	2105 Cheyenne Way
Larry Hayes, Pres.	Modesto, CA 95356

LIMITED PARTNERS

JESS ALBINO	1601 Bayo Vista San Pablo, CA 94806
ROBERT AMENT	3730 Seville Drive Florissant, MO 63033
DUNSTON F. BOYD	2009 Bison Court Grand Junction, CO 81503
ROY EARL COATS	37 Willotta Drive Suisun, CA 94585

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JAY DELMEZ	60 Oakridge Court Danville, CA 94526
RICHARD GREENWALT	60 Oakridge Court Danville, CA 94526
MARY HALL	107 Grand Teton Drive St. Peters, MO 63370
THOMAS JOHANNESSON	80 San Pedro Court Walnut Creek, CA 94598
MARTIN MESSNER	2690 Cedro Lane Walnut Creek, CA 94598
PAUL MICLEA	12 Elliott Drive Pleasant Hill, CA 94523
ROBERT M. McDONALD	P.O. Box 11502 Salt Lake City, UT 84147
RAYMOND SMITH	49 Wichmann Road Attadale (AUS.) W.A. 6156
ROBERT J. SMITH	9605 San Gabriel Albuquerque, NM 87111
STEVEN C. SMITH	3884 Lassen Street Napa, CA 94558

5. The contribution of each partner shall be the equal interest of each in an existing partnership known as The Rescue Mine Partnership, which has an aggregate value of \$400,000.00, the intent of the parties being to make a tax-free exchange of interest in the Partnership for exact equal interest in the Limited Partnership.

6. Additional capital contribution may be required of the partners from time to time as deemed necessary by the general partners.

7. Admission of additional or substituted limited partners is allowed by transfer of existing partnership interest in accord with provisions contained in the partnership agreement, by sale of additional limited partnership interests, or such other terms and conditions as may be authorized by the majority in interest of all limited partners.

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8. No partner shall be entitled to a distribution of partnership assets except upon withdrawal or dissolution, other than in cash. Except the general partners may elect to distribute gold in lieu of cash.

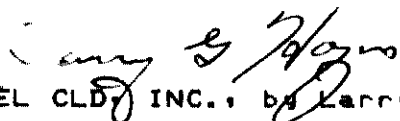
9. Partners shall receive distribution of profits as available at the close of the taxable year.

10. The term of the partnership shall be until dissolved or until December 31, 1999, or upon loss of a general partner.

11. Remaining general partners may elect to continue the limited partnership on the withdrawal or loss of a general partner.

Executed by the General Partners on June 5, 1987, at McCall, Idaho.

GENERAL PARTNERS

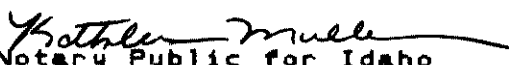

EL CLD, INC., by Larry G. Hayes
President


Curtis J. Templain

STATE OF IDAHO,)
(SS.
COUNTY OF VALLEY.)

On this 5th day of June, 1987, before me, the undersigned, a Notary Public in and for said state, personally appeared Curt Templain known to me to be the person whose name is subscribed to the within instrument, who signed the same in my presence and made oath before me to the allegations set forth therein, and acknowledged to me that he 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 Idaho
Residing at New Meadows

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STATE OF IDAHO)
(SS.
COUNTY OF VALLEY)

I, Kathy Mullen, a notary public, do hereby certify that on this 5th day of June, 1987, personally appeared before me Larry Hayes, who being by me first duly sworn, declared that he is the President of EL CLD. INC., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.


Notary Public for Idaho
residing at New Meadows

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LIMITED PARTNERS

NAME AND DATE

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Jess Albino

Robert Amant

Dunston F. Boyd

Roy Earl Coats

Roy Vernon Coats

Jay Delmez

Richard B. Donnell 6.10.87

Richard Greenwalt

Mary Hall

Thomas Johannesson 6/24/87

Martin E. Messner 22 June '87
Martin Messner

Paul Micla 6/23/87

Robert M. McDonald

Raymond Smith

Robert J. Smith

Steven C. Smith

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Robert M. McDonald, *Trustee*

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5

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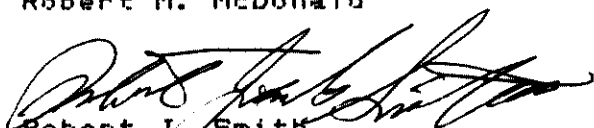
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Robert Ament

COATS TRUST D.T.D. 3-27-78

Byrd Coats 6-8-1987
Roy Earl Coats TRUSTEE

Dunston F. Boyd

Roy Vernon Coats June 9, 1987
Roy Vernon Coats

Jay Delmez

Richard Greenwalt

Mary Hall

Thomas Johannesson

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