

We, the undersigned, WILLIAM A. BEAUDRY, of the Town of Kellogg, County of Shoshone, State of Idaho, and CHARLES T. LARK, of the Borough of Manhattan, City, County and State of New York, hereby certify as follows, to wit:-

I.

That the Stewart Mining Company is a corporation organized and existing under the laws of the State of Idaho, with its principal office for the transaction of business at Kellogg, Idaho.

II.

That the Board of Directors of said Stewart Mining Company, at a meeting duly called and held on the 7th day of September, 1917, passed a resolution directing that a meeting of the stockholders of said company be convened for the purpose of increasing the number of directors from five (5) to seven (7); that a copy of said resolution is hereto annexed.

III.

That thereafter and pursuant to said resolution of the Board of Directors, notice of the time and place of such special meeting of stockholders and the object thereof was served on each stockholder of said company at least Thirty (30) days prior to the 22nd day of October, 1917, as appears from the affidavit of John L. Williams as to such service, verified October 2nd, 1917, and attached thereto, and made a part thereof marked "Exhibit A", is a copy of said notice of said special meeting of stockholders. That a notice of said special meeting of stockholders was also published at least once a week for at least Thirty (30) days prior to said meeting, in a newspaper published in the County of Shoshone, to-wit, the Wallace Miner. That an affidavit of such publication was filed at the said meeting of stockholders, and a true copy of the same is hereto annexed.

IV.

That said special meeting of stockholders was convened at the office of said company at Kellogg, Idaho, at two o'clock in the afternoon on the 22nd day of October, 1917, as provided in said notice of meeting and the undersigned, WILLIAM A. BEAUDRY, was duly elected as chairman of said meeting. That the undersigned, CHARLES T. LARK, was duly elected as secretary of said meeting and acted as such secretary throughout said meeting. That said special meeting of stockholders was by a unanimous vote of all present adjourned for all purposes to be held October 23rd, 1917, at 2 o'clock in the afternoon at the same place. That said adjourned special meeting of stockholders was duly convened at 2 p.m. October 23rd, 1917, at the office of said Company in Kellogg, Idaho, and the undersigned WILLIAM A. BEAUDRY was duly elected chairman of said adjourned meeting and acted as such chairman throughout said adjourned meeting. That the undersigned, CHARLES T. LARK, was duly elected as Secretary of said adjourned meeting and acted as such secretary throughout said adjourned meeting.

V.

That at the time of said adjourned special meeting of the stockholders, the total authorized capital stock of said Company consisted of Three million shares (3,000,000) of the par value of One (\$1.00) dollar each. That at the time of said special meeting of stockholders as so adjourned, the total number of shares of the stock of said company issued and outstanding amounted to 2,738,316 shares; that the total number of shares of stock of said company represented in person, and by proxy, at said adjourned meeting amounted to 1,832,590 $\frac{1}{2}$ shares, or more than two-thirds of the entire capital stock of said company.

VI.

That at said special meeting of said company as so adjourned, it was voted by more than two-thirds of the entire capital stock of said company to increase the directorate of said company from five (5) to seven (7). That the following is a true copy of the resolution authorizing such increase of directorate, which was duly adopted at said special meeting of stockholders, as so adjourned, to wit:-

"RESOLVED: That the number of directors of this company should be increased from five (5) to seven (7) and that the Chairman and Secretary of this meeting, as well as the remaining officers of this company, be and they hereby are authorized and directed to prepare, execute and file the necessary papers and take all other steps that may be requisite to cause such increase in directorate to be properly made and the charter of this company amended accordingly."

That 1,832,590 $\frac{1}{2}$ shares of the stock of said company voted in favor of said resolution, and the same was duly adopted.

IN WITNESS WHEREOF, said Stewart Mining Company has caused this certificate to be signed by the Chairman and Secretary of said special meeting of stockholders, this 23rd day of October, 1917.

H. A. Beaudry
Chairman.
Charles T. Searle
Secretary
Herbert C. Todd
John H. Brown
H. A. Beaudry
Charles T. Searle

Majority of Directors of
Stewart Mining Co.

