



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

MAC D MINING COMPANY

was filed in the office of the Secretary of State on the **29th** day
of **January** A.D. One Thousand Nine Hundred **Fifty-eight** and
duly recorded on Film No. **101** 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 **29th** day of **January**,
A.D., 19 **58**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

Mac D MINING COMPANY

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom is a bona fide resident of the State of Idaho, of legal age, and a citizen of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and pursuant thereto certify as follows:

ARTICLE I

The name of this corporation shall be Mac D MINING COMPANY.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The objects and purposes for which this corporation is formed are: as principal, agent or otherwise, to do in any part of the world any and all things hereinafter set forth to the same extent as natural persons might or could do in furtherance thereof, but not in limitation of the general powers conferred by the laws of the State of Idaho. We expressly provide that this corporation shall have power:

(a) To purchase, locate, lease, or otherwise acquire, mortgage and dispose of mineral lands, mines,

mineral rights and claims therein, and to own, enter upon, locate, patent, lease or operate mines or mining claims or lands of every kind and nature; acquire, own, locate, or lease mill sites, mills, water rights, tunnels, and to work, prospect, or develop mines and mineral lands of every kind and nature and to carry on the business of mining, milling, and producing gold, silver, copper, lead, zinc, rare earth or minerals, and all other metals and minerals of every kind and character; sell and dispose of the same and the by-products thereof, and to do everything that may be necessary or proper in the conduct of such mining business or operations, and to work such mines or mineral lease and the production of ores and minerals therefrom; to contract for, buy, sell, own and operate mills, production works, sawmills, machinery, roads, tramways, ditches, flumes, water rights and power plants of any and all kinds.

(b) To purchase, take, hold, own, acquire by operation of law or otherwise, lease, mortgage or otherwise hypothecate any and all kinds of real and personal property or any interest therein or appurtenant thereto, and to sell or exchange any such real or personal property or any interest therein, or to engage in any and all undertakings or business necessary, proper or convenient to the improvement or betterment of any real or personal property owned or acquired by this corporation.

(c) To engage in or carry on as manufacturer, wholesaler, or retailer the manufacture, sale or exchange of any and all kinds of goods, wares or personal property.

(d) To engage in or carry on any other manufacturing business.

(e) To engage in or carry on either a general wholesale or retail business of any and all kinds.

(f) To buy and sell at wholesale or retail any and all merchandise, goods, machinery or appliances sold in trade.

(g) To carry on and conduct a general contracting business.

(h) To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association, partnership or corporation.

(i) To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal property of whatever kind or character, including, but not restricted to, debts, dues, demands, choses in action, evidences of debt, bonds, or stocks of other corporations or otherwise, both public and private.

(j) To contract with the United States of America, any foreign country, or with any state, city, county, or other governmental subdivision.

(k) To borrow and lend money from and to any person, firm, partnership, association or corporation, and to make, take or execute notes, mortgages, bonds,

deeds of trust or other evidences of indebtedness to secure payment thereof.

(l) To purchase, exchange, or otherwise acquire and own the corporate common or preferred stocks, bonds, or other securities of any other corporation, public or private, and also to purchase, redeem, or otherwise acquire its own capital stock insofar as not contrary to the constitution or laws of the State of Idaho, and to sell its own corporate common or preferred stock, bonds, debentures or other securities or evidences of indebtedness.

(m) To purchase or otherwise acquire letters patent, licenses, inventions, rights or privileges, either in the United States or in any other part of the world, and to manufacture or produce, trade and deal in all machinery, articles, appliances or otherwise, capable of being manufactured, produced or traded in, by virtue of, or in connection with any letters patent, licenses, inventions, rights and privileges.

(n) To merge or consolidate with any corporation in such manner as may be permitted by law.

(o) In addition to the foregoing powers also to have all authority, power or right granted to corporations by the constitution and laws of the State of Idaho and any amendment thereto.

