

**STATEMENT OF MERGER  
OF  
HL IDAHO CORP.  
WITH AND INTO  
MINES MANAGEMENT, INC.**

**FILED EFFECTIVE**

**2016 SEP 13 AM 11:19**

**SECRETARY OF STATE  
STATE OF IDAHO**

Pursuant to sections 30-22-205 and 30-29-1104 of the Idaho Code (the "Code"), the undersigned corporations executed, on this 13th day of September 2016, the following Statement of Merger:

**FIRST:** The name, jurisdiction of formation, and type of entity of each of the constituent corporations of the merger (the "Merger") is as follows:

<u>Name</u>	<u>Jurisdiction of Formation</u>	<u>Type of Entity</u>
HL Idaho Corp.	Idaho	Corporation
Mines Management, Inc.	Idaho	Corporation

**SECOND:** An Agreement and Plan of Merger by and among the parties to the Merger and Hecla Mining Company ("Hecla"), dated as of May 23, 2016, as amended on June 29, 2016 and July 29, 2016 (the "Agreement"), has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations of the Merger in accordance with the requirements of Idaho law, in general, and Chapters 22 and 29 of the Code, in particular, and, with respect to HL Idaho Corp., by the written consent of its sole shareholder, Hecla, in accordance with Chapter 29 of the Code.

**THIRD:** Pursuant to the terms of the Agreement, HL Idaho Corp. will merge with and into Mines Management, Inc. The name of the surviving corporation (the "Surviving Corporation") is "Mines Management, Inc." The Surviving Corporation is an Idaho corporation.

**FOURTH:** This Statement of Merger is effective upon the date and time of filing.

**FIFTH:** The articles of incorporation of the Surviving Corporation shall be amended and restated in their entirety as a result of the Merger to read in full in the form approved as part of the Agreement and as set forth on Exhibit A attached hereto, a copy of which shall be filed after this Statement of Merger and will be effective upon the date and time of such filing.

**SIXTH:** This Statement of Merger may be executed in any number of counterparts, each of which when executed shall constitute a duplicate original, but all the counterparts together shall constitute the one Statement of Merger, and transmission of an executed counterpart of this Statement of Merger by facsimile or electronic mail shall take effect as delivery of an executed counterpart of this Statement of Merger.

**09/13/2016 05:00**

**CK:100326 CT:143038 BH:1546033**


**[Signature Page Follows] 1@ 30.00 = 30.00 STMT MERGE #2**

**1@ 20.00 = 20.00 EXPEDITE C #3**

**C23074**

IN WITNESS WHEREOF, the undersigned have caused this Statement of Merger to be executed by their duly authorized officers as of the date first above written.

MINES MANAGEMENT, INC.  
an Idaho corporation

By:   
\_\_\_\_\_  
GLENN M. DOBBS  
Chief Executive Officer

HL IDAHO CORP.  
an Idaho corporation

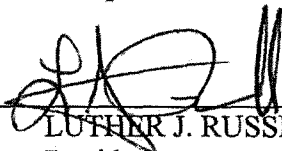
By: \_\_\_\_\_  
LUTHER J. RUSSELL  
President

IN WITNESS WHEREOF, the undersigned have caused this Statement of Merger to be executed by their duly authorized officers as of the date first above written.

MINES MANAGEMENT, INC.  
an Idaho corporation

By: \_\_\_\_\_  
GLENN M. DOBBS  
Chief Executive Officer

HL IDAHO CORP.  
an Idaho corporation

By:  \_\_\_\_\_  
LUTHER J. RUSSELL  
President

**EXHIBIT A**

**(Attached)**

FILED AT THE REQUEST OF:  
Hecla Mining Company  
6500 N. Mineral Drive, Suite 200  
Coeur d'Alene, Idaho 83815-9408

FILED BY:

Tami D. Whitman  
Hecla Mining Company  
6500 N. Mineral Drive, Suite 200  
Coeur d'Alene, Idaho 83815-9408

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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MINES MANAGEMENT, INC.**

The undersigned, Luther J. Russell, hereby certifies that he is the President of Mines Management, Inc., an Idaho corporation (the "**Corporation**"), and further certifies that:

1. The following Second Amended and Restated Articles of Incorporation were duly adopted by the Corporation's Board of Directors at a special meeting of the Board of Directors held on September 13, 2016, and were also duly approved by the Corporation's shareholders at a special meeting of the shareholders on September 13, 2016, and by the requisite number of holders of the Corporation's Preferred Stock, as expressly permitted by the Corporation's Amended and Restated Articles of Incorporation, as amended, and in the manner set forth by the Idaho Business Corporation Act (the "**Act**").

