

# State of Idaho

## Department of State

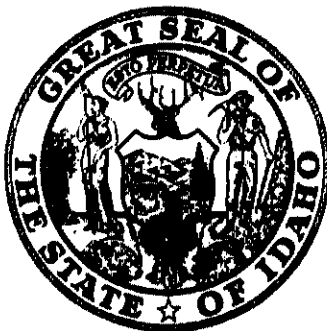
### CERTIFICATE OF INCORPORATION OF

MOUNTAIN GOLD, 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 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: October 11, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Richards*

Corporation Clerk

**ARTICLES OF INCORPORATION**

**OF**

**MOUNTAIN GOLD, INC.**

RECEIVED  
SEC. OF STATE

'91 OCT 11 AM 8 52

We, the undersigned, being three or more natural persons of full age, at least two-thirds of whom are citizens of the United States or of its territories or possessions, have this day executed these Articles for the purpose of forming a private corporation under the laws of the State of Idaho and to that end hereby adopt these Articles of Incorporation as follows:

**ARTICLE ONE**

**NAME OF CORPORATION**

The name of the corporation is MOUNTAIN GOLD, INC.

**ARTICLE TWO**

**PURPOSE OF INCORPORATION**

The nature of the business and the objects and purposes to be transacted, promoted, and carried on by the Corporation are to do any and all of the things therein mentioned as fully and to the same extent a natural person might or could do in any part of the world as follows:

To transact any or all lawful business for which corporations may be incorporated under the "Idaho Business Corporation Act" as it is presently constituted or may hereinafter be amended.

**ARTICLE THREE**

**DURATION**

The duration of the Corporation is perpetual.

**ARTICLE FOUR**

## REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of the Corporation shall be John M. Brown and the initial registered office shall be located at P. O. Box 69, Tetonla, Idaho 83452.

## ARTICLE FIVE

### STOCK

The total number of par value shares which the Corporation shall have authority to issue is 100,000 each having a par value of \$1.00, the aggregate par value of the total authorized number of par value shares is \$100,000. There are no authorized shares without par value.

The stock of the Corporation is divided into 100,000 shares of a single class, each share having equal rights and each share having one vote. All stock when fully paid for shall be non-assessable.

## ARTICLE SIX

### BOARD OF DIRECTORS AND BYLAWS

The corporation shall have the power to establish a Board of Directors and adopt appropriate bylaws. The duties of the Board of Directors and its officers shall be established by the bylaws of the corporation. The Board of Directors shall have the authority to amend the bylaws of the corporation by vote of a majority of the Board of Directors. However, the Board of Directors shall not have the power to sell the business nor to sell a significant part of the corporation assets without first obtaining the approval of two-thirds (2/3) of the shareholders in

the corporation. Each member of the Board of Directors need not be a shareholder of the Corporation. The Board of Directors shall consist of three members. The following individuals shall act as Directors until their successors are elected and qualified:

John M. Brown, P. O. Box 69, Tetonia, Idaho 83452.

Dan R. Brown, P. O. Box 69, Tetonia, Idaho 83452.

March Brown, P. O. Box 69, Tetonia, Idaho 83452.

#### ARTICLE SEVEN

#### INCORPORATORS

The name and address of each of the incorporators are:

John M. Brown, P. O. Box 69, Tetonia, Idaho 83452.

Dan R. Brown, P. O. Box 69, Tetonia, Idaho 83452.

March Brown, P. O. Box 69, Tetonia, Idaho 83452.

Executed in duplicate this 4<sup>th</sup> day of October,

1991.

John M. Brown  
John M. Brown

Dan R. Brown  
Dan R. Brown

March Brown  
March Brown

STATE OF IDAHO           )  
                                  ) ss.  
County of Teton        )

On this 4<sup>th</sup> day of October, in the year of 1991,

before me, a Notary Public in and for said State, personally appeared John M. Brown, Dan R. Brown and March Brown, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

Amy Newman  
Notary Public  
Residing In: Clementsville, Md.  
My Commission Expires:  
7-11-94