

CERTIFICATE OF LIMITED PARTNERSHIP
OF GENERAL MINERAL DEVELOPMENT COMPANY

This Certificate of Limited Partnership is prepared as of June 10, 1980 and recorded pursuant to the provisions of the Uniform Limited Partnership Act as set forth in Chapter 88 of the Nevada Revised Statutes.

I

The name of the Partnership is General Mineral Development Company.

II

The character of the business of the Partnership is to further develop and place into commercial production the mineral properties referred to as the Eureka Properties and the Special Eureka Properties, and to conduct exploration and development activities with respect to the properties referred to as the "Other Properties" which in the judgment of the General Partners may contain gold, silver, or other minerals of commercial value. The Partnership may also participate in commercial activities (those conducted upon completion of exploration including development mining, treatment, transportation, marketing of ores, metals and minerals) with respect to any of the properties of the Partnership on or in which are found gold or silver, or other valuable minerals in commercial mineable quantities.

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III

The location of the principal place of business of the Partnership is 940 Matley Lane, Suite 14, Reno, Nevada 89502.

IV

The name and address of each member of the Partnership are as follows:

General Partners

Address

Peter E. Galli

940 Matley Lane, Suite 14
Reno, Nevada 89502

LSNH, Inc.

940 Matley Lane, Suite 14
Reno, Nevada 89502

Limited Partner

Mary Morris Leighton

307 National Bank Building
112 West Jefferson Boulevard
South Bend, Indiana 46601

V

The Partnership shall commence as of June 10, 1980 and shall continue until the earlier of (1) December 31, 2030, (2) an election by the General Partners to terminate the Partnership with the consent of all the Limited Partner(s), (3) any event which shall make it unlawful for the existence of the Partnership to be continued, (4) the sale or other disposition of substantially all of the Partnership Properties, or (5) a time when there is not at least one General Partner then acting who became a General Partner with the consent of all of the Partners.

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VI

The Limited Partner will not contribute cash to the Partnership. The Limited Partner will contribute to the Partnership the interests in the properties described in Exhibit A which properties have the minimum agreed values set forth in Exhibit A.

VII

No additional contributions are agreed to be made by the Limited Partner.

VIII

No time is agreed upon when the contribution of the Limited Partner is to be returned.

IX

The Limited Partner will receive by reason of her contribution 13.2% of the profits of the Partnership or other compensation by way of income due to operations on the Eureka Properties and the Special Eureka Properties and 16.500% of the profits of the Partnership or other compensation by way of income due to operations on the Other Properties.

X

A Limited Partner shall have the right to sell or transfer part or all of his Partnership interest and to cause his transferee to become a substituted Limited Partner only if each of the following requirements is met:

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(i) The transferor shall state his intention in the instrument of assignment that the transferee shall become a substituted Limited Partner;

(ii) There is obtained the written consent of all of the General Partners, provided, however, that another Partner or the executors, administrators, heirs, beneficiaries, spouses or family members of a Partner, or trustees of a testamentary or intervivos trust set up for the benefit of such Partner's spouse or any member of his family and/or for the benefit of a tax-exempt charitable organization may become a substituted Limited Partner without such approval or the statement by the transferor required in (i) above;

(iii) The transferor and the transferee shall execute such other instruments as the General Partners may reasonably deem necessary or desirable to effect admission of the substituted Limited Partner;

(iv) The transferee shall execute this Limited Partnership Agreement; and

(v) The transferee shall pay or obligate himself to pay, as the General Partners may require, all reasonable expenses connected with his admission, including but not limited to the cost of preparing and recording an appropriate amendment to the Certificate of Limited Partnership. The substitution shall become effective when such amendment is recorded.

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If any Partner shall assign his interest before termination of the Partnership without receiving the required consents of the Partners, as provided above, his transferee shall be an assignee within the meaning of Nevada Revised Statute §88.200 but such assignee shall have no right to exercise the right to an accounting of Partnership transactions or to inspect the Partnership books or to require his consent or vote on any matter as to which a Limited Partner would be entitled to require his consent or vote. Upon giving notice of the assignment to the General Partners, the assignee shall be entitled to receive only a return of the transferor's capital interest and the share of profits to which the transferor would have been entitled, diminished by the transferor's share of losses, if any.

