

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
TALACHE MINES, INCORPORATED

Talache Mines, Incorporated (formerly Armstead Mines, Incorporated), a corporation organized and existing under and by virtue of the provisions of an Act of the General Assembly of the State of Delaware, entitled "An Act Providing a General Corporation Law", approved March 10, 1899, and the acts amendatory thereof and supplemental thereto, the Certificate of Incorporation of which was filed in the office of the Secretary of State of Delaware on the 2nd day of February, 1917, and recorded in the office of the Recorder of Deeds of New Castle County, State of Delaware, on the 3rd day of February, 1917, in Certificate of Incorporation Record "U", Vol. 7, page 339, and which Certificate of Incorporation was from time to time thereafter amended, DOES HEREBY CERTIFY:

First. By Certificate of Amendment of the Certificate of Incorporation of this corporation filed in the office of the Secretary of State of Delaware on the 18th day of April, 1918, the authorized capital stock of this corporation was fixed at \$1,600,000.00, divided into 1,600,000 shares of the par value of \$1.00 each, of which said capital stock there were 600,000 shares of Preferred Stock, and 1,000,000 shares of General or Common Stock.

Second. No shares of said Preferred Stock are issued or outstanding.

Third. At a meeting of the Board of Directors of this corporation

duly called and held, a resolution was duly adopted which set forth an amendment to the Certificate of Incorporation of this corporation, proposed to be submitted to the stockholders of this corporation for consideration and adoption, declared the advisability thereof, and determined that the proposed amendment will not effect any change in the issued shares of capital stock of this corporation.

The amendment to the Certificate of Incorporation of this corporation, so proposed and determined advisable by the Board of Directors, has the effect of decreasing its authorized capital stock by eliminating all of the authorized Preferred Stock (none of which is issued or outstanding), and accordingly it was resolved by that Board of Directors that the paragraph or article numbered "Fourth" in said Certificate of Incorporation, as amended by the Certificate of Amendment thereof filed in the office of the Secretary of State of Delaware on the 18th day of April, 1918, be further amended to read as follows:

"FOURTH. The amount of the total authorized capital stock of this corporation shall be \$1,000,000.00, divided into 1,000,000 shares of General or Common stock having a par value of \$1.00 per share, all of one class;"

and that the statement in the following form:

"The amount of capital stock with which this corporation will commence business is One Thousand Dollars (\$1,000)".

appearing in the paragraph or article numbered "Fourth" in the original Certificate of Incorporation of this corporation, shall be deemed re-inserted therein and continue as a part thereof.

Fourth. Thereafter, pursuant to said resolution of its Board of Directors, and due notice thereof as required by the By-Laws of this corporation, which notice set forth such amendment in full, a

special meeting of the stockholders of this corporation was held at the office of the corporation in Boise, Idaho, on the 22nd day of January, 1959, at the hour of 10:00 o'clock A.M. of said day, at which meeting the holders of record of all of the issued and outstanding General or Common stock of this corporation (that being the only class of capital stock outstanding and the only class of authorized capital stock having voting power), were present in person.

At said meeting, a vote of the stockholders present, by ballot, was taken for and against the proposed amendment, which vote was conducted by Robert I. Troxell and Bert L. Poole, two judges appointed for the purpose by said meeting; and by the vote conducted as aforesaid, said amendment to the Certificate of Incorporation of this corporation, as proposed by said Board of Directors, was adopted by the unanimous vote of the holders of record of all of the issued and outstanding General or Common stock of this corporation, and the Certificate of Incorporation of this corporation was accordingly declared amended in the respects as set forth above; all as appears by the duplicate certificate made by said judges, one of which is hereto attached, marked "Exhibit A", and by this reference made a part hereof.

IN WITNESS WHEREOF, Talache Mines, Incorporated has caused its corporate name to be hereunto affixed by its President and its Secretary, and has caused its corporate seal to be hereunto affixed, on this 23rd day of January, 1959.

