State of Idaho

ESTO PERPETUA

Department of State.

CERTIFICATE OF INCORPORATION

JAS. H. YOUNG

I, [redacted]*, 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*

LUCKY GEM MINING & MILLING CO., INC.

was filed in the office of the Secretary of State on the 26th *day of* June *A.D. One Thousand Nine Hundred* Fifty-six *and duly recorded on Film No.* 95 *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 successors are hereby constituted a corporation, by the name hereinbefore stated, for perpetual existence *from the date hereof, with its registered office in this State located at* Emmett *in the County of* Gem

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 26th *day of* June *A.D., 19*56 .

Secretary of State.

Domestic

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being citizens of the United States of America, each over the age of twenty-one years and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho; and we do hereby certify:

I.

That the name of the corporation shall be LUCKY GEM MINING & MILLING CO., INC.

II.

That the purposes and objects for which said corporation is formed are:

1. To acquire, hold, work, and operate placer or lode claims bearing all ores or placers and to mill said ores or process said ores from any claims of any nature whatsoever; and to acquire, own and use water, water rights and any mills incident to the extractment, treatment, processing and reduction of the ores of any said metals and, from time to time, to sell and convey said minerals, mines, mills, water rights and ores or ore products, or any by-products therefrom and to do all things incident to the general business of mining and milling of minerals of any nature and to treat and market the product of said mines, mineral rights or placer claims.

2. To carry on the business of mining, milling, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying, selling, exchanging, and otherwise producing and dealing in any ores of any nature whatsoever, including uranium, aluminum, or any metals and minerals and the products and by-products thereof of any and every kind and description, and by whatsoever process the same can be or may hereafter be produced, and generally and without limit as to amount, to buy, sell, exchange, lease, acquire and deal in lands, mines and mineral rights and claims and conduct all business appertaining thereto;

3. To purchase, lease, and otherwise acquire mining rights, timber rights, oil and gas rights, mines, buildings, dwellings, plants, machinery, tools, and other properties whatsoever which this corporation may from time to time find to be for its advantage and purposes; to construct and operate railways and tramways for mining and milling purposes.

4. To take, own, hold, deal in, mortgage, lease, sell or in any manner whatsoever dispose of real property; to purchase or acquire in any lawful manner, and to hold, own, mortgage, pledge or in any manner dispose of and to deal and trade in any necessary goods and mining wares or machinery and property of every class and description in any part of the world in connection with mining or milling operations; to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock or any securities or evidence of indebtedness created by any other corporation or corporations of this state or any other state, county, nation or government; and to vote any and all corporate stock owned by it to the same extent as natural persons might or could do; to make and perform contracts of every kind with any person, firm, municipality, state or governmental agency, and to execute and issue promissory notes and secure the same by mortgage if necessary, and generall do all things necessary and convenient in carrying out any of the above mentioned purposes.

5. To lend money and to negotiate and make loans either on its own account or its agent or broker for others.

6. To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to mortgage, pledge, hypothecate and/or convey and trust any and all of its property to secure the payment thereof.

7. To discount and negotiate promissory notes, drafts, bills of exchange, and other evidences of debt, and to collect for other money due them on notes, checks, drafts, bills of exchange, commercial paper, and other evidences of indebtedness.

8. To enter into, make, perform and carry out, contracts of every kind for any lawful purpose without limit as to amount with any firm, person, association, corporation, municipal government, or any sub-division, district or department thereof;

9. In general to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interests of the corporation or to enhance the value of said corporation.

10. The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in nowise limited nor restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers, and no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

III.

The term for which said corporation is to exist is perpetually.

IV.

The location and Post Office address of the corporation's registered office in the State of Idaho is: Post Office Box 245, Emmett, Idaho.

V.

The total authorized number of par value shares of stock and their aggregate par value is Five Hundred Thousand Dollars, ($500,000.00) to be divided into five hundred thousand shares of the par value of one dollar ($1.00) each.

VI.

That all of said shares of stock shall be common stock and non-assessible.

VII.

The names and Post Office addresses of each of the incorporators, and a statement of the number of common shares subscribed for by each is as follows:

NAME	ADDRESS	SHARES	PAR VALUE
Earl J. Adkins	Emmett, Idaho	100	$100.00
Ray N. Adkins	Pocatello, Idaho	100	$100.00
Olive Adkins	Pocatello, Idaho	100	$100.00

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 25th day of June, 1956.

Earl J. Adkins

Ray N. Adkins

Olive Adkins

STATE OF IDAHO,)
) ss
County of Bannock,)

On this 25th day of June, 1956, before me, a Notary Public in and for said County and State, personally appeared Earl J. Adkins, Ray N. Adkins, and Olive Adkins, 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.

George R. Phillips

George R. Phillips, Notary Public for Idaho, residing at Pocatello, Idaho.

(SEAL)