



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

LEMHI-WESTERN MINING CORPORATION

was filed in the office of the Secretary of State on the **Thirteenth** day of **March** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **123** 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 **Boise** in the County of **Ada**

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 **13th** day of **March**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
LEMHI-WESTERN MINING CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

LEMHI MINING & MILLING CORP., an Idaho corporation, and WESTERN LAND DEVELOPMENT & MINING COMPANY, an Idaho corporation, pursuant to agreement of consolidation made and entered into February 7, 1963, and further pursuant to the provisions of Title 30, Chapter 1, Idaho Code, have consolidated one with the other for the purpose of forming a new 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

The name of the corporation shall be Lemhi-Western Mining Corporation.

ARTICLE II

The term of the corporate existence of this corporation shall be perpetual.

ARTICLE III

The registered office of this corporation and the principal place for the transaction of its business is hereby designated as Boise, Ada County, State of Idaho.

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, in furtherance and not in limitation of, the general powers conferred by the laws of the State of Idaho, and do hereby expressly provide that the corporation shall have power:

A. To purchase, locate, lease, or otherwise acquire, mortgage, and dispose of lands, mines, and the mineral rights, locations and claims therein, and to own, enter and locate, apply for patent for, or lease mines and mining claims and lands of every kind and nature, lode or placer, patented or unpatented, and to acquire, own, locate or lease millsites, mills, water rights, tunnels; to work, prospect, or develop mines and mineral lands of every kind and nature and wherever situated or located and to carry on the business of mining, milling and producing gold, silver, copper, lead, zinc, uranium, and all other metals and minerals of every kind and character, and to sell and dispose of the same and by-products thereof; to do everything that may be necessary or proper in the conduct of the said business and in working such mines and mineral lands, and the production of ores and metals therefrom; and to contract for, buy, sell, construct, own and operate all mills, concentrating plants, reduction works, sawmills, machinery, roads, tramways, ditches, flumes, water rights, power plants of any and all kinds whatsoever; to develop and use electricity for power and lighting purposes, and to file upon water rights for any and all purposes.

B. To buy, sell, lease, mortgage, own and operate sawmills, and to buy, sell, own, lease, manufacture timber, timber lands, lumber and the by-products thereof.

C. To construct, erect, operate and conduct mercantile stores and any other buildings or structures or improvements in anywise appertaining

thereto.

D. To take, hold, lease, mortgage, own, purchase or acquire, by operation of law or otherwise, real property, or any interest therein or appurtenant thereto, including store rooms, sawmills, store buildings, and any part thereof, or any interest therein, and to engage in any and all undertakings and business necessary and proper to the improvements and betterment of any of the land, mining claims, mills, concentrating plants, or real property owned or to be acquired by said corporation, or in any other lands in which the said corporation may have any interest, and to handle and deal in any lands of said corporation in any manner it may desire wherever situated or located.

E. To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association or corporation, involving mills, concentrating plants, mining claims or other interests.

F. To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal property of every kind and character, debts, dues and demands, or choses of action, and each and every kind of personal property, evidences 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.

G. 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

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evidence of indebtedness for the use and benefit of said corporation or otherwise.

H. 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.

I. To build any and all necessary shops, buildings, store rooms, boarding houses, sleeping quarters, sawmills and structures at any place proper or convenient to carry on any or all of the business of said corporation.

J. In addition to the said foregoing powers, to also have all authority, powers and rights granted by the laws of the State of Idaho, and any amendments thereof.

K. 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 of this corporation shall be five, and the first board of directors shall consist of Del Clark, Lyle C. McDermott, Hubert G. Peckham, Ray Clark and Sidney Call.

ARTICLE VI

The total number of shares of stock which the corporation shall have authority to issue shall be five million shares (5,000,000) of common stock of the par value of ten cents (10¢) per share, for a total capitalization of Five Hundred Thousand Dollars (\$500,000.00). Each share of common

stock shall have the same rights and voting powers and shall be fully paid and non-assessable.

The manner and method of converting the outstanding and issued shares of each of the consolidating corporations into the shares of Lemhi-Western Mining Corporation shall be as follows: The shareholders of Lemhi Mining & Milling Corp. shall receive a combined total of

L&M Corp.
H.G.P. 1,000,000 shares of the common stock in the

consolidated corporation, Lemhi-Western Mining Corporation, to be

divided among the individual shareholders in the proportion that the

shares owned by each individual shareholder in Lemhi Mining & Milling

Corp. bears to the total stock to be received by all shareholders of

Lemhi Mining & Milling Corp. in the consolidated corporation. Likewise,

the shareholders of Western Land Development & Mining Company shall

L&M Corp.
H.G.P. receive a combined total of 1,500,000 shares of

the common stock in the consolidated corporation, Lemhi-Western Mining

Corporation, to be divided among the individual shareholders in the

proportion that the shares owned by each individual shareholder in

Western Land Development & Mining Company bears to the total stock

to be received by all shareholders of Western Land Development & Mining

Company in the consolidated corporation.

ARTICLE VII

The private property of the shareholders of the consolidated corporation shall not be subject to the payment of corporate debts to any extent whatever.

IN WITNESS WHEREOF the parties hereto have caused these Articles of Incorporation to be executed by their duly authorized officers

and duly attested this 19th day of February, 1963.

LEMHI MINING & MILLING CORP.

ATTEST:

Sidney Call Secretary By H. G. Pickham President

WESTERN LAND DEVELOPMENT &
MINING COMPANY

ATTEST:

Lyle L. McQuinn By Kelmar Clark
Secretary President

STATE OF IDAHO)
) ss.
County of Ada)

On this 19th day of February, 1963, before me, a Notary Public in and for said County and State, personally appeared HUBERT G. PECKHAM, president of LEMHI MINING & MILLING CORP., and DEL CLARK, president of WESTERN LAND DEVELOPMENT & MINING COMPANY, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
the day and year herein first above written.

John A. Hawley
Notary Public for Idaho
Residence: Boise, Idaho