



CERTIFICATE OF INCORPORATION

I, ARNOLD W. WILHELM, 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

SILVER CHAMPION, INC.

was filed in the office of the Secretary of State on the **eleventh** day of **September** **A.D. One Thousand Nine Hundred** **sixty-seven** and duly ~~recorded~~ filed on Film No. **111-00000** of Record of Domestic Corporations, of the State of Idaho, **microfilm** 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

Perpetual Existence from the date hereof, with its registered office in this State located at
Kellogg, Idaho in the County of **Sheepone**

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 **11th** day of **September**, A.D., 19 **67**

Secretary of State.

ARTICLES OF INCORPORATION

OF

SILVER CHAMPION, INC.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, all of whom are natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify in writing:

I

That the name of said corporation shall be SILVER CHAMPION, INC.

II

That the purposes for which this corporation is formed are to prospect for, locate, acquire by discovery, lease, license, option, purchase, franchise, grant, gift, devise or otherwise hold, possess, enjoy, develop, mine, work, operate and exploit mines, mineral lands and claims, mining rights, metalliferous land and rights in Idaho, or elsewhere. Also to carry on the business in all its various branches of mining for gold, silver, tin, lead, zinc, iron and coal and other metals.

To construct, purchase, or otherwise acquire, maintain and operate, tunnels, sluices, reservoirs, ditches for mining, irrigation and transportation purposes. Also to purchase, lease or otherwise acquire land, mills, mill sites, tunnel sites, buildings, machinery, power houses, pumping plants, pump machinery, dump rights, flume rights, pipes, ditch rights, pipe lines, private railways, private tramways, private roads, easements, franchises and licenses. Also to purchase, construct, lease or otherwise acquire, operate and maintain, electric lighting and power plants and buildings, machinery, appliances and equipment appertaining thereto. To purchase, construct, lease or otherwise acquire, operate and maintain telegraph and telephone lines for the transmission of messages and sound by electricity.

To furnish gas, water, electricity, power, heat and light for mining, milling, agricultural, domestic and other uses and purposes 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, sell, store, contract for and generally deal in and dispose of to such persons or corporations, and for such price or prices and on such terms and conditions as to this corporation may seem proper, electrical and other power for the generation, distribution and supply of electricity for mining, 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, concentrate, smelt and manipulate all kinds of ores, minerals and metalliferous substances with a view to obtaining therefrom gold, silver, tin, lead, zinc, copper, iron and other metals, combinations of metals or other valuable substances with a view to preparing the same for market. Generally to engage in reducing, crushing, refining, milling, treating, smelting, 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, fuses, caps, implements, candles and conveniences suitable for use in connection with mining and metallurgical operations. To purchase, lease or otherwise acquire lands for the purpose of erecting thereon office buildings, plants, workshops, dwelling houses, warehouses, stores, hotels and other buildings in connection with the foregoing purposes. To purchase, locate, acquire, hold, improve, use, develop and dispose of water, water rights, and water appropriations and to acquire, establish, construct, use and dispose of ditches, flumes, pipes, pipe lines and reservoirs; to buy, sell and deal in goods, wares and merchandise of every class and description.

To own, acquire, hold, operate, use, develop, lease, sell, transfer and convey timber and timber lands and to purchase, acquire, erect, construct, maintain and operate sawmills or other factories for the manufacture and sale of lumber or timber products.

To build, erect, construct, purchase, hold or otherwise acquire, own, provide, maintain, establish, lease and operate warehouses, agencies, buildings, structures, offices, plants, works, foundries, machine shops, repair shops and

work shops, with suitable plant, machinery and equipment and all things of whatsoever kind and nature suitable, necessary, useful or advisable in connection with any or all of the objects hereinabove or hereinafter set forth.

To apply for, obtain, register, purchase, or otherwise acquire and hold, own, use, operate, introduce and sell, assign or otherwise dispose of any and all trade-marks, formulas, secret processes, trade names, and distinctive marks, and all inventions, improvements and processes used in connection with or secured under letters patent or otherwise, of the United States or of any other country, and any governmental grants, or concessions; and use, exercise, develop, grant licenses in respect of, or otherwise turn to account any and all such trade-marks, patents, licenses, concessions, processes and the like, or any such property, rights and information so acquired.

To borrow money, to make and issue notes, bonds, debentures, obligations, and evidences of indebtedness of every kind without limit as to amount and to secure the payment thereof by mortgage, deed of trust, pledge or otherwise; to make, enter into and perform agreements and contracts of every kind and description.

