



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

MIDAS, INC.

was filed in the office of the Secretary of State on the **Twenty-eighth** day
March **Sixty-six**
~~will be~~ **A.D. One Thousand Nine Hundred** and
~~XXXXXX~~ **XXXXXX**
duly recorded on Film No. _____ 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 **Fifty**
successors are hereby constituted a corporation, by the name hereinbefore stated, for
~~years existence~~
Seventy, from the date hereof, with its registered office in this State located at
Idaho.
in the County of _____

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 **66** day of **March**

ARNOLD WILLIAMS, Secretary of State

By _____
Dupuy

Secretary of State.

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, DAVID J. WISSINGER, Box 684, Salmon, Idaho; LOTHAIR FRANDSEN, Route 4, Blackfoot, Idaho; and, LINDA M. WISSINGER, Box 684, Salmon, Idaho; all United States citizens and all over the age of 21 years, hereby associate ourselves together for the purposes of forming a corporation under the laws of the State of Idaho, and do declare and hereby adopt the following articles of incorporation:

I

The name of the corporation shall be MIDAS, INC.

II

The period of existence and the duration of the life of this corporation shall be 50 years.

III

The registered office of this corporation shall be located at Salmon, in the County of Lemhi, State of Idaho, or any other place deemed advisable by the Board of Directors, and the post office address of its registered office shall be Salmon, Idaho.

IV

The objects and purposes of this corporation shall be:

To deal in properties of all kinds and all other products; and to manufacture, sell and ship merchandise, ores and all other products; to engage in business of both wholesale and retail as dealers in manufacturing, mining, oil, dry goods and notions. To own, operate and control chain stores, dealing in all kinds of merchandise; to produce and deal in manufacturing, mining and mineral products; to buy and sell merchandise at wholesale and retail, and conduct and general mercantile business; to construct and otherwise acquire, and to maintain and operate hotels, motels and any other form of hostelry; to buy and sell real estate, mining properties and receive rents and royalties therefrom and conduct a general real estate business.

To buy and sell mines and minerals and deal in general

1 brokerage business by buying, selling or otherwise trading in
2 minerals or the products or by-products of mineral lands, and to
3 carry on such other business pertaining to mines or other business
4 as may be found necessary or desirable or such as is engaged in by
5 a corporation of this kind and to deal in all minerals.

6 To acquire, own and operate mines and properties. To carry
7 on general mercantile business and to purchase, sell and deal in
8 goods, supplies and merchandise of all kinds and to act as
9 retailers and wholesalers of all kinds of merchandise.

10 To manufacture, buy, sell, rent, store, repair and care for
11 motor vehicles of all kinds, equipment therefor and appurtenances
12 thereto; to build, purchase or otherwise acquire and operate
13 buildings, storage houses and garages for storing, caring for
14 every kind of equipment; to buy, sell and deal in goods, wares and
15 merchandise necessary or incidental to the operation, repair of
16 equipment of all kinds, manufactured and described.

17 To carry on business in the United States or elsewhere as
18 factors, agents, commission merchants to buy, sell, manipulate and
19 deal in wholesale or retail, merchandise, goods, wares, products
20 and commodities of every sort, kind or description and to carry on
21 any other business whether manufacturing or otherwise which can be
22 conveniently carried on which any of the company objects.

23 To open mines, offices or agencies throughout the United States
24 or elsewhere, or to allow or cause the legal estate and interest
25 in any properties or business acquired, established or carried on
26 by the company to remain or be vested in the name of, or carried
27 on by any other company formed or to be formed, upon trust for,
28 or as agents or nominees of this company, and to manage the affairs
29 or take over and carry on the business of any such other company
30 formed or to be formed, and to exercise all or any of the powers of
31 any such company, or of holders of shares of stock or securities
32 thereof, and to receive and to distribute as profits the dividends

1 and interest on such shares of stock and securities. To purchase
2 or otherwise acquire and undertake, all or any part of the business,
3 property and liabilities of any persons or company, carrying on any
4 kind of business which this company is authorized to carry on. To
5 enter into partnership or into any arrangement for sharing profits,
6 union of interest, reciprocal concessions, or to cooperate with
7 any person or company carrying on or about to carry on any business
8 or transaction capable of being conducted so as, directly or
9 indirectly, to benefit this company.