XI

The General Partners may admit additional Limited Partners to the Partnership only with the written consent or ratification of the admission by all of the Partners.

XII

No right is given any Limited Partner to priority over other Limited Partners as to return of contributions or as to compensation by way of income.

XIII

On the death, retirement, or insanity of a General Partner, the business may be continued by the remaining General Partner or Partners or any other General Partner elected with the unanimous consent of all of the Partners.

XIV

No right is given a Limited Partner to demand or receive property other than cash in return for his contribution.

XV

The following actions may only be taken by the vote or written consent of (1) General Partners possessing at least one-third of the aggregate interest in the capital of the Partnership allocated to the General Partners and (2) Limited Partners holding a majority in interest of the Limited Partnership interest then outstanding (exclusive of such interests held by General Partners):

- 1) Removal of a General Partner;
- 2) Termination of the Partnership;
- 3) Amendment of the Partnership Agreement (except for minor clarifying amendments); and
- 4) Sale of all or substantially all of the Partnership's assets.
- 5) Elect a new General Partner to serve in the place of any General Partner who is removed or who elects to withdraw as a General Partner, provided that either (1) such new General Partner is elected with the consent of all the Partners or (2) if elected with consent of less than all, either Peter E. Galli or LSNH, Inc. continues to

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act as a co-General Partner, in which case such new General Partner may continue to serve as such for only so long as either Peter E. Galli or LSNH, continues to act as a co-General Partner.

The undersigned agree that this Certificate may be signed and sworn in multiple counterparts, each of said counterparts constituting an original and all together one Certificate. In addition, this Certificate may contain more than one signature page, all of such signature pages shall be read as though one, and they shall have the same force and effect as though all of the signers had signed and sworn to a single signature page.

GENERAL PARTNERS:

Peter E. Galli

LSNH, INC.

By President

LIMITED PARTNER:

Mary Morris Leighton

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COUNTERPART SIGNATURE PAGE TO
CERTIFICATE OF LIMITED PARTNERSHIP
GENERAL MINERAL DEVELOPMENT COMPANY

This is a counterpart signature page to the Certificate of Limited Partnership for General Mineral Development Company, a Nevada limited partnership. This page may be attached, with the signature pages of other Partners, to a master copy of the Certificate to be recorded in Nevada.

I hereby acknowledge receipt of a copy of the Certificate of Limited Partnership.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership ~~on~~ on July 28, 1980.
GENERAL PARTNER

LSNH, INC., a Nevada corporation

By Peter E. Galli
Title President

(This document must be acknowledged before a notary public)

State of California)
County of San Francisco) ss.

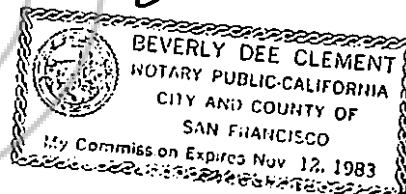
On this 28th day of July, in the year 1980, before me Beverly Dee Clement, a notary public, personally appeared Peter E. Galli, known to me to be the President of the corporation that executed the within instrument and acknowledged to me that such corporation executed the same.

Witness my hand and seal.

My Commission expires:
November 12, 1983

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Beverly Dee Clement
Notary Public



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COUNTERPART SIGNATURE PAGE TO
CERTIFICATE OF LIMITED PARTNERSHIP
GENERAL MINERAL DEVELOPMENT COMPANY

This is a counterpart signature page to the Certificate of Limited Partnership for General Mineral Development Company, a Nevada limited partnership. This page may be attached, with the signature pages of other Partners, to a master copy of the Certificate to be recorded in Nevada.

I hereby acknowledge receipt of a copy of the Certificate of Limited Partnership.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership ~~on~~ on July 28, 1980.
GENERAL PARTNER:

Peter E. Galli
PETER E. GALLI

(This document must be acknowledged before a notary public)

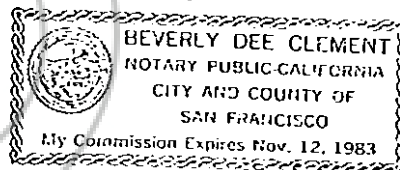
State of California)
County of San Francisco) ss.

