

TO ALL TO WHOM THESE PRESENTS SHALL COME

I, Victor A. Meyers, Secretary of State of the State of Washington, and custodian of the Seal of said State, do hereby certify that the annexed is a true and correct copy of Restated Articles of Incorporation of HECIA MINING COMPANY, as received and filed in this office on September 9, 1964; and I further certify that HECIA MINING COMPANY is in good standing with all annual license fees paid to July 1, 1965.

In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Washington. Done at the Capitol, at Olympia, this 9th day of September A.D. 1964.

Victor A. Meyers

Secretary of State

By *Juan C. Linares*
Assistant Secretary of State

RESTATED ARTICLES OF INCORPORATION TO FORM AND FILED

APPROVED

OF

NEOLA MINING COMPANY

SEP 9 - 1964

VICTOR A. MEYERS
SECRETARY OF STATE

BY *Jean C. Dunker*
(MRS.) JEAN C. DUNKER
ASSISTANT SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That pursuant to authorization by the Board of Directors of Neola Mining Company, a Washington corporation, whose original articles of incorporation were filed and recorded in the office of the Secretary of State of the State of Washington on the 18th day of July, 1908, said Neola Mining Company hereby restates in this document the entire text of its articles of incorporation, as previously amended and supplemented up to the 4th day of September, 1964, as follows:

ARTICLE I.

The name of this corporation shall be the **NEOLA MINING COMPANY.**

ARTICLE II.

The purposes for which said corporation is formed are to work, operate, buy, sell, lease, locate, acquire, procure, hold and deal in mines, metals and mineral claims of every kind and description, within the United States of America, or any of its territories or possessions, as well as any foreign country; to carry on and conduct a general mining, smelting, milling, reduction, extraction and manufacturing business; to buy or otherwise acquire and deal in minerals, plants, machinery, implements and things capable of being used in connection with the business of the corporation; to purchase, take on lease or in exchange, or otherwise acquire and hold lands, mines, estates, buildings, mining rights and patent rights, rights of way or any other rights or privileges, stocks in trade, or other real or personal property

that may be deemed necessary in connection with the business of the corporation; to construct, maintain, improve, manage, work, control and superintend roads, ways, tramways, railways, bridges, reservoirs, water courses, furnaces, saw-mills, crushing works, smelting works, concentrating works, hydraulic works, electrical works, reduction works, or any other works or conveniences which may seem conducive to any of the objects of the corporation; to build, construct, own, buy, sell and operate power plants, dams, ditches, aqueducts, flumes and all other proper structures and appliances for use in and about the production of power by water, and also for the use of water in mining, dredging, manufacturing, irrigating and other useful purposes; to use steam, water, gasoline, petroleum or electrical or any other power as motive power or otherwise; to purchase, acquire, hold, construct and operate electric light and power plants for the purpose of mining and treating ore, and for the purpose of furnishing light and creating power for all purposes; to convey and transmit power to consumers by wire, shafting, belting or any other means by which power may be conveyed or transmitted; to furnish and supply all consumers with power, and to furnish power, light and heat for all manufacturing plants and for domestic purposes, and to charge therefor; to build, construct, own, operate, buy and sell telephone, telegraph and power lines; to conduct a general mercantile business and to buy or otherwise acquire and to sell or otherwise dispose of all classes of personal property; to bond, buy, lease, locate and hold ditches, flumes and water rights; to own, bond, buy, lease and locate timber and timber claims and oil lands; to borrow, raise or secure the payment of money in such manner as to the corporation may seem fit; to hold, subscribe for, purchase or otherwise acquire, to sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock or bonds,

debentures, or other evidences of indebtedness of other corporations, and while the owner thereof, to exercise all the rights and privileges of ownership, including the right to vote such stock, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection and benefit of the corporation; and finally to do everything consistent, proper and requisite for the carrying out of the objects and purposes aforesaid in their fullest and broadest sense.

ARTICLE III.

The registered office of said corporation shall be Fidelity Building, Spokane, Washington; provided, however, that the location of such registered office within the City of Spokane may be changed from time to time by a majority vote of the Board of Directors.

ARTICLE IV.

The duration of this corporation shall be perpetual.

ARTICLE V.

The number of directors of this corporation shall be seven and the names and addresses of the directors in office at the time of the adoption of these restated articles of incorporation are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Harous D. Banghart	300 Park Ave., New York 22, New York.
John E. D. Gruner	300 Park Ave., New York 22, New York.
Richard W. Hunt	2634 Hillenden Drive, Salt Lake City, Utah.
Edward Mel. Tittmann	130 Broadway, New York, New York.
William E. Love	P.O. Box 320, Wallace, Idaho.
Harry F. Magnuson	P.O. Box 400, Wallace, Idaho.
L. J. Randall	P.O. Box 220, Wallace, Idaho.

ARTICLE VI.

The capital stock of this corporation shall be Six Hundred and Twenty-five Thousand Dollars (\$625,000), divided into Two Million Five Hundred Thousand (2,500,000) shares of the par value of twenty-five cents (25¢) per share.

ARTICLE VII.

The Board of Directors of this Corporation shall by majority vote of said Directors, at any regular or special meeting of said Board, have power and authority to repeal and/or amend any or all of the By-Laws of this Corporation and/or to adopt new By-Laws, but the Board of Directors shall not make or alter any By-Laws fixing their qualifications, classifications, term of office or compensation.

IN WITNESS WHEREOF, we, L. J. Randall, the president, and William J. Grismer, the secretary, of Nocal Mining Company, have hereunto subscribed our names in triplicate this 4th day of September, 1964.


President, Nocal Mining Company

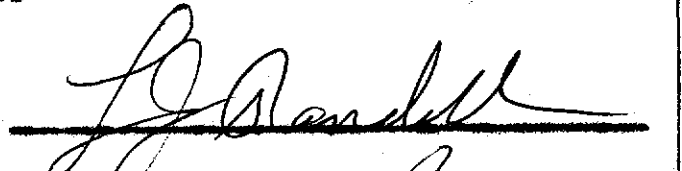

ATTEST:


Secretary, Nocal Mining Company


STATE OF IDAHO)
 ss.
COUNTY OF SHOSHONE)

L. J. RANDALL and WILLIAM J. GRISMER, being severally duly sworn, on their oaths say:

That they are the president and the secretary, respectively, of Necla Mining Company, the corporation named in the foregoing Restatement of Articles of Incorporation; that they have executed said Restatement of Articles of Incorporation of said Necla Mining Company and that they have been authorized so to do by a resolution adopted by the board of directors of said corporation on the 4th day of September, 1964; that said Restated Articles of Incorporation correctly set forth the text of the articles of incorporation of said Necla Mining Company as amended and supplemented up to the date of said Restated Articles of Incorporation, and that said restated articles supersede and take the place of the theretofore existing articles of incorporation and amendments thereof and supplements thereto.

Subscribed and sworn to before me, the undersigned, a notary public for the State of Idaho, this 4th day of September, 1964.


Notary Public for the State of Idaho,
Residing at Wallace, Idaho.

My commission expires: My Commission Expires
April 26, 1967