2. The Corporation's Articles of Incorporation are hereby amended and restated in their entirety in accordance with Sections 30-29-1003 and 30-29-1007 of the Act to read as follows:

**ARTICLE 1  
NAME**

The name of the Corporation is "Mines Management, Inc."

**ARTICLE 2  
CAPITAL STOCK**

**A. Authorized Capital**

The total number of shares which the Corporation is authorized to issue is One Hundred Ten Million (110,000,000), consisting of One Hundred Million (100,000,000) shares of common stock, no par value ("**Common Stock**"), and Ten Million (10,000,000) shares of preferred stock, no par value ("**Preferred Stock**"). The Common Stock is subject to the rights and preferences of the Preferred Stock as set forth below.

**B. Issuance of Preferred Stock in Series**

The Preferred Stock may be issued from time to time in one or more series in any manner permitted by law and the provisions of these Articles of Incorporation, as determined from time to time by the Board of Directors and stated in the resolution or resolutions providing for its issuance, prior to the issuance of any shares. The Board of Directors shall have the authority to fix and determine and to amend, subject to these provisions, the designation, preferences, limitations and relative rights of the shares of any series that is wholly unissued or to be established, including without limitation the dividend rate, conversion rights, redemption price and liquidation preference. Unless otherwise specifically provided in the resolution establishing any series, the Board of Directors shall further have the authority, after the issuance of shares of a series whose number it has designated, to amend the resolution establishing such series to decrease the number of shares of that series, but not below the number of shares of such series then outstanding.

**C. Voting Rights**

The holders of shares of Common Stock shall be entitled to one vote per share at each meeting of the shareholders of the Corporation and on all matters coming before the shareholders of the Corporation, except as otherwise provided by law. Except as otherwise provided herein or by law, holders of Preferred Stock shall vote as a single class with holders of Common Stock. Votes may not be cumulated.

**D. Preemptive Rights**

Except as otherwise provided herein or by law, shareholders shall have no preemptive rights.

**ARTICLE 3  
REGISTERED AGENT AND REGISTERED OFFICE**

The name of the registered agent and address of the registered office is:

Name	Address
C T Corporation System	921 S. Orchard St. Ste. G Boise, ID 83705

**ARTICLE 4**  
**MAILING ADDRESS**

The mailing address of the Corporation shall be: 6500 N. Mineral Drive, Suite 200, Coeur d'Alene, Idaho 83815-9408.

**ARTICLE 5**  
**PURPOSE**

The purpose for which the Corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the state of Idaho.

**ARTICLE 6**  
**DURATION**

The period of the Corporation's duration is perpetual.

**ARTICLE 7**  
**BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors. The number of Directors shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

**ARTICLE 8**  
**INDEMNIFICATION AND LIMITATION ON LIABILITY**

**A. Indemnification.**

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment).

**B. Limitation on Liability.**

There shall be no personal liability, either direct or indirect, of any director of the Corporation to the Corporation or its shareholders for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the Corporation or to its shareholders for monetary damages for any breach, act, omission, or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision shall not limit the rights of directors of the Corporation for indemnification or other assistance from the Corporation. Any repeal or modification of the foregoing provisions of this Article by the shareholders of the Corporation,

or any repeal or modification of the Act which permits the elimination of liability of directors by this Article, shall not affect adversely any elimination of liability, right, or protection of a director of the Corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

**ARTICLE 9**  
**AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the Corporation are granted subject to this reservation.

*[Remainder of Page Left Intentionally Blank]*



IN WITNESS WHEREOF, the undersigned submits these Second Amended and Restated Articles of Incorporation to the Secretary of State for the State of Idaho for filing.

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By: Luther J. Russell  
Its: President