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SECRETARY OF STATE
STATE OF IDAHO

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**ARTICLES OF INCORPORATION
OF MGI ACQUISITION CORPORATION**

The undersigned hereby executes the following articles of incorporation for the purpose of forming a corporation under the Idaho Business Corporation Act.

Article I

Name of Corporation

The name of this corporation is MGI Acquisition Corporation.

**Article II
Duration**

This corporation's duration shall be perpetual.

**Article III
Purpose**

The purposes for which this corporation is organized and its powers are to acquire, own and develop patented and unpatented mining claims, and, in general, to carry on any lawful business for which corporations may be incorporated under the laws of the State of Idaho and which this corporation may deem proper or convenient, or which may be calculated to promote directly or indirectly the interests of this corporation or to enhance the value of its property or business, even though such business may not be included in the purposes and powers expressed, and to exercise all of the powers conferred by the laws of the State of Idaho under which this corporation is formed, as such laws are now in effect or as they may be amended at any time in the future.

**Article IV
Registered Office and Registered Agent**

The address of the registered office of this corporation is 2512 East Black Forest Avenue, Post Falls, Idaho 83854. The name of the registered agent at such address is Keith Brown.

**Article V
Authorized Shares**

The total number of shares of all classes of stock which this corporation shall have authority to issue is ten thousand (10,000) shares, all of which shall be designated common stock, without par value (the "Common Stock"). The designations, relative rights, preferences and limitations of the shares of Common Stock are as follows:

Voting. Each holder of Common Stock shall have one vote for each share held. A holder of shares of Common Stock shall not be entitled as a matter of right to cumulate his or her votes for the election of directors.

Dividends. Each issued and outstanding share of Common Stock shall entitle the holder thereof to receive dividends (whether payable in cash, stock or otherwise), when, as and if declared by the board of directors of this corporation out of funds legally available therefore.

IDAHO SECRETARY OF STATE
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Liquidation, Dissolution or Winding Up. In the event of any liquidation, dissolution or winding up of the affairs of this corporation, whether voluntary or involuntary, each issued and outstanding share of Common Stock shall entitle the holder of record thereof to receive ratably and equally all the assets and funds of this corporation available for distribution to its shareholders, whether from capital or surplus.

Merger, Consolidation, Etc. Upon the merger or consolidation of this corporation (in a merger or consolidation in which shareholders of this corporation receive cash or securities of any other person or entity upon such merger or consolidation), or upon the sale or other disposition of all or substantially all of the properties and assets of this corporation as an entirety to any person or entity, the aggregate consideration therefore payable to the shareholders of this corporation, if any, shall be distributed as if such merger, consolidation, sale or other disposition were a distribution in liquidation, dissolution or winding up of the affairs of this corporation.

Preemptive Rights. A holder of shares of Common Stock shall not be entitled as a matter of right to preemptive rights to acquire additional shares of capital stock of this corporation.

Article VI Directors

The number, qualifications, terms of office, manner of election, time and place of meetings, powers and duties of the directors of this corporation shall be prescribed by the bylaws of this corporation, but the board of directors as of the date these articles of incorporation are filed shall number two (2) who shall serve until the first meeting of shareholders or until their respective successors are elected and qualified.

The names and post office addresses of the directors are as follows:

<u>Name</u>	<u>Address</u>
Frank Duval	P.O. Box 687 Veradale, Washington 99037-0687
David Elliott	Suite 2000 – 400 Burrard Street Vancouver, British Columbia Canada V6C 3A6

Article VII Limitation on Liability of Directors and Indemnification

To the full extent that the Idaho Business Corporation Act, as it exists hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors, a director of this corporation shall not be liable to this corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article VII shall not limit or eliminate the liability of a director of this corporation for acts or omissions that involve intentional misconduct or a knowing violation of the law, for conduct which violates Section 30-1-832 of the Idaho Business Corporation Act pertaining to unlawful distributions to shareholders, for unauthorized loans to directors, or in connection with any transaction with respect to which it is finally adjudged that such director personally received a benefit in money, property or services to

which that director was not legally entitled. Any amendment to or repeal of this Article VII shall not adversely affect any right or protection of a director of this corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

This corporation shall have the power to indemnify a director, officer, or former director or officer of this corporation, or any person who may have served at this corporation's request as a director or officer of another corporation, against expenses actually and reasonably incurred by such person in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she becomes a party by reason of being or having been such director or officer, to the full extent permitted by the Idaho Business Corporation Act and this corporation's bylaws, as the same exist or may hereafter be amended.

This corporation, to the full extent permitted by the Idaho Business Corporation Act and this corporation's bylaws, as the same exist or may hereafter be amended, also shall have the power to enter into an agreement to advance expenses and litigation costs of any director or former director, without making any determination of the director's good faith or reasonable beliefs with regard to the lawfulness of his or her activity. The indemnification so authorized shall not protect or purport to protect any director against liability to this corporation or to its shareholders to which he or she otherwise would be subject by reason of intentional misconduct or a knowing violation of the law, for conduct which violates Section 30-1-832 of the Idaho Business Corporation Act pertaining to unlawful distributions to shareholders, for unauthorized loans to directors, or in connection with any transaction with respect to which it is finally adjudged that such director personally received a benefit in money, property or services to which that director was not legally entitled. The indemnification so authorized shall continue in effect as it relates to all acts or omissions committed while the director held his or her position, notwithstanding his or her subsequent resignation or removal from that position, and the indemnification shall inure to the benefit of the heirs, executors and administrators of that person or his or her estate.

Article VIII

Bylaws

The board of directors shall have full power to adopt, alter, amend or repeal the bylaws of this corporation or adopt new bylaws, subject to repeal or change by action of the shareholders. Nothing herein shall deny the concurrent power of the shareholders to alter, amend, or repeal the bylaws or adopt new bylaws.

Article IX

Transactions with Interested Parties

This corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise with its directors, officers and shareholders and with corporations, associations, firms and entities in which they are, may be or may become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud, no such contract or transaction shall be voided and no such director, officer or shareholder shall be held liable to account to this corporation by reason of such adverse interest or by reason of any fiduciary relationship to this corporation arising out of such office or stock ownership for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of this corporation (but not in the case of shareholders who are not directors or officers), the nature of the interest of such director or officer, though not necessarily the details or extent thereof,

be disclosed or known to the board of directors of this corporation at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of this corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation, association, firm or entity.

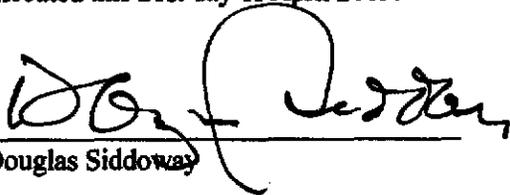
Article X
Amendment to Articles

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of this corporation are granted subject to this reservation.

Article XI
Incorporator

The incorporator of this corporation is Douglas Siddoway, whose address is 1500 Bank of America Financial Center, 601 West Riverside Avenue, Spokane, Washington 99201-0653.

IN WITNESS WHEREOF, the incorporator has caused these articles of incorporation to be executed this 21st day of April 2009.



Douglas Siddoway

Consent to Serve as Registered Agent

I, Keith Brown, hereby consent to serve as registered agent in the State of Idaho for MGI Acquisition Corporation, an Idaho corporation.

I understand that as registered agent it will be my responsibility to receive service of process, to forward all mail and to immediately notify the Office of the Secretary of State of the State of Idaho of my resignation or of any change of address of the registered office of the above-named corporation.

DATED this 21st day of April 2009.


Keith Brown