



CERTIFICATE OF INCORPORATION
OF

NEW AMERICA MINING CO.

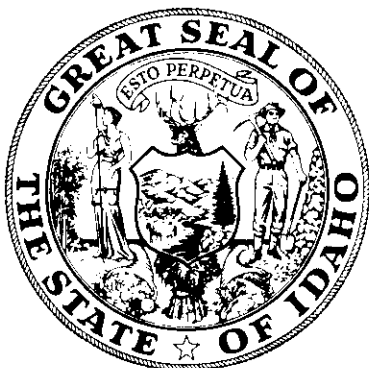
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

NEW AMERICA MINING CO.

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: *April 21, 1983*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION PM 3:41
OF

NEW AMERICA MINING CO. SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being citizens of the United States, and being of legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho and for that purpose we do hereby certify as follows:

ARTICLE I

That the name of this corporation shall be: NEW AMERICA MINING CO.

ARTICLE II

That the term of the existence of this corporation shall be perpetual.

ARTICLE III

That the initial registered office of this corporation is 534 Hearthstone Drive, Boise, Idaho, and initial principal place for transaction of its business is hereby designated as 534 Hearthstone Drive, City of Boise, County of Ada, State of Idaho. The initial registered agent of this corporation and his address is: Mr. Robert M. Bishop, 534 Hearthstone Drive, Boise, Idaho 83702.

ARTICLE IV

The objects and purposes for which this corporation is formed are, as principal, agent or otherwise, to do in the State of Idaho and any other state, territory or country, any and every of the things herein set forth to the same extent as natural persons might or could do, but this corporation shall have the

authority to perform such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law, in furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, and we do hereby expressly provide that the corporation shall have power:

A. To negotiate, enter into, perform, assign, or otherwise do any and all things necessary for the filing, purchasing, leasing and operation of mining claims and properties both within and without the state of Idaho.

B. To buy, sell, own and manage real property of every kind and character and do all lawful things in regard thereto;

C. To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association or corporation;

D. To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal and real property of every kind and character, debts, dues, and demands, or choses in action, and each and every kind of personal property, evidence of debts, bonds, stocks of this and other corporations, both public and private, which the corporation may deem necessary and convenient for its business or otherwise, including the purchase and sale of its own common stock which has theretofore been issued to a stockholder;

E. To borrow and lend money from and to any person, firm, association, and to make, take and execute notes, mortgages, bonds, deeds of trust, debenture bonds or other evidences of indebtedness to secure payment thereof or by any other lawful

manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness to secure payment thereof or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness for the use and benefit of said corporation or otherwise;

F. To own, hold, lease or sublet, or to conduct on its own account or for any person, firm, association or corporation, all and every kind of merchandise, business or pursuit, necessary or proper to carry on an account of the business of said corporation;

G. To build, repair, reconstruct, locate or relocate any and all necessary buildings of any kind or character and at any place proper or convenient to carry on any or all of the business of said corporation;

H. To also have, in addition to said foregoing powers, all authority, powers and rights granted by the laws of the State of Idaho and any amendments thereof;

I. To enter into any sort of partnership with any person, corporate or otherwise, and to guarantee the contract, debt, obligation or liability of any person, corporate or otherwise;

J. To do and perform every act and thing necessary to carry out the above enumerated purposes, or which may be calculated, directly or indirectly, to advance the interests of the company, or to enhance the value of its stock, holdings and property of every kind and character.

ARTICLE V

The number of directors constituting the initial Board of Directors of the corporation is three (3) and the names and addresses of the persons who are to serve as the directors until the first Annual Meeting of Shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Robert M. Bishop	534 Hearthstone Drive Boise, Idaho 83702
Zack E. Williams	1900 Warwick Circle East Longview, Texas 75601
Mr. Richard Davies	4972 Santiago Drive La Palma, California 90623

The Directors and officers of the corporation shall be deemed, in all matters in which they are acting in good faith on behalf of the corporation, to be the authorized agents of the corporation, and the corporation shall hold them harmless from all personal liability for their acts unless otherwise provided in the By-Laws of the corporation. Any By-Law varying this article shall require a vote of seventy five (75%) percent or more of the Board of Directors.

ARTICLE VI

The total number of shares of stock which the corporation shall have the authority to issue shall be one hundred thousand (100,000) shares of common stock, all of one class, of the par value of Five Cents (5 cents) per share, the only capitalization of this corporation, for a total capitalization of Five Thousand (\$5,000.00) Dollars. Each share of common stock shall have the

same rights, privileges and voting powers and the same shall be fully paid and nonassessable. Said shares shall have preemptive rights. No shares shall be sold to an outside party unless the existing shareholders shall first have the opportunity to purchase any stock made available for sale at its fair market value.

In all elections for Directors of this corporation, every Shareholder shall have the right to vote in person or by proxy for the number of shares of stock owned by him for as many persons as are Directors to be elected or to cumulate his said shares and give any one candidate as many votes as the number of Directors multiplied by the number of his shares of stock shall equal, or to distribute them on the same principle among as many candidates as he shall think fit, and such Directors shall not be elected in any other manner.

ARTICLE VII

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Great Western Financial Corporation	534 Hearthstone Drive Boise, Idaho 83702

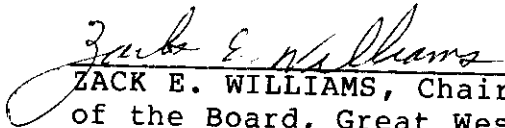
ARTICLE VIII


The private property of the Shareholders of the corporation shall not be subject to any payment of corporate debts to any extent whatever, except every Shareholder is individually and personally liable for the debts and liabilities of the corporation to the full amount unpaid upon any subscription to shares of stock made by him as provided in Section 30-1-25, Idaho Code, Annotated, and as such may be amended.

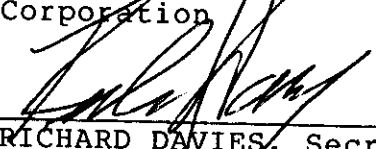
ARTICLE IX

The corporation reserves the right to amend, endorse, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by a majority vote of the Shareholders represented in person or by proxy at any annual meeting of the Shareholders or at any special meeting duly called for that purpose, excepting only where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of April, 1983.


ZACK E. WILLIAMS, Chairman
of the Board, Great Western
Financial Corporation


ROBERT BISHOP, Co-Chairman
Great Western Financial
Corporation


RICHARD DAVIES, Secretary-
Treasurer, Great Western
Financial Corporation