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040601

**Nonprofit
 Articles of Incorporation**
 (PURSUANT TO NRS CHAPTER 82)

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USE BLACK INK ONLY - DO NOT HIGHLIGHT

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| 1. Name of Corporation: | Nevada Mineral Exploration Coalition |
| 2. Registered Agent for Service of Process: (check only one box) | <input type="checkbox"/> Commercial Registered Agent: Name <input checked="" type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below) Thomas P. Erwin Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity One East Liberty Street, Suite 424 Reno Nevada 89501 Street Address City State Zip Code Mailing Address (if different from street address) City State Zip Code |
| 3. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than four directors/trustees) | 1) Walter Martin Name 1639 Hoyt Reno NV 89509 Street Address City State Zip Code 2) Winthrop Rowe Name 4324 Desert Hills Drive Sparks NV 89436 Street Address City State Zip Code 3) Mark Reece Name 490 Flanders Road Reno NV 89511 Street Address City State Zip Code 4) Name Street Address City State Zip Code |
| 4. Purpose: (required; continue on additional page if necessary) | <i>The purpose of the corporation shall be:</i> All lawful purposes and the purposes described in the attached addendum |
| 5. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator) | Thomas P. Erwin X Name Incorporator Signature One East Liberty Street, Suite 424 Reno NV 89501 Address City State Zip Code |
| 6. Certificate of Acceptance of Appointment of Registered Agent: | <i>I hereby accept appointment as Registered Agent for the above named Entity.</i> X Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date 07/01/10 |

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 82 Articles
 Revised: 4-14-09

**Addendum to Nonprofit Articles of Incorporation
for
Nevada Mineral Exploration Coalition**

Item 4 Purpose (continued)

To promote and support the mineral exploration and development industry in Nevada, to inform and educate the citizens of Nevada about the importance of the mineral exploration and development industry to the economy of Nevada, and to promote a legal and regulatory environment which is supportive of the exploration for and development of minerals in Nevada.

SECRETARY OF STATE



CORPORATE CHARTER

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **NEVADA MINERAL EXPLORATION COALITION**, did on July 2, 2010, file in this office the original Articles of Incorporation; that said Articles of Incorporation are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on July 2, 2010.

ROSS MILLER
Secretary of State

Certified By: G Ramos
Certificate Number: C20100702-0392
You may verify this certificate
online at <http://www.nvsos.gov/>

**Bylaws
of
Nevada Mineral Exploration Coalition**

1. Offices.

The principal office of the corporation in Nevada shall be located in Reno, Nevada. The corporation may have such other offices and places of business, either within or outside Nevada, as the board of directors may designate or as the business of the corporation may require from time to time. The registered office of the corporation required by Nevada law to be maintained in Nevada may be, but need not be, identical with the principal office if in Nevada, and the address of the registered office may be changed from time to time by the board of directors.

2. Meetings; Voting.

Section 2.1 Annual Meeting. The corporation annually shall hold a meeting of the members. Unless otherwise designated by the board of directors, the annual meeting of the members shall be held at such time as may be determined by the board of directors for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held at the annual meeting of the members, or at any adjournment of a meeting, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.

Section 2.2 Members' Meetings. Special meetings of the members for any purpose, unless otherwise prescribed by statute, may be called by the president, the board of directors or are members representing not less than twenty-five percent (25%) of all the active members of the corporation entitled to vote at the meeting. Any members of the corporation who desire to hold a special meeting pursuant to this Section 2.2 shall notify the president that a special meeting of the members shall be called. Within seven (7) days after notice to the president, the president shall set the date, time and location of a members' meeting. The date set by the president shall be not less than ten (10) days nor more than twenty-one (21) days after the date of notice to the president. If the president fails to set the date, time and location of the special meeting within the seven (7)-day time period described above, the member or members calling the meeting shall set the date, time and location of the special meeting.

Section 2.3 Place of Meeting. The board of directors may designate any place, either within or outside Nevada, as the place for any annual meeting or special meeting called by the board of directors. If no designation is made, or if a special meeting shall be called otherwise than by the board, the place of meeting shall be the registered office of the corporation in Nevada.

