

Certificate of
INCREASE OF CAPITAL STOCK
and amendment of
ARTICLES OF INCORPORATION
of
CONSTITUTION MINING & MILLING COMPANY.

STATE OF WASHINGTON,)
) ss:
County of Spokane,)

F. T. POST, F. H. GRAVES and B. H. KIZER, being first duly sworn, on oath, says:

I, F. T. Post, am, and at all times hereinafter mentioned was, the president of the CONSTITUTION MINING & MILLING COMPANY, and I, B. H. Kizer, am, and at all times hereinafter mentioned, was, secretary of the CONSTITUTION MINING & MILLING COMPANY, a corporation organized and existing under the laws of the State of Washington; and I, F. H. Graves, was chairman, and I, B. H. Kizer, was secretary of that certain special meeting of stockholders of the CONSTITUTION MINING & MILLING COMPANY, specially called for the purpose of increasing the capital stock and amending the Articles of Incorporation of the said Company, in the manner prescribed by the statutes of the State of Washington and the by-laws of the said Company, and held by said Company on, to-wit, the 20th day of July, A. D., 1928.

Due notice of the said meeting, stating the time, place and object of the meeting and the increase of the capital stock proposed and the purpose of said meeting to amend the Articles of Incorporation, signed by all members of the Board of Trustees, was published once a week for at least two successive weeks in the Spokane Weekly Chronicle, a newspaper of general circulation in Spokane County, where the principal place of business of this Company is located, and a copy of said notice was duly mailed to each stockholder at his last known post-office address at least two weeks before the meeting, and both

said printed and mailed notices were so printed and mailed as required by the by-laws of the Company and by the statutes of the State of Washington relative to increasing of capital stock of corporations and relative to amending articles of incorporations.

That each of us do hereby further say at said meeting there was present and represented in person and by proxy the owners of 1,332,140 shares of the capital stock of a total of 1,750,000 shares, or more than 75% of the entire capital stock of the Company, and at said meeting a resolution was duly adopted by unanimous vote of all stock present or represented at said meeting that the capital stock of this corporation be increased from its present capital stock of 1,750,000 shares to 3,500,000 shares of the par value of One (\$1.00) Dollar each.

We do further certify that, of the capital stock of the Company, 1,743,250 shares have been actually issued and outstanding as fully paid and non-assessable, which gives the Company a paid in capital of \$1,743,250.

We, and each of us, do hereby further say that at said meeting the Articles of Incorporation of the CONSTITUTION MINING & MILLING COMPANY were duly amended by resolution duly made, seconded and carried by the unanimous vote of all stock of the corporation present or represented at said meeting by which said amendment ^{SO}~~XX~~ adopted said Articles of Incorporation were declared to be amended to read as follows, to-wit:

ARTICLE I.

The name of this corporation is CONSTITUTION MINING & MILLING COMPANY.

ARTICLE II.

The purposes and objects for which this corporation is formed are as follows, to-wit:

1. To search for, prospect and explore for ores and minerals, and to locate mining claims, grounds, or lodes, and to record the same pursuant to the mining laws of the United States or other countries or territories; to bore, drill, prospect and mine for all kinds of ores, metals and minerals and to mill, convert, prepare for market and otherwise produce and deal in the same and in the products and by-products thereof; to purchase or otherwise acquire, own, exchange, sell or otherwise dispose of, mortgage, hypothecate and deal in mineral lands and minerals of all kinds, timber lands, and all other kinds of real estate and personal property, including water and water rights, and to work, explore, operate and develop the same, and to carry on the business of mining in all its branches; to construct, build, operate and maintain buildings, works, workshops, libraries, machinery, power plants, sawmills, stores, warehouses, dwellings, lodging houses and boarding houses; to acquire, by grant, purchase or otherwise, any property or privileges from any government or from any authority, individual, municipal or otherwise, and to perform and fulfill the conditions thereof; to acquire, hold, erect and operate electric light and power plants for any and all purposes; to construct, lease, buy, sell, build and operate railroads, tramways, motor trucks and other means of transporting ores, supplies and other materials.

2. To borrow or raise money for any purpose of the corporation; to issue its bonds, notes or other obligations for moneys so borrowed, or in payment of or in exchange for any real or personal property or rights acquired or otherwise received by the corporation; and to secure such obligations by pledge or mortgage under deed of trust or otherwise upon the

whole or any part of the property at any time held by the corporation, and to sell or pledge such bonds, or discount such notes, bonds or other obligations for its proper corporate purposes.

3. To subscribed for, acquire, hold, sell, exchange and deal in shares of stock, bonds, obligations or securities of any public or private corporation.

4. To acquire the good will, rights, property and assets of all kinds, of any corporation, firm or person, and to pay for the same in cash, stock, bonds or other securities of this corporation, or otherwise.

5. To distribute any of the property of the Company in specie among the members, or by a vote of two-thirds of all of the outstanding capital stock, to sell the whole or any part of the mining properties of the company at any time, and thereupon to distribute the proceeds thereof among its stockholders

6. To carry on any other business which may, in the discretion of the trustees, seem capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of the property or rights of the Company,

7. 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 or benefit of the corporation.

ARTICLE III.

The capital stock of this corporation shall be three million five hundred thousand (\$3,500,000) dollars, divided

into three million five hundred thousand (3,500,000) shares of the par value of one (\$1.00) dollar each.

ARTICLE IV.

The term of the existence of this corporation shall be fifty (50) years from and after the date of its incorporation.

ARTICLE V.

The number of trustees of this corporation shall be seven.

ARTICLE VI.

The principal place of business of said corporation shall be in the City of Spokane, County of Spokane, State of Washington.

ARTICLE VII.

The Board of Trustees shall have power to make such prudential by-laws as they may deem proper for the management of the affairs of the said corporation, not inconsistent with these Articles and the Laws of the State of Washington, for the purpose of carrying on business within the objects and purposes of said corporation.

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We do hereby further certify the foregoing to be the correct Articles of Incorporation of the Company as amended at said meeting.

WITNESS our hands this 27th day of August, A. D.,
1928.

F. T. POST
President.

F. H. GRAVES
Chairman.

B. H. KIZER
Secretary.