STATE OF IDAHO, COUNTY OF SHOSHONE, SS.:

WILLIAM A. BEAUDRY, being first duly sworn upon oath deposes and says, that he was the chairman of the above described special meeting of stockholders of the Stewart Mining Company held after adjournment as aforesaid; that he has read the foregoing certificate and knows the contents thereof, and that the same is true to the best of his knowledge and belief.

W. A. Beaudry

Subscribed and sworn to before me
this 23rd day of October, 1917.

Chas. Berglund
Notary Public

STATE OF IDAHO, COUNTY OF SHOSHONE, SS.:

CHARLES T. LARK, being first duly sworn upon oath deposes and says, that he was the secretary of the above described special meeting of stockholders of the Stewart Mining Company held after adjournment as aforesaid; that he has read the foregoing certificate and knows the contents thereof, and that the same is true to the best of his knowledge and belief.

Subscribed and sworn to before me
this 23rd day of October, 1917.

Charles T. Lark

Chas. Berglund
Notary Public

RESOLUTION adopted at Meeting of Board of Directors of
Stewart Mining Company on September 7th, 1917.

RESOLVED: That in the opinion of the Directors of
this Company, the number of directors
should be increased from five (5) to
seven (7), and it was further

RESOLVED: That the proper officers of this Company
be and they hereby are authorized and in-
structed to call a special meeting of the
stockholders of this Company to be held
at Kellogg, Idaho, on October 22nd, 1917,
at two o'clock in the afternoon, for the
purpose of considering an increase of the
Board of Directors from five (5) to seven
(7) as above stated, and that proper
notices in relation thereto shall be
mailed to each of the stockholders, or
published as provided by law, and it was
further

RESOLVED: That the stock transfer books shall close
on Wednesday, September 19th, 1917, at 3 o'clock
P.M. and shall be re-opened on Tuesday, October
23rd, 1917 at 10 o'clock, A.M.

STATE OF NEW YORK)
:
COUNTY OF NEW YORK)

JOHN L. WILLIAMS, Being duly sworn, deposes and says: I am the transfer agent of the Stewart Mining Company, and on the evening of September 14, 1917, I deposited in the United States mail boxes either at Station P, New York City, or at the so-called Hudson Terminal substation, New York City, in postage paid sealed wrappers addressed to each stockholder of record of the Stewart Mining Company as of September 14, 1917, a notice of Special Meeting of stockholders of said Stewart Mining Company to be held at Kellogg, Idaho, on October 22, 1917, of which a true copy is hereto annexed, marked Exhibit "A", and made a part hereof as though herein at length set forth. Said postage paid wrappers addressed to each stockholder of record as of such date also contained a proxy in relation to said Special Meeting and other information.

That in accordance with the resolution of the Board of Directors of said company the transfer books of said company were closed at three P.M. on September 19, 1917, and to such additional persons as became stockholders between September 14, 1917, and the close of business, to-wit: 3 P.M. on September 19, 1917, I likewise mailed in the evening of September 19, 1917, in a postage paid sealed wrapper addressed to each of such stockholders who became stockholders of record during such interval, said notice of Special Meeting of stockholders of said Stewart Mining Company above described, said postage paid sealed wrapper also containing the proxy and other information as above detailed.

Sworn to before me this 0
2nd day of October, 1917)

Wm. Krauss
Notary Public Richmond County
Certificate filed in New York County,
#266.

Jno. L. Williams.

EXHIBIT "A".

STEWART MINING COMPANY

Notice of Special Meeting of Stockholders.

NOTICE IS HEREBY GIVEN, That, pursuant to the majority vote of the directors of this Company at a meeting duly called and held, a special meeting of the Stockholders of Stewart Mining Company to take action as to increasing the number of directors of said Stewart Mining Company from five (5) to seven (7), and for the transaction of such other and further business as may properly come before said meeting, as provided by the by-laws, will be held at the office of the Company in Kellogg, County of Shoshone, and State of Idaho, on Monday, October 22nd, 1917, at two o'clock in the afternoon of that day. The polls will be open from two o'clock to four o'clock P. M. unless the entire number of shares shall have been voted Before that time.

