

Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

WESTERN EXPLORATION & DEVELOPMENT, INC.

was filed in the office of the Secretary of State on the **Sixth** day
of **January** A.D. One Thousand Nine Hundred **Sixty-five** and
~~will be~~
duly recorded on ~~Form No.~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho,
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
Lewiston in the County of **Nez Perce**

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 **6th** day of **January**,
A.D., 19 **65**.

Secretary of State.

1 ARTICLES OF INCORPORATION

2 OF

3 WESTERN EXPLORATION & DEVELOPMENT, INC.

4 KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned,
5 ERNEST BUTLER, TED LARRABEE and W. J. ELLIOT, each being a natural
6 person of full age, and a citizen of the United States of America,
7 have voluntarily and do hereby associate ourselves together for the
8 purpose of forming a corporation under the laws of the State of
9 Idaho, and we do hereby certify, declare and adopt the following
10 Articles of Incorporation:

11 I.

12 The name of the corporation shall be WESTERN EXPLORATION &
13 DEVELOPMENT, INC.

14 II.

15 The period of existence and duration of the life of this
16 corporation shall be perpetual.

17 III.

18 The location of the registered office of this corporation shall
19 be Lewiston, County of Nez Perce, State of Idaho, and the address
20 of the registered office of this corporation shall be Lewiston,
21 Idaho.

22 IV.

23 The nature of the business and the objects and purposes to be
24 transacted, promoted and carried on are to do any or all of the
25 things herein mentioned, as fully and to the same extent as natural
26 persons might or could do, and in any part of the world, viz.:

27 To purchase, locate, lease or otherwise acquire, mines, mining
28 claims, mining rights and lands and any interest therein, and explore,
29 work, exercise, develop and turn to account the same; to quarry,
30 mine, smelt, refine, dress, amalgamate and prepare for market, ore
31 metal and mineral substances of all kinds, and to carry on any
32 other operations or business which may seem necessary, convenient

1 or incidental to any of the objects of the company; to buy, sell,
2 manufacture and deal in minerals, plants, machinery, implements,
3 conveniences, provisions and things capable of being used in connec-
4 tion with the mining or other operations of this corporation, or
5 required by workmen and others employed by the company; to construct,
6 carry out, maintain, improve, manage, work, control and superintend
7 any roads, ways, railways, bridges, reservoirs, watercourses, aque-
8 ducts, wharves, furnaces, mills, crushing works, and conveniences,
9 hydraulic works, factories, warehouses and other works which may
10 seem necessary, convenient or incidental to any object of the com-
11 pany and to contribute to subsidize, or otherwise aid or take part
12 in any such operations; to build and lease houses for the use of
13 miners and others, including the purchase and sale of same.

14 To acquire by purchase, lease, option or otherwise, lands in
15 any part of the world, for the purpose of exploring and prospecting
16 for iron, coal, copper and other ores.

17 To acquire by lease, option, purchase, gift, devise, grant,
18 conveyance, agreement or otherwise, and to own, hold, possess, en-
19 joy, develop, and work, and to sell, lease, convey or otherwise
20 dispose of real estate, mines, mineral rights and mineral lands in
21 any part of the world, and especially land containing or believed
22 to contain deposits of iron, coal, copper or other minerals, and
23 any right, title or interest therein; and to develop, operate and
24 work mines, upon, in or under such lands, for the purpose of mining
25 and producing iron, copper and other ores and minerals; to mine,
26 smelt, prepare for market, manufacture, buy, sell, exchange and
27 deal in iron ores, copper ores and in all kinds of ores, and in
28 iron, coal, steel, copper and in all kinds of metals and minerals,
29 and in the products and by-products thereof, of every kind and des-
30 cription.

31 To buy and otherwise acquire, to own and hold, manage, operate,
32 improve, develop and sell lands, mining claims, mineral rights, oil

1 wells and other real estate and interests and rights in and to any
2 of the properties; to buy and sell oil royalties of every kind and
3 character; to rent and lease machinery of every kind and character.

4 To buy, exchange, contract for, lease, and in any and all
5 other ways acquire, take, hold and own; and to deal in, sell, mort-
6 gage, lease or otherwise dispose of lands, mining claims, mineral
7 rights, oil wells, gas wells, oil lands, gas lands and other real
8 property, and rights and interest in and to real property, and to
9 manage, operate, maintain, improve and develop the properties, and
10 each and all of them.

11 To acquire by purchase or exchange, or in any other manner,
12 in the United States or in foreign countries, mining claims, grounds
13 or lodes, mining and mineral rights, concessions or grants, or any
14 interest therein, and to sell, exchange, lease or in any other man-
15 ner to dispose of the whole or any part thereof or any interest
16 therein when desirable.