10 To have and to hold in pure trust real estate of all descriptions
11 and to act as agents, contractors, trustees, or otherwise, and
12 either alone or in company with others as fully and to the same
13 extent as natural persons might or could do and in any part of the
14 world.

15 To acquire by purchase, subscription or otherwise, and to
16 hold as investment, any bonds or other securities or evidences of
17 indebtedness, or any shares of capital stock created or issued by
18 any other corporation or corporations, association or associations,
19 of the State of Idaho, or of any other state, territory or country.

20 To purchase, hold, assign, transfer, mortgage, pledge or
21 otherwise dispose of, any bonds or other securities or evidences of
22 indebtedness created or issued by any corporation or corporations,
23 association or associations of the State of Idaho, or any other
24 state, territory or country, and while owner thereof, to exercise
25 all the rights, powers and privileges of ownership.

26 To purchase, hold, sell, assign, transfer, mortgage, pledge
27 or otherwise dispose of shares of the capital stock of any other
28 corporation or corporations of the State of Idaho, or of any other
29 state, territory or country; and while owner of such stock to
30 exercise all the rights, powers and privileges of ownership,
31 including the right to vote thereon.

32 To aid in any manner any corporation or association of which
any bonds or other securities or evidences of indebtedness or stock

1 are held by the corporation; or to do any acts or things designed
2 to protest, preserve, improve or enhance the value of any such
3 bonds or other securities or evidences of indebtedness of stock.

4 The purposes of the corporation are from time to time to do
5 any one or more of the acts and things herein set forth.

6 In general, said corporation shall have and exercise all the
7 powers conferred by the laws of the State of Idaho upon business
8 corporations.

9 In furtherance, and not in limitations of the general powers
10 conferred by the laws of the State of Idaho, and by the principles
11 of the common law, upon corporations, and of the purposes and the
12 powers hereinbefore stated, the corporation shall also have the
13 following purposes and powers, it being expressly provided that
14 the enumeration of specific powers shall not be construed to
15 limit or restrict in any manner the aforesaid general powers of
16 the corporation. The power to repeal and amend the by-laws and adopt
17 new by-laws is conferred upon the directors and all directors must
18 be share sholders.

19 To enter into, make and perform and carry out contracts of
20 every sort and kind with any person, firm, association or corp-
21 oration, municipality, body, politic, territory, state, government
22 or colony or dependency thereof, and without limit as to amount to
23 draw, make, accept, indorse, discount, execute and issue promissory
24 notes, drafts, bills or exchange, warrants, bonds, debentures and
25 other negotiable or transferable instruments, and evidences of
26 indebtedness whether secured by mortgage or otherwise, as well as
27 to secure by mortgage or otherwise, so far as may be permitted by
28 the laws of the State of Idaho.

29 To acquire and carry on all or any part of the business or
30 property of any company engaged in a business similar to that
31 authorized to be conducted by this company, or with which this
32 company is authorized under the laws of this state to consolidate,

1 or whose stock the company under the laws of this state and the
2 provisions of this certificate is authorized to purchase and to
3 undertake in conjunction therewith, any liabilities of any person,
4 firm, association or company described as aforesaid, possessing
5 property suitable for any of the purposes of this company, or for
6 carrying on any business with this company which this company, is
7 authorized to conduct, and as for the consideration for same to
8 pay cash or to issue shares, stocks or obligations of this company.

9 To apply for, secure, acquire by assignment, transfer, pur-
10 chase or otherwise, and to exercise, carry out and enjoy any charter,
11 license, power, authority, franchise, concession, rights or
12 privileges, which any government or authority of any corporation
13 or other public body may be empowered to grant; and to pay for,
14 aid in and to pay for, aid in and contribute towards carrying the
15 same into effect, and to appropriate any of the company's shares of
16 stock, bonds and assets to defray the necessary costs, charges and
17 expenses thereof.