The Stock Transfer books will close on Wednesday, September 19, 1917, at three o'clock P. M., and will be reopened on Tuesday, October 23rd, 1917, at ten o'clock A. M.

Dated, September 14, 1917.
Kellogg, Idaho.

STEWART MINING COMPANY,

By HIRAM C. TODD,
WILLIAM A. BEAUDRY,
NASH ROCKWOOD,
CHARLES W. SAACKE,
CHARLES T. LARK,
Directors.

HIRAM C. TODD, President.
CHARLES T. LARK, Secretary.

NASH ROCKWOOD,
General Counsel,
60 Broadway,
New York City.

PROOF OF PUBLICATION

STATE OF IDAHO)
 : SS.
COUNTY OF SHOSHONE)

H. A. MCLEOD being first duly sworn, on his oath deposes and says that he is the manager of the WALLACE MINER, a weekly newspaper published at Wallace, Shoshone County, State of Idaho, that said newspaper has a general circulation in said county, that the NOTICE OF SPECIAL MEETING OF STOCKHOLDERS, of which a copy is hereto attached, was first published in said newspaper in its issue dated the 20th day of September, A.D., 1917, and was published in each successive issue of said newspaper for the full period of five weeks, the last publication thereof being in the issue dated the 18th day of October, A.D., 1917.

H. A. MCLEOD

Subscribed and sworn to before me this
20th day of October, A. D., 1917.

THOMAS MCCABE,
Notary Public.

STEWART MINING COMPANY
NOTICE OF SPECIAL MEETING OF STOCKHOLDERS.

Notice is hereby given that pursuant to the majority vote of the directors of this company at a meeting duly called and held, a special meeting of the stockholders of Stewart Mining Company to take action as to increasing the number of directors of said Stewart Mining Company from five (5) to seven (7), and for the transaction of such other and further business as may properly come before said meeting, as provided by the by-laws, will be held at the office of the company in Kellogg, County of Shoshone, and State of Idaho, on Monday, October 22nd, 1917, at two o'clock in the afternoon of that day. The polls will be open from two o'clock

to four o'clock p. m. unless the entire number of shares shall have been voted before that time.

The stock transfer books will close on Wednesday, September 19, 1917, at three o'clock p. m. and will be reopened on Tuesday, October 23rd, 1917, at ten o'clock a. m.

Dated September 14, 1917.
Kellogg, Idaho.

STEWART MINING COMPANY,

By HIRAM C. TODD,
WILLIAM A. BEAUDRY,
NASH ROCKWOOD,
CHARLES W. SANCHE,
CHARLES T. LARK,
Directors.

HIRAM C. TODD, President.
CHARLES T. LARK, Secretary.

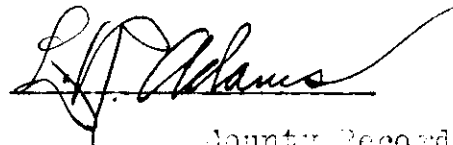
NASH ROCKWOOD,
General Counsel,
60 Broadway,
New York City.

ENDORSED: Instrument Number 49644 Matter of Amendment of Certificate of Incorporation of STEWART MINING COMPANY. Statement by Chairman and Secretary as to proceedings had at Special Meeting of Stockholders held October 23rd, 1917. FILLED at the request of Stewart Mining Company, Nov. 8, 1917. at 2 o'clock P.M., Records of Shoshone County, State of Idaho. L.R. ADAMS, County Recorder, by Florence Fowler, Deputy Recorder. Fee. 50¢.

STATE OF IDAHO, COUNTY OF SHOSHONE,)ss:

I, L.R. ADAMS, County Recorder in and for the County of Shoshone, State of Idaho, DO HEREBY CERTIFY that I have carefully compared the foregoing Duplicate Copy of MATTER OF AMENDMENT OF CERTIFICATE OF INCORPORATION of STEWART MINING COMPANY with the Original Copy thereof, and that the same is a true and correct Duplicate Copy thereof, together with all official endorsements thereon, as the Original of the same appears on file at my office and in my custody.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at my office in Wallace, Idaho, this 8th day of November, A.D. 1917.



County Recorder.

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