

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

GEM RESOURCES, 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 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: November 15, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Jonya Coulson

Corporation Clerk

RECORDED
SEC. OF STATE
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ARTICLES OF INCORPORATION
OF
GEM RESOURCES, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, Denis B. Duman, Terri L. Duman, Roy H. Uhlenkott, and Denise D. Uhlenkott, each being a natural person of full age, and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the Idaho Business Corporation Act, and we do hereby certify, declare and adopt the following Articles of Incorporation:

I.

The name of the corporation shall be Gem Resources, Inc..

II.

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

III.

The location of the registered office of this corporation shall be Keuterville Road and the address of the registered office of the corporation shall be P.O. Box 308, Cottonwood, Idaho 83522 and the registered agent at this address is Denise D. Uhlenkott.

IV.

The nature of the business and the objective and purposed to be transacted, promoted and carried out are to do any or all things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

To carry on and conduct the business of land and natural resource development, real estate acquisition, and development and all services, sales and related transactions applicable thereto:

V.

The Capital Stock of this corporation shall be ONE MILLION SHARES without Par Value. No distinction shall exist between shares of this corporation and all such shares shall have the same right in the corporation.

VI.

The name and address of each of the incorporators and initial directors and the statement of the number of shares subscribed for by each is as follows, to wit:

1. Denis Duman, P.O. Box 431, Cottonwood, Idaho 83522 - 150,000 shares.
2. Terri Duman, P.O. Box 431, Cottonwood, Idaho 83522 - 150,000 shares.
3. Roy Uhlenkott, P.O. Box 474, Cottonwood, Idaho 83522 - 150,000 shares.
4. Denise Uhlenkott, P.O.Box 474, Cottonwood, Idaho 83522 - 150,000 shares.

VII.

The private property of the stockholders shall not be subject to any payment of corporate debts and the stockholders and/or officers may not be held liable personally or individually for any actions or claims brought against the Corporation to any extent whatsoever.

We, the undersigned, being each one of the original subscribers to the capital stock hereinafter named for the purpose of forming a corporation to do business both within and without the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true, and we respectively agree to take the number of shares hereinbefore set opposite our names and accordingly have hereunto set our hands and seals this 13th day of Nov. 1991.

Denis B. Duman

Denis B. Duman
Cottonwood, Idaho
Incorporator and Director

Terri L. Duman

Terri L. Duman
Cottonwood, Idaho
Incorporator and Director

Roy H. Uhlenkott

Roy H. Uhlenkott
Cottonwood, Idaho
Incorporator and Director

Denise D. Uhlenkott

Denise D. Uhlenkott
Cottonwood, Idaho
Incorporator and Director

STATE OF IDAHO

COUNTY OF IDAHO

} ss

On the 13th day of Nov., 1991, before me, the undersigned,

a Notary Public in and for the said County and State, personally appeared Denis B. Duman, Terri L. Duman, Roy H. Uhlenkott, and Denise D. Uhlenkott, known to me to be the persons whose names are subscribed to the above and foregoing instrument and they acknowledged to me that they executed the same.

J. Hutter

Notary Public

Residing at:

Cottonwood Idaho