17 To deal in and operate, finance, maintain and furnish estab-
18 lishments, public or private, as clubs, bars, beer parlors, dance
19 halls, enterertainment palaces, restaurants, cafes, eating places
20 and retail merchandising of like character; to act as fiscal agent
21 for above described establishments; to deal in, sell, buy and own
22 merchandise used and required for the above establishments; to buy,
23 sell, lease and own all equipment necessary for the operation of
24 the above establishments and businesses; to carry on the above busi-
25 nesses and any trade or business thereto or connected therewith.

26 To deal in timber and timber lands; to finance, operate or
27 own forest products mills; to buy, sell and finance forest products;
28 to act as a broker on a commission basis for lumber and other forest
29 products; to act as custodian for timber and timber lands, forest
30 products and timber processing mills; to act as fiscal agent for
31 forest products, other brokers and wholesalers or any other legal
32 entity dealing in forest products; to buy, own and sell timber, mills

1 and forest products; to enter into warehousing agreements; to carry
2 on and conduct a general saw-mill business, either for itself or as
3 an agent of others; to purchase timber of all kinds, standing or
4 otherwise, wholesale or retail; conduct logging operations of every
5 kind and nature and secure all necessary equipment for same.

6 To acquire by lease, purchase, gift, devise, contract, con-
7 cession or otherwise, and to hold, own, develop, explore, exploit,
8 improve, operate, lease, enjoy, control, manage or otherwise turn
9 to account, mortgage, grant, sell, exchange, convey or otherwise
10 dispose of, wherever situated, within or without the State of Idaho,
11 any and all real estate, lands, options, concessions, grants, land
12 patents, franchises, rights, privileges, easements, tenements,
13 estates, hereditaments, interest and properties of every kind,
14 nature and description whatsoever.

15 To purchase real estate, make and purchase materials for the
16 construction of buildings; to erect buildings; to own, to manage,
17 operate, lease and sell buildings; to conduct and carry on the busi-
18 ness of builders and contractors for the purpose of building, erect-
19 ing, altering, repairing or doing any other work in connection with
20 any and all classes of buildings, structures and improvements of
21 every kind and nature whatsoever; also, to buy or otherwise acquire
22 real estate, and to subdivide, plat and sell the same, and generally
23 to buy, sell and deal in real and personal property of every kind
24 and description, and to own, hold, improve, develop and manage any
25 real estate or personal property and to erect and cause to be erected
26 on any lands owned, held or occupied by the corporation, buildings
27 or other structures with their appurtenances and to mortgage, sell,
28 lease or otherwise dispose of any lands or interests in lands and in
29 any buildings or other structures at any time owned or held by the
30 corporation; to conduct a general brokerage, agency and commission
31 business for others in the purchase, sale and management of real
32 estate for others and the negotiation of loans thereon; in general,

1 to conduct a general building and construction business and a general
2 real estate business.

3 To manufacture, purchase or otherwise acquire, hold, own, sell,
4 assign, transfer, lease, exchange, invest in, mortgage, pledge or
5 otherwise encumber or dispose of and generally deal and trade in and
6 with, both within and without the State of Idaho, and in any part of
7 the world, goods, wares, merchandise and property of every kind,
8 nature and description.

9 To enter into, make and perform contracts of every kind and
10 description with any person, firm, association or corporation,
11 municipality, body politic, country, territory, state, government or
12 colony or dependency thereof.

13 To acquire, and to make payment therefor in cash or the stock
14 or bonds of the corporation, or by undertaking or assuming the ob-
15 ligations and liabilities of the transferer, or in any other way,
16 the good will, rights and property, the whole or any part of the
17 assets, tangible or intangible, and to undertake or assume the
18 liabilities of, any person, firm, association or corporation; to
19 hold or in any manner dispose of the whole or any part of the pro-
20 perty so purchased; to conduct in any lawful manner the whole or
21 any part of the business so acquired and to exercise all of the
22 powers necessary or convenient for the conduct and management
23 thereof.

24 To adopt, apply for, obtain, register, produce, take, purchase,
25 exchange, lease, hire, acquire, secure, own, hold, use, operate,
26 contract or negotiate for, take licenses or other rights in respect
27 of, manufacture under, introduce, sell, assign, collect the royal-
28 ties on, mortgage, pledge, create liens upon, or otherwise dispose
29 of, deal in, and turn to account, letters patent, patents, patent
30 rights, patents applied for or to be applied for, trademarks, trade
31 names and symbols, distinctive marks and indications of origin or
32 ownership, copyrights, syndicate rights, inventions, discoveries,

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1 devices, machines, improvements, licenses, processes, data and
2 formulae of any and all kinds granted by or recognized under or
3 pursuant to the laws of the United States of America, or of any
4 other country or countries whatsoever, and with a view to the work-
5 ing and development of the same, to carry on any business, whether
6 manufacturing or otherwise, which the corporation may think calcu-
7 lated, directly or indirectly, to effectuate these objects.

