

FILED EFFECTIVE

Filed at the Request of:

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P.O. Box 2527
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2012 JUN 27 PM 2:20
Space for Secretary of State's Use
SECRETARY OF STATE
STATE OF IDAHO

STATEMENT OF MERGER

OF

SINCHAO IDAHO, INC.
(an Idaho corporation)

WITH AND INTO

SOUTHERN LEGACY MINERALS, INC.,
(an Idaho corporation)

Pursuant to the provisions of Section 30-18-205 of the Idaho Entity Transaction Act (the "IETA"), Sinchao Idaho, Inc., an Idaho corporation, adopts the following Statement of Merger for the purpose of the following merger:

FIRST: The name, jurisdiction of organization, and type of the merging entity is: Sinchao Idaho, Inc., an Idaho corporation.

SECOND: The name, jurisdiction of organization, and type of the surviving entity is: Southern Legacy Minerals, Inc., an Idaho corporation.

THIRD: This Statement of Merger will be effective at 12:01 a.m. PST on June 28, 2012.

FOURTH: The Agreement and Plan of Merger has been approved by the merging entity and the surviving entity in accordance with the Idaho Entity Transactions Act.

IDAHO SECRETARY OF STATE
06/27/2012 05:00
CK: NONE CT: 2105 BH: 1330039
1 @ 30.00 = 30.00 STATE MERGE # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C186324

FIFTH: A true and correct copy of the Amended and Restated Articles of Incorporation of Southern Legacy Minerals, Inc., an Idaho corporation, is attached hereto as Exhibit A and incorporated herein by this reference.

DATED this 27th day of June, 2012.

SINCHAO IDAHO, INC.,
an Idaho corporation


By: _____
Bruce Ramsden, President/Secretary

SOUTHERN LEGACY MINERALS, INC.


By: _____
Cesar Lopez, Chairman and Chief
Executive Officer

2012 JUN 27 PM-2:20

SECRETARY OF STATE
STATE OF IDAHO

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION
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OF
SOUTHERN LEGACY MINERALS, INC.

FIRST: The name of the corporation is Southern Legacy Minerals, Inc.

SECOND: The purpose for which the corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the state of Idaho.

THIRD: The aggregate number of shares that the corporation shall have authority to issue is 1,000 shares of common stock, at no par value per share.

FOURTH: The address of the initial registered office of the corporation is 12550 W. Explorer Drive, Suite 100, Boise, Idaho 83713, and the name of its initial registered agent at such address is Corporation Service Company

FIFTH: The mailing address of the corporation shall be: 2275 Upper Middle Road East, Suite 101, Oakville, Ontario L6H 0C3 CANADA.

SIXTH: There shall be no personal liability, either direct or indirect, of any director of the corporation to the corporation or its shareholders for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the corporation or to its shareholders for monetary damages for any breach, act, omission or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision is in the corporation's original Articles of Incorporation and, thus, is effective on the date of the corporation's incorporation. This provision shall not limit the rights of directors of the corporation for indemnification or other assistance from the corporation. Any repeal or modification of the foregoing provisions of this Article by the shareholders of the corporation, or any repeal or modification of the Act which permits the elimination of liability of directors by this Article, shall not affect adversely any elimination of liability, right or protection of a director of the corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

SEVENTH: In addition to the other powers now or hereafter conferred upon the corporation by these Articles of Incorporation, the Act or otherwise, the corporation shall possess and may exercise all powers to indemnify directors, officers, employees, fiduciaries, and other

persons and all powers whatsoever incidental thereto (including, without limitation, the power to advance expenses and the power to purchase and maintain insurance with respect thereto), to the full extent permitted by Idaho law as now in effect and as amended from time to time. The board of directors is hereby authorized on behalf of the corporation, and without shareholder action, to exercise all of the corporation's powers of indemnification, whether by provision in the Bylaws or otherwise.

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