Section 2.4 Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than seven (7) nor more than ten (10) days before the date of the meeting, to each member of record entitled to vote at such meeting. The notice may be delivered by electronic facsimile, email or any other means of digital or electronic transmission. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at such person's address as it appears on the membership roll of the corporation, with postage thereon prepaid.

Section 2.5 Adjournment. When a meeting is for any reason adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which the adjournment is taken. At the adjourned meeting, any business may be transacted which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, or if after the

adjournment, a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting.

Section 2.6 Organization. The president or any vice president shall call meetings of members to order and act as chairman of such meetings. In the absence of said officers, any member entitled to vote at that meeting, or any proxy of any such member, may call the meeting to order and a chairman shall be elected by a majority of the members entitled to vote at that meeting. In the absence of the secretary or any assistant secretary of the corporation, any person appointed by the chairman shall act as secretary of such meeting.

Section 2.7 Agenda and Procedure. The board of directors shall have the responsibility for establishing an agenda for each meeting of members, subject to the rights of members to raise matters for consideration which may otherwise properly be brought before the meeting although not included within the agenda. The chairman shall be charged with the orderly conduct of all meetings of members; provided, however, that in the event of any difference in opinion with respect to the proper course of action which cannot be resolved by reference to statute, or to the articles of incorporation, or these bylaws, Robert's Rules of Order (as last revised) shall govern the disposition of the matter.

Section 2.8 Closing of Transfer Books or Fixing of Record Date. For the purpose of determining members entitled to notice of or to vote at any meeting of the members or in order to make a determination of the members for any other proper purpose, the board of directors may provide that the membership roll shall be closed for any stated period not exceeding twenty-one (21) days. If the membership roll shall be closed for the purpose of determining the members entitled to notice of or to vote at a meeting of the members, such books shall be closed for at least fourteen (14) days immediately before such meeting. When a determination of the members entitled to vote at any meeting of the members has been made as provided in this Section 2.8, such determination shall apply to any adjournment of the meeting, except where the determination has been made through the closing of the membership roll and the stated period of the closing has expired.

Section 2.9 Voting Records. The officer having charge of the membership roll of the corporation shall make, at least ten (10) days before each meeting of the members, a complete record of the members entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each. For a period of ten (10) days before such meeting, this record shall be kept on file at the principal office of the corporation, and shall be subject to inspection by any member for any purpose germane to the meeting at any time during usual business hours. Such record shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member for any purpose germane to the meeting during the whole time of the meeting. The original membership roll shall be prima facie evidence as to who are the members entitled to examine such record or to vote at any meeting of the members. Any officer having charge of the membership roll who fails to prepare the record of members, or to keep it on file for a period of ten (10) days before the meeting or to produce and keep it open for inspection at the meeting as provided in this section, is liable to any member suffering damage due to the failure to the extent of the damage.

Section 2.10 Quorum. Unless otherwise provided by the articles of incorporation, fifteen percent (15%) of the active members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members. If fewer than fifteen percent (15%) of the active members are represented at a meeting, a majority of the members so represented may adjourn the meeting without further notice for a period not to exceed sixty (60) days at any one adjournment. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of members so that less than a quorum remains.

If a quorum is present, the affirmative vote of a majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number is required by law or the articles of incorporation.

Section 2.11 Proxies. At all meetings of the members, a member may vote by proxy executed in writing by the member. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after the meeting in respect of which it is made, unless otherwise provided in the proxy.

Section 2.12 Voting Rights. Each member in good standing shall be entitled to one vote on any matter. A member shall be in good standing if such member is current in the payment of dues for the period during which the vote is taken.

Section 2.13 Informal Action by Members. Any action required or allowed to be taken at a meeting of the members may be taken without a meeting provided that a consent in writing which describes the action so taken shall be signed by a majority of the members entitled to vote with respect to the subject matter of the consent, except that: (a) if any greater proportion of voting power is required for such action at a meeting, then the greater proportion of written consents is required; and (b) this provision for action by written consent does not supersede any specific provision for action by written consent contained in the Nevada statutes.

