

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

PETE T. CENARRUSA

I, ~~ARNOLD WILLIAMS~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

SILVERORE MINES, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **sixth** day of **January** 19**70**, original articles of amendment, as provided by Section **30-146 and 30-147**

and that the said articles of amendment contain the statement of facts required by law, and are **will be** recorded on ~~film~~ **Microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **6th** day of **January**, A. D., 19 **70**.

Secretary of State

ARTICLES OF AMENDMENT

We, the undersigned, constituting the President and Secretary of SILVERORE MINES, INC. do hereby certify:

That SILVERORE MINES, INC. is a corporation organized and existing under and by virtue of the laws of the State of Idaho; that W. T. Anderson is the President and M. W. Onstine is the Secretary of said corporation; and that a Special Meeting of the Board of Directors of said SILVERORE MINES, INC. was held at the company's office, 504 Columbia Building, Spokane, Washington, November 11, 1969; that on said date the majority of all the directors of said corporation were present and participated in said meeting which was regularly and legally called in accordance with the By-Laws.

The meeting was called to order by W. T. Anderson, President and Chairman. Roll call was taken and the following directors answered their names: M. W. Onstine and W. T. Anderson. Absent: Laurence Howe and his signed consent to this meeting is attached to and made a part of the minutes. Whereupon, the Chairman declared two of the directors present in person and one by signed consent, to consider the company's business.

M. W. Onstine stated that the company's common capital stock consisted of 3,500,000 shares having a par value of 10¢ per share for a total value of \$350,000.00 and that it was desirable that the Articles of Incorporation be amended to provide that the common capital non-assessable shares of the corporation be increased from 3,500,000 shares to 5,000,000 shares of the par value of 10¢ per share. Discussion followed the proposal to increase the capital shares. The following motion was made and seconded and all directors voted in favor thereof including Laurence Howe by his signed consent which is a part of the minutes:

NOW, THEREFORE, BE IT RESOLVED that Article V of the Articles of Incorporation of the company be amended to read as follows: The amount of the capital stock of this Corporation shall be, and is, \$500,000.00, divided into 5,000,000 shares of the par value of 10¢ each, which shall be non-assessable.

BE IT FURTHER RESOLVED that the directors of this corporation by its officers duly call a special meeting of the shareholders of said corporation to be called and held as provided by law to consider the proposition and the action of this Board in the premises, and that special meeting of shareholders be called and held on Friday, December 5, 1969, at 11:00 A.M. at the company's office, 504 Columbia Building, Spokane, Washington, for the purpose of considering and acting thereon.

Said resolution being put to a vote and all directors voting in favor thereof, opposed thereto, none; said resolution was duly declared carried.

There being no further business, the meeting adjourned.

Notice of a special meeting, as hereinafter referred to, of the shareholders of SILVERORE MINES, INC. was sent to all shareholders listed in the stock records of the corporation. A true and exact copy of said notice is set forth below:

NOTICE OF SPECIAL MEETING OF THE SHAREHOLDERS
OF
SILVERORE MINES, INC.
TO THE SHAREHOLDERS OF SILVERORE MINES, INC.

You are hereby notified that a Special Meeting of the shareholders of Silverore Mines, Inc. will be held at 11:00 A.M., P.S.T., on the 5th day of

December, 1969, in the offices of the company, 504 Columbia Building, Spokane, Washington, for the purposes of electing a Board of Directors and the adoption of the following proposed amendment:

PROPOSED AMENDMENT

Article V of the Articles of Incorporation, dated March 1, 1946, now reads as follows:

"The total authorized capital of said corporation is \$350,000.00, divided into 3,500,000 shares of the par value of 10¢ each, all of said shares being common and NON-ASSESSABLE."

In its place: IT IS HEREBY RESOLVED, that Article V be amended to read as follows:

"The amount of the capital stock of this Corporation shall be, and is \$500,000.00, divided into 5,000,000 shares of the par value of 10¢ each, which shall be non-assessable."

The purpose of the above proposed amendment is to increase the capital of the corporation from \$350,000.00, divided into 3,500,000 shares of the par value of 10¢ each, to \$500,000.00, divided into 5,000,000 shares of the par value of 10¢ each, which shall be non-assessable.

M. W. Onstine
Secretary
SILVERORE MINES, INC.

DATED: November 11, 1969

Please sign and mail the enclosed proxy.

That a special meeting of the shareholders of SILVERORE MINES, INC. called pursuant to said resolutions by the Board of Directors, was held at the business office of said corporation at 11:00 A.M., P.S.T., on the 5th day of December, 1969. A roll call was taken and it was found that a quorum was not present to carry out the business of the meeting and it was moved and seconded that an adjourned meeting be held at 11:00 A.M., P.S.T., on the 8th day of December, 1969, at which time the foregoing resolutions were duly adopted by the affirmative vote of the shareholders representing more than 2/3 of the issued and outstanding capital stock of said corporation.

That at the time of the adjourned meeting, the total number of issued and outstanding shares of common capital stock of said corporation was 3,425,920 shares; that there were present in person and by proxy at said meeting 2,329,265 shares; that said affirmative vote was more than the 2/3 of the issued and outstanding stock of said corporation; that every person voting upon said resolution, whether in person or by proxy, was a shareholder who, at the time of said meeting, had and for the period prior thereto as provided by the By-Laws, has had stock standing in his own name on the stock books of the corporation to the number of shares voted by him; that said resolutions of amendment were duly declared by the acting Chairman to have been passed and adopted pursuant thereto.

IN WITNESS WHEREOF, we have hereunto set our hands, as officers of said Corporation, this 8th day of December, 1969.


President, SILVERORE MINES, INC.


Secretary, SILVERORE MINES, INC.

STATE OF WASHINGTON)
) ss
County of Spokane)

On this 8th day of December, 1969, before me, the undersigned, a Notary Public in and for the State of Washington, personally appeared W. T. ANDERSON and M. W. ONSTINE, known to me to be the President and Secretary, respectively, of SILVERORE MINES, INC., the corporation that executed the within and foregoing instrument, and acknowledged to me that said corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Richard H. Swift
NOTARY PUBLIC in and for the
State of Washington, residing
at Spokane.
My Commission expires 5-16-73