On this 28th day of July, in the year 1980, before me, the undersigned notary, personally appeared Peter E. Galli, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

Witness my hand and seal.

My Commission expires:
November 12, 1983

Beverly Dee Clement
Notary Public



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COUNTERPART SIGNATURE PAGE TO
CERTIFICATE OF LIMITED PARTNERSHIP
GENERAL MINERAL DEVELOPMENT COMPANY

This is a counterpart signature page to the Certificate of Limited Partnership for General Mineral Development Company, a Nevada limited partnership. This page may be attached, with the signature pages of other Partners, to a master copy of the Certificate to be recorded in Nevada.

I hereby acknowledge receipt of a copy of the Certificate of Limited Partnership.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership on August 5, 1980.

LIMITED PARTNER

Mary Morris Leighton
MARY MORRIS LEIGHTON

(This document must be acknowledged before a notary public)

State of INDIANA)
County of ST. JOSEPH) ss

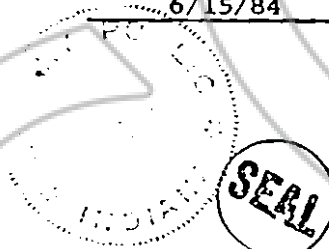
On this 5th day of August, in the year 1980, before me, the undersigned notary, personally appeared Mary Morris Leighton, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

Witness my hand and seal.

My Commission expires:

6/15/84

Sharon K. Eberhard
Notary Public Sharon K. Eberhard
and resident
of St. Joseph
County, Indiana



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EXHIBIT A

The Limited Partner, Mary Morris Leighton, will contribute to the Partnership a 13.200% undivided interest in the Eureka Properties, an 11.800% undivided interest in the Special Eureka Properties, and a 16.500% undivided interest in the Other Properties. The interest in the Eureka Properties and the Special Eureka Properties contributed by the Limited Partner has an aggregate agreed minimum value of \$29,160. The interest in the Other Properties contributed by the Limited Partner has an agreed minimum value of \$24,299. Thus, the agreed minimum value of the entire contribution by the Limited Partner is \$53,459.

The Eureka and Special Eureka Properties are more fully described in Exhibit B hereto. The Other Properties are more fully described in Exhibit C hereto.

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The Eureka Properties consist of the following properties which are located about three miles southwest of Eureka in the Eureka Mining district, Eureka County, Nevada:

1. Fifty unpatented mining claims, two patented mining claims, and sixteen mill site claims located in Eureka County, Nevada. Peter E. Galli, Galli Mineral Associates, a Nevada sole proprietorship owned by Peter E. Galli, and Galli Explorations Co., a Nevada sole proprietorship owned by Peter E. Galli conveyed to Judd Leighton, Mary Morris Leighton, Dale Stringfellow, Theodore Nilsen, and William Horton undivided interests in the above properties by a Quitclaim Deed dated June 10, 1980.

2. Three patented mining claims under a lease from Mrs. Ray Holmes, Josephine Goodrich, Norma Eather Croft, Margie Eather Heard, Gloria Eather Silva, and Paul Laiolo dated June 5, 1980.

3. Three patented mining claims under a lease from Paul Sansinena, Leon Sansinena, Emily Sansinena, and Yvonne Smith dated April 17, 1980.

4. Nineteen patented mining claims (one of the claims is a one-half interest only) and one unpatented mining claim under a lease from Willis A. De Paoli and Arlene M. De Paoli dated September 29, 1979.

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5. All mineral rights or claims (patented or unpatented) located within a five mile radius from the outer perimeter of the above-described mineral properties which are subsequently acquired or leased by Peter E. Galli, Galli Mineral Associates, a Nevada sole proprietorship, Galli Explorations Co., a Nevada sole proprietorship, Mary Morris Leighton, or LSNH, Inc., a Nevada corporation.