Section 2.14 Qualification and Application for Membership; Dues. Any person who (a) engages or is employed in the exploration for or development of mineral deposits in Nevada; (b) engages in the businesses of the provision of equipment, goods or services to the mineral exploration and development industry in the State of Nevada; (c) represents professional and trade organizations that support and promote mineral exploration and development in the State of Nevada; and (d) such other persons as the directors authorize or direct, may apply for and become a member of the corporation. Each applicant for membership shall provide such information and sign such statements as are prescribed by the board of directors.

The initial annual membership dues and the fee for the corporation's delivery of communications by mail shall be:

| | |
|------------------------------------|---------|
| Individual | \$100 |
| Major corporate member | \$2,500 |
| Small corporate member | \$1,000 |
| Supplier member | \$500 |
| Delivery of communications by mail | \$20 |

The annual membership dues for each year shall be established by the board of directors as approved by the vote of the members at a duly called meeting. The membership dues shall be established not less than thirty (30) days immediately preceding the fiscal year in respect of which the annual membership dues are established. If the proposed annual dues are greater than the dues for the current fiscal year and such proposed annual dues are not approved by the Members, the annual dues shall remain the same as those for the current fiscal year.

The directors may authorize distribution of the corporation's newsletters, position papers, press releases and similar communications to nonmembers on such terms and in consideration of such payment as the directors determine.

3. Board of Directors.

Section 3.1 General Powers. The business and affairs of the corporation shall be managed by its board of directors, except as otherwise provided in the Nevada statutes or in the articles of incorporation.

Section 3.2 Performance of Duties. A director of the corporation shall perform such director's duties as a director, including such director's duties as a member of any committee of the board upon which such director may serve, in good faith, in a manner such director reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such director's duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs (a), (b), and (c) of this Section 3.2; but such director shall not be considered to be acting in good faith if such director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs such person's duties shall not have any liability by reason of being or having been a director of the corporation. Those persons and groups upon whose information, opinions, reports, and statements a director is entitled to rely are:

a. One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;

b. Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence; or

c. A committee of the board upon which he does not serve, duly designated in accordance with the provisions of the articles of incorporation or the bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

Section 3.3 Number, Tenure and Qualifications. The number of directors of the corporation shall be five (5) consisting of three (3) elected directors, the president and the vice president. The directors, except the president and vice president who shall be directors by virtue of their offices, shall be elected at each annual meeting of the members. Each director shall hold office for the term prescribed in this section and thereafter until such director's successor shall have been elected and qualified. Directors shall be eighteen (18) years of age or older, but need not be citizens or residents of the United States or any state. Directors shall be removable in the manner provided under these bylaws and the statutes of Nevada. The director shall have the following qualifications:

a. **Class A Director - Individuals.** One (1) director designated as Class A director shall represent individuals engaged or employed in the exploration for and development of mineral deposits in the State of Nevada.

b. **Class B Directors – Junior Resource Companies.** One (1) director designated as Class B director shall represent business entities, including junior resource companies, engaged in the exploration for and development of mineral deposits in the State of Nevada.

c. **Class C Director – Service Providers.** One (1) director designated as Class C director shall represent individuals and entities which are engaged in the business of the provision of goods and services for the mineral exploration and development industry in the State of Nevada.

d. The corporation's president and vice president shall serve as directors during their terms of office.

Section 3.4 Resignation. Any director of the corporation may resign at any time by giving written notice of such director's resignation to the board of directors, the president, any vice president or the secretary of the corporation. Such resignation shall take effect at the date of receipt of such notice or at any later time specified in the notice and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. When one or more directors resigns from the board, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

Section 3.5 Removal. Except as otherwise provided in the articles of incorporation or in these bylaws, any director may be removed, either with or without cause, at any time, by the affirmative vote of a majority of the members entitled to vote for the election of directors of the corporation given at a special meeting of the members called and held for such purpose. The vacancy in the board of directors caused by any such removal may be filled by the members entitled to vote at such meeting. If the members at such meeting shall fail to fill the vacancy, the board of directors may do so as provided in this Section 3.5.

