

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THISTLE DOWN CORPORATION
File number C 107432

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: August 24, 1994



Pete T. Cenarrusa
SECRETARY OF STATE
By *[Signature]*

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ARTICLES OF INCORPORATION

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OF
THISTLE DOWN CORPORATION

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KNOW ALL MEN BY THESE PRESENTS THAT THE UNDERSIGNED, DONALD SOLBERG, PATRICK BIRD, and DENNIS ALBERS, being three natural persons of full age, who are citizens of the United States have this day voluntarily associated themselves for purposes of forming a private domestic corporation under the laws of the State of Idaho and to that end do hereby adopt Articles of Incorporation as follows:

FIRST: Corporate Name. The name of the corporation shall be Thistle Down Corporation.

SECOND: Corporate Existence. The period of existence and duration of the life of this corporation shall be perpetual.

THIRD: Registered Office and Registered Agent. The physical location of the registered office shall be in care of Patrick Bird, at 111 South Mill, Grangeville, ID 83530, with the mailing address being the same address. The registered agent to accept service of process will be Patrick Bird, 111 South Mill, Grangeville, ID 83530.

FOURTH: Corporate Purposes: The nature of the business and object and purposes of the business to be transacted, promoted and carried on are the doing of any and all of the following things herein mentioned as full and to the same extent as natural persons might or could do in any part of the world:

1) To generally engage in the investing in mineral properties of any kind and character in any fashion for purposes of development of mining, mining properties, mineral properties, of any kind and description whatsoever. To engage in any business necessarily associated with mining, including road building, milling, or anything associated therewith.

2) To do any of the things necessary, incidental, and prudent to the carrying out of the purposes and things set forth in

the preceding paragraph which may be deemed necessary and reasonable by the Board of Directors.

3) To have and exercise all the powers now or hereafter conferred by the laws of the State of Idaho upon corporations, organized pursuant to the laws under which this corporation is organized, and to do any and all acts mandatory thereof and supplemental thereto.

4) To invest the assets of the corporation in property of every kind and character, whether real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, choses in action, securities, stocks, bonds, warrants, mortgages, notes, and other obligations and evidences of interest indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof. That the corporation shall have the power to deal in real estate of all forms, regardless of whether it be leasing, owning outright, investing in, or the sale of, any real property wherever situated.

5) To hire and employ agents, servants and employees and to enter into agreements of employment and collective bargaining and to act as agent, contract, trustee, factor or otherwise, either alone or in company with others.

6) To let concessions to others and to do any of the things that this corporation is empowered to do, and to do, make, perform, and carry out contracts and arrangements of every kind and character of any person, firm, association or corporation, or any government or authority or subdivision thereof.

7) To lease equipment from any other corporation to carry out the purposes of this corporation, and to pay rents for such leased equipment to the owner thereof under any circumstances deemed reasonable by the Board of Directors.

Nothing in these paragraphs and this section shall be construed as giving this corporation the right, powers or privileges not permitted to it by law, but the occurrence in any of the foregoing clauses of this article of any purpose, power or object not prohibited by the laws of the State of Idaho, of the

United States of America, or any other state or district in which this corporation may carry on business shall not invalidate any other purpose, power, or object not otherwise prohibited by reason of contiguity or apparent association therewith.

8) To acquire and to make payment therefor in cash for the stocks or bonds of the corporation, or by undertaking or assuming any obligations and liabilities of the transferor, or in any other way goodwill, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or sue the liabilities of any person, firm, association or corporation; to sell or in any manner dispose of the whole or any part of the property so purchased; to conduct in a lawful manner the whole or any part of the business so acquired, and to exercise all of the powers necessary or convenient for the conduct and management thereof.

FIFTH: **Directors Powers:** In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

1) To make and alter bylaws of this corporation; to fix the amount to be reserved as working capital over and above its capital stock paid in; and to authorize and cause to be executed mortgages and liens upon the real property and personal property of this corporation.

2) Pursuant to the affirmative vote of 75% of the issued and outstanding stock having voting power, or when authority by the written consent of at least two-thirds (2/3) of the majority of the holders of the voting stock issued and outstanding, the Board of Directors shall have the power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its good will and corporate franchise, upon such terms and conditions as its Board of Directors deems expedient and for the best interest of the corporation.

SIXTH: **Corporate Stock:** The capital stock of this corporation shall be \$1,000,000 and shall be divided into 1,000,000 shares of stock at the par value of \$1 per share. No distinction

shall exist between the shares of this corporation, and all such shares shall have the same right in the corporation.

SEVENTH: Capitalization: All or any portion of the capital stock may be issued for cash or payment for real or personal property, services, or any other right, or thing of value, for the uses of the corporation, and when so issued shall become and be fully paid, the same as though paid for in cash at par; and the directors shall be the sole judges of the value of any property, thing, or right acquired in exchange for the capital stock.

EIGHTH: Increased Capitalization: From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportion as shall be determined by the Board of Directors and may be permitted by law.

NINTH: Incorporators and Directors: The name and address of each of the incorporators and a statement of the total number of shares subscribed for by each is as follows, and the directors are the same persons:

Patrick Bird 111 South Mill Grangeville, ID 83530	100 shares	\$100
Donald Solberg 620 Maple Grangeville, ID 83530	100 shares	\$100
Dennis Albers 401 West North Grangeville, ID 83530	100 shares	\$100

TENTH: Amendment of Articles: This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by the statute, and all the rights conferred upon the stockholders herein are granted, subject to this resolution.

ELEVENTH: Limitation of Liability: The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

We, the undersigned, being each one of the original subscribers to the capital stock herein named for the purpose of forming a corporation to do business both within and without the State of Idaho, in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying the facts stated are true, and we respectfully agree to take the number of shares hereinabove set

opposite our names and accordingly have hereunto set our hands and seals this 17th day of August, 1994.

Patrick T. Bird
PATRICK BIRD

Don Solberg
DONALD SOLBERG

Dennis Albers
DENNIS ALBERS

STATE OF IDAHO)
 ss
County of Idaho)

On this 17th day of August, 1994, before me, a Notary Public in and for said County and State, personally appeared PATRICK BIRD, known to me to be the person whose name is subscribed to the within instrument and he acknowledged to me that he freely executed the same.

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

(NOTARY SEAL)

Janice E. Emmer
Notary Public for the State of Idaho,
Residing at Grangeville, therein.
My commission expires 7-1-99.

STATE OF IDAHO)
 ss
County of Idaho)

On this 17th day of August, 1994, before me, a Notary Public in and for said County and State, personally appeared DONALD SOLBERG, known to me to be the person whose name is subscribed to the within instrument and he acknowledged to me that he freely executed the same.

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

(NOTARY SEAL)

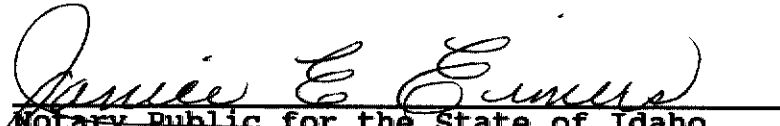
Janice E. Emmer
Notary Public for the State of Idaho,
Residing at Grangeville, therein.
My commission expires 7-1-99.

STATE OF IDAHO)
 SS
County of Idaho)

On this 17th day of August, 1994, before me, a Notary Public in and for said County and State, personally appeared DENNIS ALBERS, known to me to be the person whose name is subscribed to the within instrument and he acknowledged to me that he freely executed the same.

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

(NOTARY SEAL)


Notary Public for the State of Idaho,
Residing at Grangeville, therein.
My commission expires 7-1-99.