To invest in, take over, buy, sell, pledge and exchange stock, shares, bonds and securities of this or other companies, whether incorporated under the laws of the several commonwealths or under the law of any foreign country; to make advances upon, hold in trust, buy and sell on commission, sell or dispose of any of the investments aforesaid or to act as auditor for any of the above, or like purposes. To hold, purchase, or otherwise acquire, to sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds and securities issued or created by other corporations, 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 to be vested, or registered in the name of, or carried on by any other company or companies, foreign or domestic, formed or to be formed, and either upon trust for, or as agent or nominees of this company, or upon any 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 com-

panies so formed, or to be formed, either by acquiring the shares, stocks or other securities thereof, or otherwise however, or to exercise all or any of the powers of holders of shares, stocks or securities thereof, and to receive and distribute as profits the dividends and interest on such shares, stocks or securities. To guarantee the payment of dividends or interest on any shares, stocks, debentures or other securities issued by or any other contract, or obligation, of any corporation when in the judgment of its directors the same is proper or necessary for the business of the company and provided the required authority be first obtained from the board of directors for the purpose. To remunerate any person or persons, or corporations for services rendered to, or to be rendered in placing or assisting to place or guaranteeing the placing of any shares of the company's capital, or any debenture or other securities of the company, or in or about the formation or promotion of the company or the conduct of its business.

To carry on a general engineering business and particularly for the inspection and examination and reporting on mines and mining properties; to inspect, engineer and report on all kinds of railroads, highways, oil lands and various other productive operations; to take options thereon, develop the same, and deal in such properties and engineering works; to develop, acquire, buy, sell and operate oil lands, including the erection and maintenance and operation of oil refineries; to buy, sell, lease and generally deal in all kinds of lands, city and farm property. To plat towns and townships and dedicate roads and highways therein; to build bridges and to construct and operate private railroads.

To do everything necessary, suitable or proper for the accomplishment of any of the purposes or the exercise of any of the powers hereinbefore set forth, and to do every act and thing incidental to or growing out of or connected with any of the aforesaid objects or purposes; in general, to carry on any other business in connection with the foregoing, whether mining, manufacturing, real estate or otherwise, and to have and exercise all the powers conferred by the laws of the State of Idaho upon corporations, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this article of these Articles of Incorporation shall, except where otherwise specified, be nowise limited or restricted by

reference to or inference from the terms of any other paragraph or of any other article in these Articles of Incorporation, but that the objects, purposes and powers specified in this article and in each of the articles or paragraphs of these Articles of Incorporation shall be regarded as independent objects and purposes and the enumeration of specific purposes and powers shall not be construed to restrict in any manner the general terms and powers of this corporation, nor shall the expression of any thing be deemed to exclude another, although it be of like nature.

To conduct and carry on any and all business of the corporation and to exercise any and all corporate powers and rights in the State of Idaho, and in the other States, territories and dependencies of the United States, and in the District of Columbia, and in any and all foreign countries.

III

That the amount of capital stock is \$500,000.00, divided into 5,000,000 shares of the par value of ten cents (10¢) per share, and non-assessable.

IV

That the registered office of the corporation in the State of Idaho is Kellogg, Shoshone County, State of Idaho, but branch offices may be established elsewhere, either within or without the State of Idaho.

V

That the duration of said corporation shall be perpetual.

VI

That the number of directors of said corporation shall be not less than three (3) nor more than seven (7).

VII

The amount of capital stock of said corporation which has been actually subscribed is 3,000 shares and the following are the names of the subscribers with the number and par value of the shares subscribed for by each:

<u>NAME</u>		<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
Clifton E. Dillon,	Spokane, Washington,	1,000	\$100.00
Albert M. Nash,	300 South Maple St. Kellogg, Idaho,	1,000	\$100.00
M. A. Nash,	300 South Maple St. Kellogg, Idaho,	1,000	\$100.00

IN WITNESS WHEREOF, we have hereunto set our hands this 1st day of September, 1967.

Clifton E. Dillon
Albert M. Nash
M. A. Nash

STATE OF IDAHO }
COUNTY OF SHOSHONE } ss.

On this 4th day of September, 1967, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared CLIFTON E. DILLON, ALBERT M. NASH AND M. A. NASH, personally known to me to be the individuals who signed the within and foregoing instrument and acknowledged to me that they executed the same.

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

Christine Brown
Notary Public in and for the State of
Idaho, residing at Kellogg, Idaho
My Commission Expires: 2/23/69