TALACHE MINES, INCORPORATED

(CORPORATE SEAL) 1917
DELAWARE
Attest:

WM. A. GIFFIN

Secretary

TALACHE MINES, INCORPORATED

By A. H. BURROUGHS, JR.
President

By WM. A. GIFFIN
Secretary

STATE OF IDAHO)
) ss.
County of Ada)

Be it remembered that on this 23rd day of January A.D. 1959, personally came before me, Ruth A. Vollmer, a Notary Public in and for the county and State aforesaid, A. H. Burroughs, Jr., President of Talache Mines, Incorporated, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said A. H. Burroughs, Jr., as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and Secretary of said company respectively, and that the seal affixed to said Certificate is the common or corporate seal of said corporation.

In witness whereof, I have hereunto set my hand and seal of office the day and year aforesaid.

(SEAL)

Ruth A. Vollmer
Notary Public for Idaho
Residence: Boise, Idaho
Commission expires Oct. 12, 1960

RUTH A. VOLLMER
NOTARY PUBLIC
STATE OF IDAHO

"EXHIBIT A"

JUDGES' CERTIFICATE

To: Wm. A.. Giffin, Secretary of Talache Mines, Incorporated.

The undersigned, Robert I. Troxell and Bert L. Poole, do hereby certify that at a special meeting of the stockholders of Talache Mines, Incorporated, held at Boise, Idaho, on the 22nd day of January, 1959, at the hour of 10:00 o'clock A.M. of said day, to consider the resolution duly adopted by the Board of Directors of said corporation at a meeting of said board duly called and held, which resolution set forth an amendment to the Certificate of Incorporation of said corporation, to be submitted to the stockholders of said corporation for consideration and adoption, we were appointed by said meeting of stockholders to serve as Judges for the purpose of conducting the vote of the stockholders taken at said meeting for and against said amendment to the Certificate of Incorporation of said corporation.

The proposed amendment presented for consideration by the stockholders of said corporation at said meeting was as follows:

"RESOLVED, that the proposal by the Board of Directors of this corporation that the Certificate of Incorporation be amended by eliminating all of the authorized Preferred Stock (none of which is issued or outstanding) and accordingly, that the paragraph or article numbered "Fourth" in said Certificate of Incorporation, as amended by the Certificate of Amendment thereof filed in the office of the Secretary of State of Delaware on the 18th day of April, 1918, be further amended to read as follows:

'FOURTH. The amount of the total authorized capital stock of this corporation shall be \$1,000,000.00, divided into 1,000,000 shares of General or Common stock having a par value of \$1.00 per share, all of one class;'

and that the statement in the following form:

'The amount of capital stock with which this corporation will commence business is One Thousand Dollars (\$1,000)'.

appearing in the paragraph or article numbered "Fourth" in the original Certificate of Incorporation of this corporation shall be deemed reinserted therein and continue as a part thereof."

At said stockholders meeting, the vote of said stockholders, by ballot in person, was taken for and against said amendment and said vote was conducted by the undersigned as the Judges appointed for that purpose; we as said Judges decided upon the qualifications of the stockholders voting at said meeting and we determined that all of the issued and outstanding General or Common stock of said corporation was represented at said meeting by the holder of record thereof in person. When said vote was completed, we did count and ascertain the number of shares voted respectively for or against the proposed amendment and we did find and declare that all of the issued and outstanding General or Common stock of said corporation was voted in favor of said amendment, and none thereof was voted in opposition to said amendment.

IN WITNESS WHEREOF, we have executed this Certificate in duplicate and have subscribed our names hereto this 23rd day of January, 1959.

ROBERT I. TROXELL
Robert I. Troxell

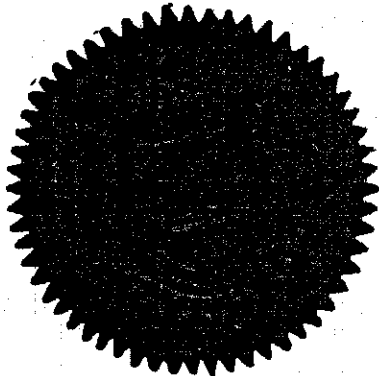
BERT L. POOLE
Bert L. Poole



Office of Secretary of State.

I, George J. Schulz, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "TALACHE MINES, INCORPORATED", as
received and filed in this office the thirtieth day of January, A.D.
1959, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this thirtieth *day*
of January *in the year of our Lord*
one thousand nine hundred and fifty-nine.



George J. Schulz

Secretary of State

M. D. Tomlinson

Ass't. Secretary of State