

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

INSPIRATION LEAD COMPANY, INC.

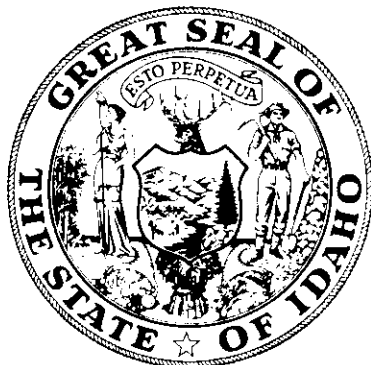
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

INSPIRATION LEAD COMPANY, INC.

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: *December 1, 1982*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION OF
INSPIRATION LEAD COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, all of whom are of legal age and citizens of the United States of America and of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby adopt and subscribe to the following:

ARTICLES OF INCORPORATION

I.

The name of this corporation shall be INSPIRATION LEAD COMPANY, INC.

II.

The purposes for which this corporation is formed are:

To carry on the business of mining, milling, concentrating, converting, smelting, preparing for market, manufacturing, buying, selling, exchanging and otherwise producing and dealing in gold, silver, copper, lead, zinc, brass, iron, steel and all kinds of ores, metals and minerals, and the products and by-products thereof of every kind and description and by whatsoever process the same can be or may hereafter be produced, and generally and without limit as to amount, to buy, sell, exchange, lease, acquire, hypothecate and deal in lands, mines, and mineral rights and claims, and to conduct all business appertaining thereto; to buy, purchase, lease or otherwise acquire mining rights, timber rights, oil and gas rights, water and water rights, mines and buildings, dwellings, plants, machinery, tools and other properties whatsoever which this corporation may from time to time find to be for its advantage and purposes; to mine and market any mineral or other product that may be found in or on such lands, and to explore, work, exercise, develop or turn to account the same.

To search for, prospect and explore for ores and minerals and to locate mining claims, grounds and lodes in the United States of America, or any of the territories thereof or in foreign countries, and record the same pursuant to the mining laws of the United States or other countries; to bore, drill, prospect and mine for gold, silver, copper, lead, zinc, iron, antimony, tin, asbestos, and all kinds of ores, metals, minerals and precious stones, oils, gas, coal, and to mill, convert, prepare for market and otherwise produce and deal in the same and in the products and by-products thereof, and to work, explore, operate and develop the same, and carry on the business of mining in all of its branches; to carry on the business of searching for, prospecting, preparing, producing, procuring, refining, piping, storing, transporting, supplying, buying, selling, manufacturing and distributing petroleum and other oils and their products and by-products; to construct, build, operate and maintain oil wells, refineries, buildings, works, work-shops, laboratories, machinery, power plants, saw mills, stores and warehouses; to acquire by grant, purchase or otherwise, any property or privileges from any government or any other authority, individual or municipal or otherwise, and to perform and fulfill the conditions thereof.

To smelt, refine, assay and manufacture copper, lead, spelter, antimony and the mixtures of said metals and any and all metals and to buy, sell and deal in the same.

To manufacture, buy and sell all kinds of lumber and to purchase, operate and sell mills, land, standing timber, logs and lumber and to transact all business pertaining thereto.

To purchase, hold, sell and improve and lease real estate and to mortgage and incumber the same, and to erect, manage, care for, maintain and extend and alter buildings thereon.

To build, purchase and otherwise acquire and to operate mills, concentrating plants and smelters and to acquire all water rights, dams, flumes and other water works necessary or convenient for the operation of said mills, concentrators and smelters.

To hold, purchase or otherwise acquire or be interested in and to sell, assign, pledge or otherwise dispose of shares of the capital stock, bonds or other evidences of debt issued by or created by any other corporation, whether foreign or domestic, or whether now or hereafter organized, and while the holders of any such shares of stock, to exercise all the rights and privileges of ownership, including the right to vote thereon to the same extent as a natural person might or could do.

To issue bonds and other obligations in payment of the property purchased or acquired by it or for any other object in or about its business; to mortgage or pledge any stock or other obligations or any property which may be acquired by it and to secure any bonds or other obligations by it issued or incurred.

To loan and/or otherwise invest the surplus funds of the corporation, either with or without security, as the directors shall from time to time determine.

III.

The term for which this corporation is to exist is perpetual.

IV.

The location and post office address of the registered office of this corporation in the State of Idaho shall be 524 Bank Street, Wallace, Shoshone County, Idaho. Barry E. Watson, 524 Bank Street, Wallace, Idaho is the resident agent for the corporation in the State of Idaho.

V.

The directors of this corporation shall be five (5) in number, and the initial Board of Directors is as follows:

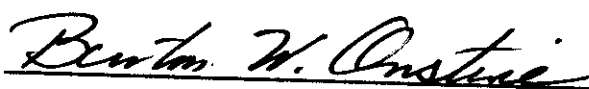
Burton W. Onstine, 636 NW 20th Avenue, Portland, Oregon 97209
Karl W. Jasper, P. O. Box 948, Spokane, Washington 99210
W. T. Anderson, East 3142 - 32nd Avenue, Spokane, Washington 99203
Warner Onstine, P. O. Box 487, Portland, Oregon 97207
T. G. Patterson, 914 Paulsen Building, Spokane, Washington 99201

Directors shall be elected annually at the annual meeting of the stockholders, as provided by the by-laws, and shall hold office for the term of one (1) year, or until their successors are elected and qualified.

VI.

The total authorized number of par value shares of this corporation shall be Ten Million (10,000,000), of the par value of ten cents (10¢) each, making an aggregate par value of One Million Dollars (\$1,000,000.00), divided into Five Million (5,000,000) shares of Class A non-assessable, of the par value of ten cents (10¢) each, with equal voting rights, and Five Million (5,000,000) shares of Class B non-assessable, of the par value of ten cents (10¢) each, with equal voting rights. The Class B shares have a debenture warrant attached to the stock certificate. The warrants issued as a bonus to Class B shareholders on the basis of \$150.00 warrant for each 1,000 shares issued. The warrants are payable only from net operating profits. The Company is required to create a reserve fund of 50% of its net income to retire the warrants. The Class B shares, after the warrants have been paid, will have the same status as the Class A shares. In liquidation, after creditors are paid, the remaining assets will be used to redeem the warrants before any distribution to shareholders. The Class B debenture warrant shares and Class A shares without the debenture warrant feature are not interchangeable.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this 13th day of October, 1982.



BURTON W. ONSTINE