8 To underwrite, subscribe for, purchase, invest in, or reinvest,
9 acquire, hold, pledge, hypothecate, exchange, sell, deal in and
10 dispose of, alone or in syndicate or otherwise in conjunction with
11 others, stocks, bonds, debentures, mortgages and other evidences of
12 indebtedness and obligations of any corporation, association, part-
13 nership, syndicate, entity, person or governmental, municipal or
14 public authority, domestic or foreign, and evidences of any interest,
15 in respect of any such stocks, bonds and other evidences of in-
16 debtedness and obligations; to issue in exchange therefor its own
17 stocks, bonds or other obligations, and, while the owner or holder
18 of any such, to exercise all the rights, powers and privileges of
19 ownership in respect thereof, and, to the extent now or hereafter
20 permitted by law, to aid by loan, subsidy, guaranty or otherwise
21 those issuing, creating or responsible for any such stocks, bonds
22 or other evidences of indebtedness or obligations or evidences of
23 any interest in respect thereof.

24 To borrow or raise money for any of the purposes of the cor-
25 poration, without limit as to amount, and in connection therewith,
26 to grant collateral or other security either alone or jointly with
27 any other person, firm or corporation, and to make, execute, draw,
28 accept, endorse, discount, pledge, issue, sell or otherwise dispose
29 of promissory notes, drafts, bills of exchange, warrants, bonds,
30 debentures and other evidences of indebtedness, negotiable or non-
31 negotiable, transferable or non-transferable, and to confer upon
32 the holders of any of its obligations such powers, rights and pri-

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1 privileges as from time to time may be deemed advisable by the Board
2 of Directors, to the extent permitted under the General Corporation
3 Law of the State of Idaho; to lend and advance money, extend credit,
4 take notes, open accounts and every kind and nature of evidence of
5 indebtedness and collateral security in connection therewith.

6 To purchase or otherwise acquire, hold, sell, pledge, transfer
7 or otherwise dispose of shares of its own capital stock, provided
8 that the funds or property of the corporation shall not be used for
9 the purchase of its own shares of capital stock when such use would
10 cause any impairment of the capital of the corporation, and pro-
11 vided further, that shares of its own capital stock belonging to the
12 corporation shall not be voted upon directly or indirectly.

13 To have one or more offices, to carry on all or any of its
14 operations and business and without restriction or limit as to
15 amount, to purchase or otherwise acquire, to hold, own, mortgage,
16 sell, convey or otherwise dispose of real and personal property of
17 every kind and description in any of the States, Districts, Terri-
18 tories, dependencies, possessions or colonies of the United States.

19 IN GENERAL, to do any or all of the things herein set forth
20 to the same extent as natural persons might or could do and in any
21 part of the world, as principals, agents, contractors, trustees or
22 otherwise, within or without the State of Idaho, either alone or
23 in company with others, and to carry on any other business in con-
24 nection therewith, and to do all things not forbidden, and with all
25 the powers conferred upon corporations by the laws of the State of
26 Idaho.

27 It is the intention that each of the objects, purposes and
28 powers specified in each of the paragraphs of this Fourth Article
29 of this Certificate of Incorporation shall, except where otherwise
30 specified, be nowise limited or restricted by reference to or
31 inference from the terms of any other paragraph or of any other
32 Article in this Certificate of Incorporation, but that the objects,

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1 purposes and powers specified in this Article and in each of the
2 Articles or paragraphs of this Certificate shall be regarded as
3 independent objects, purposes and powers, and the enumeration of
4 specific purposes and powers shall not be construed to restrict in
5 any manner the general terms and powers of this corporation, nor
6 shall the expression of one thing be deemed to exclude another,
7 although it be of like nature. The enumeration of objects or pur-
8 poses herein shall not be deemed to exclude or in any way limit by
9 inference any powers, objects or purposes which this corporation is
10 empowered to exercise, whether expressly by force of the laws of the
11 State of Idaho, now or hereafter in effect, or impliedly by any
12 reasonable construction of said law.

13 V.

14 In furtherance, and not in limitation of the powers conferred
15 by statute, the Board of Directors is expressly authorized:

16 To make and alter by-laws of this corporation, to fix the
17 amount to be reserved as working capital over and above its capital
18 stock paid in, and to authorize and cause to be executed mortgages
19 and liens upon the real and personal property of this corporation.