18 To purchase, acquire, apply for, register, secure, hold, own
19 or sell, or otherwise dispose of, any and all copyrights, trade-
20 marks, trade names, distinctive marks, leases, options and royalties.

21 To apply for, bid in, secure, contract for, hire out and
22 carry out all kinds of investigations of mineral properties,
23 geophysical, laboratory or otherwise, and to construct or cause to
24 be constructed mills, processing plants and reduction plants and
25 any and all other objects needed for the proper co-ordination of
26 all and any mining, exploration, milling and processing factors in
27 the State of Idaho, or in any other state, territory or country
28 and to accept payment for such services in cash or kind or in any
29 other legal and valuable kind of payment.

30 To purchase or otherwise acquire, own and hold unlimitedly
31 such real and personal property of every kind and description
32 within and without the state of Idaho, and in any part of the world,

1 suitable, necessary, useful and advisable in connection with any
2 or all of the objects hereinbefore or hereinafter set forth, and
3 to convey, sell, assign, transfer, lease, mortgage, pledge,
4 exchange or otherwise dispose of any of such property.

5 In the purchase or acquisition of property, business, rights
6 or franchises, or for additional working capital, or for any other
7 object in or about its business or affairs, and without limit as
8 to amount, to incur debts and to raise, borrow and secure the
9 payments of money in any lawful manner, including the issue and
10 sale or other disposition of bonds, warrants, debentures, obliga-
11 tions, negotiable and transferable instruments and evidences of
12 indebtedness of all kinds, whether secured by mortgage, pledge,
13 deed of trust or otherwise.

14 To promote any individual company or companies for the purpose
15 of acquiring all or any of the property and liabilities of the
16 company, or for any other purpose, which may seem directly or
17 indirectly calculated to benefit the company.

18 To carry on any other business, whether manufacturing or
19 otherwise, which may seem to the company capable to being conven-
20 iently carried on in connection with its business or calculated
21 directly or indirectly to enhance the value of or render profitable
22 any of the company's property or rights.

23 The said corporation may perform any of its business outside
24 the State of Idaho, in any other state, territories or possessions
25 of the United States and in foreign countries.

26 To do each and all things above set forth to the same extent
27 and as fully as natural persons might do or could do in the State
28 of Idaho, or in any other state, country or place.

29 To do each and every thing necessary, suitable, useful or
30 advisable for the accomplishment of any one or more of said objects,
31 or which shall at any time appear to be conductive to or expedient
32 for the benefit of said corporation in connection therewith.

The capital stock of this corporation shall be THREE MILLION & NO/100 (\$3,000,000.00) DOLLARS. There shall be 6,000,000 shares of the common stock of the par value of FIFTY CENTS each.

The capital stock shall all be of the same class of the said rights and voting power and with no preferences and will be non-assessable without a special meeting of the stock-holders and only then when ninety percent (90%) of the stock-holders present vote in favor of the same.

The name and post office address of each of the incorporators of this corporation and a statement of the number of shares subscribed by each is as follows:

<u>NAMES</u>	<u>ADDRESSES</u>	<u>NUMBER OF SHARES</u>
David G. Wissinger	Box 684, Salmon, Idaho	1,500,000
Lothair Frandsen	Route 4, Blackfoot, Idaho	1,500,000
Linda M. Wissinger	Box 684, Salmon, Idaho	500

IN WITNESS WHEREOF, We have hereunto set our hands this 3rd day of March, 1966.

David G. Wissinger
Lothair Frandsen
Linda M. Wissinger

STATE OF IDAHO
 County of Lemhi--SS

On this 23 day of March, 1966, before me, the undersigned, a Notary Public in and for said state, personally appeared David G. Wissinger and Linda M. Wissinger, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

Fredrick Hughes Snook
 Notary Public for Idaho, Residing at Salmon, Idaho.

STATE OF IDAHO ~~Lemhi~~
 County of ~~Bingham~~--SS

On this 23 day of March, 1966, before me, the undersigned, a Notary Public in and for said state, personally appeared Lothair Frandsen, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

Fredrick Hughes Snook
 Notary Public for Idaho, Residing at Blackfoot, Idaho.