

IN THE DISTRICT COURT OF THE FIRST JUDICIAL DISTRICT IN AND  
FOR THE COUNTY OF SHOSHONE, STATE OF IDAHO

In the Matter of the Dissolution )

of )

C & R MINING COMPANY,  
A corporation. )

D E C R E E

This matter coming on regularly to be heard before the Judge of  
the above entitled Court on this the 11th day of May, 1961,  
at the hour of 2:00 o'clock p.m. of said day upon the petition of  
C & R Mining Company to voluntarily dissolve the corporation, sworn  
evidence having been introduced and the Court being fully advised in the  
premises finds as follows:

I.

That heretofore on the 24th day of May, 1904, the C & R MINING  
COMPANY was incorporated under the laws of the State of Idaho with its  
principal place of business in the City of Wallace, Shoshone County, Idaho;  
said corporation has been in good standing and is presently in good standing  
since the date of its incorporation.

II.

That heretofore and on the 17th day of January, 1961, a special  
meeting of the shareholders of the corporation was called. That the roll  
of said meeting as called showed 563,303 shares present, 14,884 shares  
absent and that there was a quorum present for the purposes of the meeting.

III.

That one of the purposes of the meeting was to consider a proposal  
to sell all the mining property of the corporation to DAY MINES, INC.,

in exchange for 5,782 shares of Day Mines, Inc., stock. A resolution was presented in favor of this proposal, which was passed by the shareholders 563,303 shares voting in favor of the proposal and no votes against said proposal and 14,884 shares not being present at the meeting. That no written objections were filed with the Secretary of the corporation by any of the shareholders requesting that their stock be appraised and they be paid in cash for the appraised value, and the time for filing said written objection having expired, that thereafter and on the 7th day of February, 1961, a liquidating dividend was passed by the directors of the corporation. That presently all the assets of the corporation are being distributed to the shareholders. That all claims, demands and debts of the corporation have now been satisfied and discharged and the corporation is not indebted to anyone.

#### IV.

That at the meeting of the shareholders held January 17, 1961, one of the purposes was to consider a resolution to dissolve the corporation. Thelma D. Carlson presented the following resolution, to-wit:

"BE IT RESOLVED that the directors and officers of the corporation shall have the authority to perform any acts which are necessary to effectuate a voluntary dissolution of the corporation within six months from date hereof."

Thelma D. Carlson moved the adoption of the foregoing resolution which was seconded by Garth M. Crosby, and the Tellers' report showed 563,303 votes cast in favor of said resolution and no votes against said resolution and 14,884 shares did not vote. That under the laws of the State of Idaho the resolution carried by more than two-thirds of the votes of the outstanding shares of the corporation.

V.

That the location of the principal office of the corporation is the Day Building, Wallace, Idaho. The names and addresses of the directors of the corporation are as follows:

Raymond H. Giles	-	Wallace, Idaho
C. W. Gholson	-	Wallace, Idaho
George T. Kelton	-	Wallace, Idaho
Thelma D. Carlson	-	Wallace, Idaho
Garth M. Crosby	-	Wallace, Idaho

The names of the officers of the corporation and their offices are as follows:

Raymond H. Giles	-	President
C. W. Gholson	-	Vice President
George T. Kelton	-	Secretary-Treasurer

VI.

That due and legal notice under the laws of the State of Idaho was published as required by law in the Wallace Miner, a newspaper printed and published in the City of Wallace, Shoshone County, Idaho, for more than thirty (30) days preceding the day of said hearing, and there having been no regular objections filed within said thirty (30) days' period objecting to the dissolution of said corporation.

VII.

That there remains in the treasury of said corporation moneys and Day Mines, Inc., stock which has not been distributed to the outstanding shareholders of record and trustees should be appointed to handle said sums of money and Day Mines, Inc., stock until they are distributed to the shareholders of C & R MINING COMPANY entitled thereto.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED that said petition of C & R MINING COMPANY for its voluntary

dissolution has complied in all respects with the provisions of the Idaho Code in regard to a voluntary dissolution and that due and legal notice having been given and that the C & R MINING COMPANY be, and the same is hereby, dissolved.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that a certified copy of this Decree be filed in the office of the Secretary of State of the State of Idaho and that no certified copy of the Decree be filed in the office of the County Recorder of Shoshone County, State of Idaho, inasmuch as said corporation does not now own or hold any real property in any county of the State of Idaho.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Raymond H. Giles and George T. Kelton be, and they are hereby, appointed by this Court as trustees of all the funds of said corporation which remain undistributed and the DAY MINES, INC., stock which remains undistributed and to distribute the same to the shareholders of C & R MINING COMPANY entitled thereto when they present to the said trustees their evidence of ownership of the outstanding C & R MINING COMPANY stock.

Dated in Wallace, Shoshone County, Idaho, this 11th day of May, 1961.

JAMES G. TOWLES

District Judge

IN THE DISTRICT COURT OF THE FIRST JUDICIAL DISTRICT  
OF THE STATE OF IDAHO

IN THE MATTER OF THE DISSOLUTION  
OF  
~~C & R MINING COMPANY~~, a corporation  
Plaintiff

vs.

No. 13675

Defendant

STATE OF IDAHO, }  
County of Shoshone, } ss.

I, ANNA K. BATTICK, Clerk of the District Court of the First Judicial District of the  
State of Idaho, do hereby certify that the foregoing is a full, true and correct copy of a  
DECREE

filed in my office on the 11th day of May, A. D., 1961

IN WITNESS WHEREOF, I hereunto set my hand and affix the seal of  
said Court this 11th day of May, A. D., 1961

ANNA K. BATTICK

Clerk of the District Court.

By

Margaret Hinchin

Deputy Clerk.