(p) To do and perform every act or thing necessary to carry out the above enumerated purposes, calculated directly or indirectly to the advancement of the interest of said corporation and to enhancement of the value of its stock or property of any kind or character.

ARTICLE IV

The registered office of this corporation and the principal place for the transaction of its business is hereby fixed as being at Boise, Ada County, Idaho, but such registered or principal office may be changed from time to time by action of the Board of Directors of this corporation.

ARTICLE V

The number of directors of this corporation shall be five (5). It is not necessary that a director be a shareholder of this corporation.

ARTICLE VI

The amount of the duly authorized capital stock of this corporation is THREE HUNDRED THOUSAND DOLLARS (\$300,000.00) divided into twelve hundred thousand (1,200,000) shares of common capital stock of the par value of twenty five cents (\$.25) per share. Each common share shall be entitled to one vote, each share shall have dividend participating rights, and all of said stock shall be non-assessable.

However, from time to time, the capitalization of this corporation may be increased or decreased as provided by law, and if the capitalization is increased such amendment may provide for different classes of stock with voting or dividend rights or privileges as may be provided in such amendment.

ARTICLE VII

These Articles may be amended as provided by the laws of the State of Idaho, and may be amended by action

of the Board of Directors, as provided in the following Article VIII.

ARTICLE VIII

In furtherance and not in limitation of the powers conferred by statutes, the Board of Directors of this corporation is expressly authorized;

(a) To remove at any time any officer elected or appointed, by vote of a majority of the Board.

(b) To repeal and amend the By-Laws of the corporation and to adopt new By-Laws.

(c) To authorize and cause to be executed mortgages, liens or other encumbrances upon the real and personal property of the corporation.

(d) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for depreciation and losses of every character, or to use any of such reserves in the manner allowed by the laws of the State of Idaho.

(e) When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding, having voting power given at a shareholders meeting duly called for that purpose, the Board of Directors shall have power and authority to lease, sell or exchange all of the assets of the corporation upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in any other corporation or corporations, as its Board of Directors may deem expedient and for the best interests of the corporation.

(f) To determine the amount and time of payment of any dividends out of any funds which may be lawfully used for such purpose.

ARTICLE IX

The private property of the shareholders of this corporation shall not be subject to the payment of corporate debts of this corporation.

ARTICLE X

The names of the incorporators and the amount of capital stock of the corporation for which they have actually subscribed are as follows:

<u>NAME</u>	<u>Address</u>	<u>Shares Subscribed</u>
C. W. McDowell	Boise, Idaho	100 shares
W. R. McDowell	Boise, Idaho	100 shares
Bill Jonasson	Boise, Idaho	100 shares

IN WITNESS WHEREOF We have hereunto set our hands and seals this 6th day of January, 1953.

W R McDowell

C W McDowell

Bill Jonasson

STATE OF IDAHO)
 : ss
County of Ada)

On this 6th day of ~~December~~ ^{January}, 1958, before me,
a Notary Public in and for said County and State, personally appeared C. W. McDOWELL, W. R. McDOWELL and BILL JONASSON known to me to be the persons whose names are subscribed to the foregoing ARTICLES OF INCORPORATION, and acknowledged to me that they executed the same.

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

Claude V. Marcus
Notary Public for Idaho
Residing at Boise, Idaho

(Seal).

AFFIDAVIT

STATE OF IDAHO)
 : ss.
County of Ada)

CLAUDE MARCUS being first duly sworn,
states:

That Articles of Incorporation of Mac D
Mining Company are being filed with the Secretary
of State of the State of Idaho to qualify the cor-
poration under the laws of the State of Idaho.

Affiant states that this is a non-
productive corporation within the meaning of
Section 30-602 I.C.

Claude Marcus

SUBSCRIBED and SWORN to before me this
29th day of January, 1958.

Clare D. ...

Notary Public for Idaho
Residing at Boise, Idaho

(Seal)