Section 3.6 Vacancies. Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the directors then in office or by an election at any annual meeting or at a special meeting of members called for that purpose, and a director so chosen shall hold office until the next annual meeting of members and until such director's successor has been elected and has qualified.

Section 3.7 Regular Meetings. A regular meeting of the board of directors shall be held without other notice than this bylaw immediately after and at the same place as the annual meeting of members. The board of directors may provide by resolution the time and place, either within or outside Nevada, for the holding of additional regular meetings without other notice than such resolution.

Section 3.8 Special and Emergency Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two (2) directors of the corporation. Emergency meetings of the board of directors may be called by or at the request of any combination of three directors or officers. The person or persons authorized to call special and emergency meetings of the board of directors may fix any place in the State of Nevada as the place for holding any special or emergency meeting of the board of directors called by them.

Section 3.9 Notice. Notice of any special meeting shall be given at least ten (10) days in advance of the meeting by written notice delivered personally or mailed to each director at such director's business address, or by notice given at least two (2) days previously by electronic facsimile, email, electronic mail or other means of digital or electronic data transmission. Notice of any emergency meeting shall be given at least one (1) and not more than three (3) days in advance of the meeting by written notice delivered in accordance with the preceding sentence. Mailed notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid. If notice is given by any means of electronic data transmission, the Notice shall be deemed to be delivered when the Notice is received by the addressee. Any director may waive notice of any meeting. By attending or participating in a regular or special meeting, a director waives any required notice of such meeting unless the director, at the beginning of the meeting, objects to the holding of the meeting or the transacting of business at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of

notice of such meeting, except that the notice of any emergency meeting shall describe the business to be transacted at the emergency meeting.

Section 3.10 Quorum. A majority of the number of directors elected and qualified at the time of the meeting shall constitute a quorum for the transaction of business at any such meeting of the board of directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 3.11 Manner of Acting. If a quorum is present, the affirmative vote of a majority of the directors present at the meeting and entitled to vote on that particular matter shall be the act of the board, unless the vote of a greater number is required by law or the articles of incorporation. If a vote of the directors results in a tie, the corporation's vice president may cast the deciding vote. If the corporation's vice president is absent from the meeting, the corporation's secretary or, if the corporation's secretary is absent, the corporation's treasurer, may cast the deciding vote.

Section 3.12 Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent is entered in the minutes of the meeting or unless such director files such director's written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent by certified or registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.13 Committees. The board of directors, by resolution adopted by a majority of the number of directors elected and qualified at the time of the resolution, may designate two or more directors to constitute a committee, which shall have and may exercise all of the authority of the board of directors or such lesser authority as may be described in the resolution. No such delegation of authority shall operate to relieve the board of directors or any member of the board from any responsibility imposed by law.

Section 3.14 Informal Action by Directors. Any action required or permitted to be taken at a meeting of the directors, executive committee or other committee of the directors may be taken without a meeting if a consent in writing which describes the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter.

Section 3.15 Meetings by Digital Electronic Communications. One or more members of the board of directors or any committee of the directors may participate in a meeting of the board or committee by means of conference telephone, digital, electronic, internet or similar means by which all persons participating in the meeting can hear each other person participating or read a transcript of the statements of each other person participating in the meeting. Such participation shall constitute presence in person at the meeting.

4. Officers and Agents.

Section 4.1 General. The officers of the corporation shall be a president, a vice president, a secretary and a treasurer. The president, vice president, secretary and treasurer shall be elected by the active members of the corporation entitled to vote. One person may hold two or more offices, except that no person shall concurrently hold the offices of president and vice president. The officers of the corporation shall be eighteen (18) years of age or older. In all cases where the duties of any officer, agent or employee are not prescribed by the bylaws or by the board of directors, such officer, agent or employee shall follow the orders and instructions of (a) the president, and if a chairman of the board has been elected, then (b) the chairman of the board.