20 If the by-laws so provide, to designate two or more of its
21 members to constitute an executive committee, which committee shall,
22 for the time being, as provided in said resolution or in the by-
23 laws of this corporation, have and exercise any or all of the powers
24 of the Board of Directors in the management of the business and
25 affairs of this corporation, and have power to authorize the seal
26 of this corporation to be affixed to all papers which may require
27 it.

28 Pursuant to the affirmative vote of the holders of at least a
29 majority of the stock issued and outstanding, having voting power,
30 given at a stockholders' meeting duly called for that purpose, or
31 when authorized by the written consent of at least a majority of the
32 holders of the voting stock issued and outstanding, the Board of

1 Directors shall have power and authority at any meeting to sell,
2 lease or exchange all of the property and assets of this corpora-
3 tion, including its good will and its corporate franchises, upon
4 such terms and conditions as its Board of Directors deems expedient
5 and for the best interest of the corporation.

6 This corporation may, in its by-laws, confer powers upon its
7 directors in addition to the foregoing, and in addition to the
8 powers and authorities expressly conferred upon them by statute.

9 VI.

10 The capital stock of this corporation shall be FIFTY THOUSAND
11 DOLLARS (\$50,000.00), divided into fifty thousand shares of stock
12 of the par value of ONE DOLLAR (\$1.00) per share. No distinction
13 shall exist between the shares of this corporation and all such
14 shares shall have the same rights in the corporation.

15 VII.

16 All or any portion of the capital stock may be issued for cash
17 or in payment for real or personal property, services, or any other
18 right or thing of value, for the uses and purposes of the corpora-
19 tion, and when so issued, shall become and be fully paid, the same
20 as though paid for in cash at par; and the directors shall be the
21 sole judges of the value of any property, right or thing acquired
22 in exchange for capital stock.

23 VIII.

24 From time to time the capital stock may be increased according
25 to law, and may be issued in such amounts and proportions as shall
26 be determined by the Board of Directors, and as may be permitted by
27 law.

28 IX.

29 The name and postoffice address of each of the incorporators
30 and a statement of the number of shares subscribed for by each, is
31 as follows:
32

1	NAME	ADDRESS	NO. SHARES	AMOUNT
2	ERNEST BUTLER	Culdesac, Idaho	1	\$1.00
3	TED LARRABEE	911 Vista St. Lewiston, Idaho	1	1.00
4	W. J. ELLIOT	Lapwai, Idaho	1	1.00

5 X.

6 This corporation reserves the right to amend, alter, change
7 or repeal any provisions contained in this certificate of incor-
8 poration in the manner now or hereafter prescribed by statute, and
9 all rights conferred upon stockholders herein are granted, subject
10 to this reservation.

11 XI.

12 The private property of the stockholders shall not be subject
13 to the payment of corporate debts to any extent whatsoever.

14
15 WE, THE UNDERSIGNED, being each one of the original sub-
16 scribers to the capital stock hereinbefore named for the purpose of
17 forming a corporation to do business both within and without the
18 State of Idaho, and in pursuance of the laws of the State of Idaho,
19 do make and file these Articles of Incorporation, hereby declaring
20 and certifying that the facts herein stated are true, and we re-
21 spectfully agree to take the number of shares of stock hereinbefore
22 set opposite our names and accordingly have hereunto set our hands
23 and seals this 29 day of December, 1964.

WILLIAM J. DEE
ATTORNEY AT LAW
GRANGEVILLE, IDAHO

25 Ernest Butler
ERNEST BUTLER
26
27 Ted Larrabee
TED LARRABEE
28
29 W. J. Elliot
W. J. ELLIOT
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31
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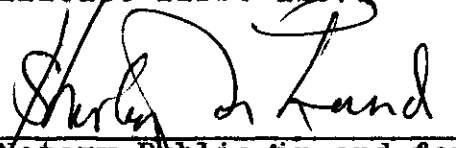
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STATE OF IDAHO)
County of Nez Perce ss.

On this 24 day of December, 1964, before me, the undersigned
Notary Public, in and for said county and state, personally appeared
ERNEST BUTLER, TED LARRABEE and W. J. ELLIOT, known to me to be
the persons whose names are subscribed to the within and foregoing
Articles of Incorporation of WESTERN EXPLORATION & DEVELOPMENT, INC.,
and severally acknowledged to me that they executed the same in
triplicate.

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

(SEAL)


Notary Public in and for
the State of Idaho
Residing at Jersey,
therein.

WILLIAM J. DEE
ATTORNEY AT LAW
GRANGEVILLE, IDAHO