The Special Eureka Properties consist of the following properties which are located about three miles southwest of Eureka in the Eureka Mining District, Eureka County, Nevada:

1. Two patented mining claims, one mill site claim, and two tracts. Peter E. Galli conveyed to Judd Leighton, Mary Morris Leighton, Dale Stringfellow, Theodore Nilsen, and William Horton undivided interests in the above properties by a Quitclaim Deed dated June 10, 1980.

2. All mineral rights or claims (patented or unpatented) located within a five mile radius from the outside perimeter of the above-described mineral properties which are subsequently acquired or leased by Peter E. Galli, Galli Mineral Associates, a Nevada sole proprietorship, Galli Explorations Co., a Nevada sole proprietorship, Mary Morris Leighton, or LSNH, Inc., a Nevada corporation.

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EXHIBIT C

The Other Properties consist of the following:

1. Twenty-six unpatented mining claims located about five miles east of Round Mountain in the Jefferson Mining District, Nye County, Nevada. Peter E. Galli, Galli Mineral Associates, a Nevada sole proprietorship owned by Peter E. Galli, and Galli Explorations Co., a Nevada sole proprietorship owned by Peter E. Galli conveyed to Judd Leighton, Mary Morris Leighton, Dale Stringfellow, Theodore Nilsen, and William Horton undivided interests in the above properties by a Quitclaim Deed dated June 10, 1980.

2. One unpatented mining claim located about twenty miles northeast of Coaldale in the Gilbert Mining District, Esmeralda County, Nevada. Galli Mineral Associates, a Nevada sole proprietorship owned by Peter E. Galli conveyed undivided interests in such claim to Judd Leighton, Mary Morris Leighton, Dale Stringfellow, Theodore Nilsen, and William Horton by a Quitclaim deed dated June 10, 1980.

3. Ten unpatented mining claims located about five miles east of Round Mountain in the Jefferson Mining District, Nye County, Nevada under lease from Genevieve Ernst and Harvey Mealman dated February 2, 1979.

4. Seven unpatented mining claims located about five miles east of Round Mountain in the Round Mountain Mining

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District, Nye County, Nevada under lease from Norman Coombs dated November 1, 1979.

5. Four mining claims located about twenty miles northeast of Coaldale in the Gilbert Mining District, Esmeralda County, Nevada under lease from Peter E. Chapman and Linda Chapman dated March 26, 1979.

6. All mineral rights or claims (patented or unpatented) on surface properties located within a ten mile radius from the outside perimeter of the above-described properties located in Nye County, Nevada which are subsequently acquired or leased by Peter E. Galli, Galli Mineral Associates, a Nevada sole proprietorship, Galli Explorations Co., a Nevada sole proprietorship, Mary Morris Leighton or LSNH, Inc., a Nevada corporation.

7. All mineral rights or claims (patented or unpatented) on surface properties within a five mile radius from the outside perimeter of the above-described properties located in Esmeralda County, Nevada which are subsequently acquired or leased by Peter E. Galli, Galli Mineral Associates, a Nevada sole proprietorship, Galli Explorations Co., a Nevada sole proprietorship, Mary Morris Leighton, or LSNH, Inc., a Nevada corporation.

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CERTIFIED COPY
THE FOREGOING DOCUMENT IS A FULL
TRUE AND CORRECT COPY OF THE
RECORD IN THE OFFICE OF COUNTY
RECORDER, WASHOE COUNTY, NEVADA.
WITNESS MY HAND AND SEAL THIS
27 DAY OF Aug. 1980
JOE MELCHER, COUNTY RECORDER
BY Evelyn Spalding DEPUTY

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RECORDS
COUNTY
REQUESTED BY
Walther, Key, Maupin, et al
80 AUG 20 P 3: 57

RECORDED
COUNTY
FEE 17.00
25

Box 20580
89515

RECORDED AT REQUEST OF
Walther, Key, Maupin, et al, Cox, Lee, & Klach
BOOK 87

80 SEP 8 A 9: 13

RECORDS
COUNTY
WILLIS A. DEPOSEL RECORDER
FEE 17.00
26504

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