Section 4.2 Election and Term of Office. The officers of the corporation shall be elected by the vote of the active members of the corporation entitled to vote annually at a meeting of the members called by the directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until the first of the following occurs: until such officer's successor shall have been duly elected and shall have qualified; or until such officer's death; or until such officer shall resign; or until such officer shall have been removed in the manner hereinafter provided. The meeting called for the purpose electing the officers of the corporation shall be held on the business day closest to June 5.

Section 4.3 Removal. Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served.

Section 4.4 Vacancies. A vacancy in any office, however occurring, may be filled by the board of directors for the unexpired portion of the term.

Section 4.5 President. The president shall, subject to the direction and supervision of the board of directors, the president shall be the chief executive officer of the corporation and shall have general and active control of its affairs and business and general supervision of its officers, agents and employees. The president shall be a director ex officio.

Section 4.6 Vice President. The vice president shall assist the president and shall perform such duties as may be assigned to the vice president by the president or by the board of directors. In the absence of the president, the vice president shall have the powers and shall perform the duties of the president.

Section 4.7 Secretary. The secretary shall perform the following: (a) keep the minutes of the proceedings of the members, executive committee and the board of directors; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation, if adopted by the directors, and affix the seal to all documents when authorized by the board of directors; (d) keep at the corporation's registered office or principal place of business a record containing the names and addresses of all members; (e) have charge of the membership roll of the corporation; and (f) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or by the board of directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

Section 4.8 Treasurer. The treasurer shall be the principal financial officer of the corporation and shall have the care and custody of all funds, securities, evidences of indebtedness and other personal property of the corporation and shall deposit the same in accordance with the instructions of the board of directors. The treasurer shall receive and give receipts for monies paid in on account of the corporation, and shall pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity. The treasurer shall perform all other duties incident to the office of the treasurer and, upon request of the board, shall make such reports to it as may be required at any time. The treasurer shall, if required by the board, give the corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of such treasurer's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in the treasurer's possession or under the treasurer's control belonging to the corporation. The treasurer shall have such other powers and perform such other duties as may be from time to time prescribed by the board of directors or the president. The assistant treasurers, if any, shall have the same powers and duties, subject to the supervision of the treasurer.

The treasurer shall also be the principal accounting officer of the corporation. The treasurer shall prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the board of directors statements of account showing the financial position of the corporation and the results of its operations.

Section 4.9 Expenses and Salaries. The directors and officers of the corporation shall be entitled to reimbursement for reasonable expenses incurred by them for or on behalf of the corporation provided that such directors and officers provide substantiating documentation of the expenses. Directors and officers of the corporation shall not be entitled to salaries or wages, except such compensation as the board of directors determines is necessary and reasonable. No person shall vote on any decision concerning compensation to be paid to such person for services rendered in such person's capacity as a director or officer. Each proposal for the payment of compensation to a director or officer for services rendered to the corporation shall be expressly described in the notice of the meeting of the board of directors during which such proposal shall be considered.

Section 4.10 Bonds. If the board of directors by resolution shall so require, any officer or agent of the corporation shall give bond to the corporation in such amount and with such surety as the board of directors may deem sufficient, conditioned upon the faithful performance of that officer's or agent's duties and offices.

5. Indemnification of Officers and Directors.

The corporation shall indemnify, to the full extent and in the manner permitted under the laws of Nevada and any other applicable laws, any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that such person is or was a director or officer of this corporation or served any other enterprise as a director or officer at the request of this corporation; such right of indemnification shall also be applicable to the executors, administrators and other similar legal representative of any such director or officer. The provisions of this section shall be deemed to be a contract between the corporation and each director and officer who serves in such capacity at any time while this section is in effect, and any repeal or modification of this Section shall not affect any rights or obligations then existing with respect to any state of facts then existing or any action, suit or proceeding brought based in whole or in part upon any such state of facts. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any director or officer or such person's legal representative may be entitled apart from the provisions of this Section. The following provisions shall govern indemnification under this section:

Section 5.1 Each person indemnified by the corporation must promptly after receipt of written notice of any demand or claim or the commencement of any action, suit or proceeding within the corporation's indemnification obligation shall immediately notify the corporation in writing.

