



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

JOSHUA MINING COMPANY

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: **August 15, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth M. Zepeda

ARTICLES OF INCORPORATION

JOSHUA MINING COMPANY

We, the undersigned, being citizens of the United States and citizens of the State of Idaho, do hereby certify that we have on this day formed a corporation under the laws of the State of Idaho, and we do further certify:

ARTICLE I

The name of the corporation is Joshua Mining Company

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The address of the corporation's initial registered office is 735 Shoshone Blvd., Twin Falls, Idaho 83301, and the name of the initial registered agent at such address upon whom process against the corporation may be served is Thornwell Rogers.

ARTICLE IV

The nature of the business and purposes to be conducted or promoted by the corporation are to engage in, carry on and conduct any lawful activity, act or activity for which corporations may be organized under the Idaho Business Corporation Act; and in addition to and without limiting the generality of the foregoing and the following:

A. To engage in the practice of geological exploration and general geological services to the general public.

B. To explore, prospect, drill, produce, market, sell, and deal in and with any and all minerals and/or natural resources, including but not limited to, petroleum, minerals, asphalt, natural gas, gasoline, hydrocarbons, oil shale, sulfur, salt, clay, coal, mineral substances, metals, ores of every kind, or other mineral or non-mineral liquid, solid, or volatile substances and products, by-products, combinations and derivatives thereof, and to buy, lease, hire, contract for, invest in, and otherwise acquire, and to own, hold, maintain, equip, operate, manage, mortgage, create security interests in, deal in and with, and to sell, lease, exchange, and otherwise dispose of oil, gas, mineral and mining lands, wells, mines, quarries, rights, royalties, overriding royalties, oil payments, and other oil, gas, and mineral interests, claims, locations, patents, concessions, easements, right-of-way, franchises, real and personal property, and all interests therein, tanks, reservoirs, warehouses, storage facilities, elevators, terminals, markets, docks, piers, wharves, dry-docks, bulkheads, pipelines, pumping stations, tank cars, trains, automobiles, trucks, cars, tankers, ships, tugs, barges, boats, vessels, aircraft, and other

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vehicles, crafts, or machinery for use on land, water, or air, for prospecting, exploring, and drilling for, producing, gathering, manufacturing, refining, purchasing, leasing, exchanging, or otherwise acquiring, selling, exchanging, trading for, or otherwise disposing of such mineral and non-mineral substances; and to do geological survey, evaluation, engineering, and contracting and to design, construct, drill, bore, sink, develop, improve, extend, maintain, operate, and repair wells, mines, plants, works, machinery, appliances, rigging, casing, tools, storage, and transportation lines and systems, for this corporation and other persons, associations, or corporations.

C. To engage in, carry on, conduct and participate in research, experimental, manufacturing, assembling, building, designing, erecting, trading, buying, selling, collecting, distributing, wholesaling, retailing, importing, exporting, processing, compounding, producing, refining, synthesizing, mining, extracting, growing, liquidating, dismantling, demolishing, servicing, promoting, exhibiting, and publishing activities, enterprises, ventures and businesses; and also any activities, enterprises, ventures and businesses similar or incidental to any of the foregoing.

D. To create, acquire, hold and deal in and with and dispose, in any manner, any legal or equitable interest in real property, chattels, real and tangible and intangible personal property of all kinds (whether situated or located in the State of Idaho or elsewhere) and without limiting the generality of the foregoing, to purchase, receive, take (by grant, gift, devise, bequest or otherwise), own, hold, employ, use, operate, manage, control, sell, assign, transfer, convey, exchange, lease, mortgage, encumber, construct, alter, modify, repair, improve and maintain (i) real property, whether improved or unimproved, and structure improvements on real property, and also leaseholds; (ii) tangible and intangible personal property of any kind and every kind; and (iii) any other legal equitable interest or rights in any of the foregoing.

E. To engage in, carry on, conduct and/or participate in any general or specific branch or phase of the activities, enterprises, or businesses authorized herein in the State of Idaho, and any other state of the United States and in all foreign countries, and in all territories, possessions and other places, and in connection with the same, or any thereof, to and act as principal agent, contractor or otherwise.

F. To do everything necessary, suitable, convenient or proper for the accomplishment, attainment or furtherance of, to every other act or thing incidental or pertinent to, growing out of or connected with, the purposes set forth herein, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereinafter conferred by the laws of the State of Idaho upon corporations organized under the Idaho Business Corporation Act (as the same may be amended from time to time) where any statute which may enacted to supplement or replace it, and, in general, to carry on any activities and do any of the things herein set forth to the same extent and as fully as a natural person or partnership, association,

corporation or other entity or any of them, might or could do; provided, that nothing herein set forth shall be construed as authorizing the corporation to possess any purpose, object or power, or do any act or thing forbidden by law to a corporation organized under the Idaho Business Corporation Act. The foregoing provisions of this Article shall be construed as purposes, objects and powers, and each as an independent purpose, object and power, in furtherance, and not in limitation of the purposes, objects and powers granted the corporation by the laws of the State of Idaho; and except as otherwise specifically provided in any such provision, no purpose, object or power herein set forth shall be in any way limited or restricted by reference to, or inference from, any other provision of these Article of Incorporation.

ARTICLE V

A. The initial number of shares of non-par stock which the corporation shall issue is 500,000.

ARTICLE VI

No issued stock in the corporation shall be transferred to a person who is not already a stockholder unless the stock shall have been:

A. First offered by a writing for the sale to the corporation at the same price and on the same terms as would govern upon a transfer to a person not a stockholder. The writing shall set forth the price and terms and shall be sent by registered mail to the corporation at its registered principal place of business. Upon receipt of such writing, the corporation by and through its directors, shall within 60 days accept or refuse said offer.

B. Upon the refusal by the corporation of the offer, or upon expiration of 60 days from receipt of the offer by the corporation, the stock shall be offered by a writing for sale to each of the other stockholders of the corporation at the same price and on the same terms as would govern upon the transfer to a person not a stockholder. The writing shall set forth the price, and terms and shall be sent by registered mail to each stockholder at the address listed on the corporation's books. The right to transfer the stock to a person not a stockholder shall not exist until all existing stockholders refuse the offer made as provided above or until they fail for a period of 60 days after receipt of the written offer to accept the same by compliance with the terms therein sent forth. Regulations as to the formality and procedures to be followed in effecting the transfer shall be prescribed in the By-Laws of the corporation.

ARTICLE VII

The name and mailing address of the incorporators are Thornwell Rogers and Susan Rogers, 631 Concordia Circle, Twin Falls, Idaho 83301

ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation shall be two. The names and address of the the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are: Thornwell and Susan Rogers, 631 Concordia Circle, Twin Falls, Idaho 83301.

Thornwell Rogers
Thornwell Rogers

Susan Rogers
Susan Rogers

STATE OF IDAHO)
) ss.
COUNTY OF TWIN FALLS)

The foregoing instrument was acknowledged before me
this 13 day of August, 1990, by THORNWELL ROGERS AND
SUSAN ROGERS.

Susan J. Rogers

My Commission Expires:

July 1994