

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

R & S MINE 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 _____

R & S MINE INC.

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 27, 1981**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Penny Yursa*

6/17/1911

ARTICLES OF INCORPORATION
OF

R & S MINE INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the Acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is R & S Mine Inc.

SECOND

The purposes and objects for which the corporation is formed are to acquire leases, interests in leases and real property, by purchase or otherwise, to operate such leases and interests and produce and/or mine minerals therefrom, and to market such production and to dispose of such leases and interests and to engage in or perform any and all other acts or activities customary in connection with or incident to the foregoing. Furthermore, the corporation may have and exercise any and all powers and privileges now or hereinafter conferred by Chapter 1 of Title 30 of the Idaho Code or under any Act amendatory thereof or supplemental thereto or substituted therefor.

THIRD

The corporation is to have perpetual existence.

FOURTH

The name and location of the registered agent and office of the corporation is: Walter Reiman of P.O. Box 63 Clayton, Idaho; The above address also being the location of the corporation.

FIFTH

The amount of capital stock of this corporation shall be and is 10,000 shares of stock of the par value of \$1.00 each, making an aggregate stock of \$10,000.00, which stock shall not be issued until fully paid for and once so issued shall be nonassessable.

SIXTH

The names and post office addresses of the incorporators and the number of shares subscribed for by each are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
Walter Reiman	P.O. Box 63 Clayton, Idaho	1,000
Norman Solberg	P.O. Box 2 Clayton, Idaho	1,000

SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

EIGHTH

The number of directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, and in accordance with Section 30-139, Idaho Code. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

NINTH

The names and addresses of the directors of the corporation are the same as the incorporators.

TENTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligation convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

ELEVENTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its goodwill and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient for the best interests of the corporation, but only when such act is authorized by the vote of holders of two-thirds of the voting power of all shareholders.

TWELFTH

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation, any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

THIRTEENTH

The Board of Directors is expressly authorized to repeal and amend the By-Laws, and the corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or hereinafter, prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any meeting of the stockholders or at any meeting duly called for that purpose, except where the law of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, WE have hereunto set our hands and seals this 22nd day of October, 1981.

Walter Kinnear

Norman Solbey

STATE OF IDAHO }
County of Custer } ss.

On this 22nd day of October, 1981, before me, the under - signed, a notary public in and for said state, personally appeared, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same, and that they were persons over the age of twenty-one years and citizens of the United States of America.

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

Theresa [Signature]
Notary Public for Idaho
Residing at: Bozeman