Section 5.2 The corporation shall have the right, by notifying the party who asserts a claim for indemnification within thirty (30) days after the corporation's receipt of the notice of the claim or demand, to assume the entire control of the defense, compromise, or settlement of the action, suit or proceeding, including employment of counsel of the corporation's choice. The party who asserts the right to indemnification under this Section shall have the right to participate, at such party's expense and with counsel of such party's choice, in the defense, compromise, or settlement of the matter.

Section 5.3 The corporation's indemnification obligations shall be binding on the corporation and its successors and assigns and shall enure to the benefit of and, where applicable, shall be binding on each party entitled to indemnification and each party's successors and assigns. The corporation may prospectively amend, modify or revoke the provisions of this Section concerning indemnification.

Section 5.4 Each party entitled to indemnification under this Section expressly and unconditionally waives, in connection with any suit, action or proceeding brought by such party concerning indemnification under this section, any and every right such person may have to: (a) injunctive relief; (b) a trial by jury; (c) interpose any counterclaim; and (d) have such suit, action or proceeding consolidated with any other or separate suit, action or proceeding. Nothing in this Section shall prevent or prohibit the corporation from instituting or maintaining a separate action against any party who asserts a claim for indemnification under this section.

Section 5.5 This indemnity provision and the rights and obligations of the parties under this section shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of Nevada applicable to the interpretation, construction and enforcement of indemnities (without giving effect to Nevada's principles of conflicts of law).

Section 5.6 Each party who asserts a claim for indemnification under this section irrevocably submits to the jurisdiction of and venue in of any Nevada state court or United States District Court sitting in Washoe County, Nevada, over any suit, action or proceeding arising from or relating to indemnification under this section, and agrees that any suit, action or proceeding concerning or relating to a claim for indemnification under this section shall be commenced and maintained in such courts. Each such party agrees and consents that, in addition to any other methods of service of process provided for under applicable law, all service of process in any such suit, action or proceeding may be made by certified or registered mail, return receipt requested, directed to such person at such person's respective address, and such service shall be complete five (5) days after mailing.

6. Execution of Instruments; Loans; Checks and Endorsements; Deposits; Proxies.

Section 6.1 Execution of Instruments. The president or any vice president shall have the power to execute and deliver on behalf of and in the name of the corporation any instrument requiring the signature of an officer of the corporation, except as otherwise provided in these bylaws or where the execution and delivery thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation. Unless authorized to do so by these bylaws or by the board of directors, no officer, agent or employee shall have any power or authority to bind the corporation in any way, to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

Section 6.2 Checks and Endorsements. All checks, drafts or other orders for the payment of money, obligations, notes or other evidence of indebtedness and other such instruments shall be signed or endorsed by such officers or agents of the corporation as shall from time to time be determined by resolution of the board of directors.

Section 6.3 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the corporation's credit in such banks or other depositories as shall from time to time be determined by resolution of the board of directors, which resolution may specify the officers or agents of the corporation who shall have the power, and the manner in which such power shall be exercised, to make such deposits and to endorse, assign and deliver for collection and deposit checks, drafts and other orders for the payment of money payable to the corporation or its order.

Section 6.4 Contracts. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

7. **Miscellaneous.**

Section 7.1 Waivers of Notice. Whenever notice is required by the Nevada statutes, by the articles of incorporation or by these bylaws, a waiver of the notice in writing signed by the a director, member or other person entitled to notice, whether before, at or after the time stated therein, or such person's appearance at such meeting in person or (in the case of a members' meeting) by proxy, shall be equivalent to such notice.

Section 7.2 Seal. The corporate seal of the corporation shall be circular in form and shall contain the name of the corporation and the words "Seal, Nevada".

Section 7.3 Fiscal Year. The fiscal year of the corporation shall be as established by the board of directors.


Section 7.4 Amendments. The board of directors shall have the power to alter, amend or repeal the bylaws or adopt new bylaws of the corporation at any regular meeting of the board or at any special meeting called for that purpose, subject to repeal or change by action of the members.

Section 7.5 Emergency Bylaws. Subject to repeal or change by action of the members, the board of directors may adopt emergency bylaws in accordance with and pursuant to the provisions of the Nevada statutes.

Adopted effective July 6, 2010.


Walter Martin, Director

Mark Reece, Director


Winthrop Rowe, Director

7. **Miscellaneous.**

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Adopted effective July 6, 2010.

Walter Martin, Director



Mark Reece, Director

Winthrop Rowe, Director

**Directors' Consent
of
Nevada Mineral Exploration Coalition**

The undersigned directors of the above-described Nevada corporation (the "Corporation") consent to and adopt the following resolutions:

1. That the form of Bylaws of the Corporation presented to the Corporation by its incorporator is approved and adopted.

2. That the election by the Corporation's members of the persons named below to the offices described below opposite such person's name, to hold such offices until the next annual election of officers and until each such person's respective successor shall have been duly elected or appointed and shall qualify, or as otherwise provided in the Bylaws of the Corporation, is approved:

| <u>Name</u> | <u>Office</u> |
|-----------------|----------------|
| David Shaddrick | President |
| Jon Brown | Vice President |
| Zach Henderson | Secretary |
| James Buskard | Treasurer |

3. That the form of the seal obtained by the Secretary is approved and adopted.

4. That funds deposited now or hereafter to the account of the Corporation, in any and all banks, trust companies or other banking institutions in the United States may be withdrawn only by means of checks signed in the name of the Corporation by not less than two of its President, Secretary and Treasurer in the name and behalf of the Corporation.

5. That the written statement of the Incorporator of this Corporation with respect to its organization is in all respects approved and that all actions taken or authorized by the Incorporator, the directors, members and officers of the Corporation, including the election of the directors, are in all respects ratified, confirmed and approved.

6. That Thomas P. Erwin, whose business address is One East Liberty Street, Suite 424, Reno, Nevada 89501 is appointed the Corporation's resident agent in Nevada.

7. That the principal office of the Corporation in Nevada shall be 5490 Longley Lane, Reno, Nevada 89511.

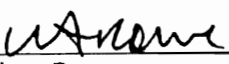
8. That the Corporation elects to amortize its organizational expenses in accordance with IRC 248.

9. That the officers of this Corporation are authorized to execute such instruments and do such other acts and things as may be necessary or advisable to carry out the intent and purposes of the foregoing resolutions.

Executed effective July 6, 2010.


Walter Martin

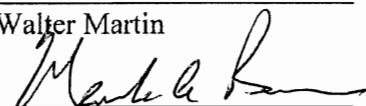
Mark Reece


Winthrop Rowe

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Mark Reece

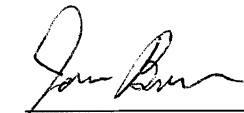
Winthrop Rowe

**Directors' Consent
of
Nevada Mineral Exploration Coalition**

The undersigned directors of the above-described Nevada corporation (the "Corporation") consent to and adopt the following resolutions:

1. That the membership of any person who pays membership dues during calendar year 2010 shall extend to December 31, 2011.
2. That the officers of this Corporation are authorized to execute such instruments and do such other acts and things as may be necessary or advisable to carry out the intent and purposes of the foregoing resolutions.
3. That the Corporation's secretary is directed to place an executed copy of this Consent in the Corporation's records.

Executed effective July 20, 2010.



Jon Brown

Walter Martin

Mark Reece

Winthrop Rowe

David Shaddrick

**Directors' Consent
of
Nevada Mineral Exploration Coalition**

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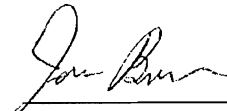
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Jon Brown

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David Shaddrick