

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, FRANKLIN GIRARD, 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

CHESTER MINING COMPANY, LIMITED

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **seventeenth** *day of* **January** *193* **5,**

original articles of amendment, as provided by Sections 29-145, 29-146, 29-147 and 29-148, Idaho Code Annotated, decreasing the capital stock from One Million Dollars (\$1,000,000.00) to Twenty-five Thousand Dollars (\$25,000.00) divided into one million (1,000,000) shares of the par value of two and one-half cents (2½¢) each; providing that the capital stock shall be non-assessable and changing the principal place of business of the corporation from Wardner, Shoshone County, to Kellogg, Shoshone County,

and that the said articles of amendment contain the statement of facts required by law, and are recorded in Book A- 28 of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the capital stock has been decreased from One Million Dollars (\$1,000,000.00) to Twenty-five Thousand Dollars (\$25,000.00) divided into one million (1,000,000) shares of the par value of two and one-half cents (2½¢) each; that the capital stock has been made non-assessable and that the principal place of business of the corporation has been changed from Wardner, Shoshone County, to Kellogg, Shoshone County.

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* **17th** *day
of* **January** *, in the year of our Lord
one thousand nine hundred thirty- five ,
and of the Independence of the United States of
America the One Hundred* **fifty-ninth** *.*

Secretary of State.

ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION

OF THE

C H E S T E R M I N I N G C O M P A N Y

STATE OF IDAHO,)
 : ss.
County of Shoshone,)

JAMES E. GYDE and C. W. SIMMONS, being first duly sworn, each for himself and not one for the other, deposes and says: That the CHESTER MINING COMPANY was duly organized under the laws of the State of Idaho, on or about the month of July, 1930, with a capital stock of TWENTY FIVE THOUSAND DOLLARS (\$25,000.00) divided into ONE MILLION (1,000,000) SHARES of the par value of TWO AND ONE HALF CENTS (2½¢) per share and that at all times since it has been and now is a corporation duly organized and existing under and by virtue of the laws of the State of Idaho; that on the 29th day of December, 1934, the said affiant JAMES E. GYDE, was and at all times since has been and now is the duly elected, qualified and acting president of the said Corporation and the said affiant C. W. SIMMONS, on the 29th day of December, 1934, was and at all times since has been and now is the duly elected, qualified and acting secretary of the said Corporation; that on the said 29th day of December, 1934, at a duly convened meeting of the Board of Directors of the said Corporation, at which said meeting all members of the Board of Directors were present and taking part in said meeting, a meeting of the stockholders of said corporation was duly called by a unanimous vote of said directors, which stockholders meeting was called to convene on the 14th day of January, 1935, at two o'clock in the afternoon of said day, at the office of the said Corporation, to-wit: The residence of C. W. Simmons, 602 Second Street, Kellogg, Shoshone County, Idaho; that the secretary of said Corporation pursuant to the order of the said Board of Directors gave written notice of the time, places and purposes of the said stockholders meeting pursuant to the laws of Idaho and the by-laws of the said Corporation, that is to say; On the 2nd day of January, 1935, the Secretary of the said Corporation placed in the United States Mail at Kellogg, Idaho, a written notice, postage prepaid, addressed to each shareholder of the said corporation at his last known post office address, except the said Secretary who so mailed the said notices and the

president of the said Corporation who assisted the said secretary in mailing the said notices; that each of the said notices so mailed to the said stockholders stated, among other things, that the said stockholders' meeting was called for the purposes, among other things, of amending the Articles of Incorporation of the said Corporation as the same were amended at the said meeting as hereinafter set forth; that on the said 14th day of January, 1935, at the hour of two o'clock P. M., the stockholders' meeting of the said Corporation was duly held at the said office of the said Corporation at 602 Second Street, Kellogg, Idaho; that there was present at said stockholder's meeting stockholders owning and entitled to vote -----817,255-----

Shares of the Capital Stock of the said Corporation; that there being more than Two Thirds of all of the Capital Stock represented and entitled to vote at the said Stockholders' meeting the said meeting was duly organized and James E. Gyde, president of said Corporation, was elected as chairman of the said meeting and C. W. Simmons, Secretary of the said Corporation was duly elected Secretary of the said meeting; that at the said meeting the Articles of Incorporation of the said corporation were amended by resolutions adopted by the unanimous vote of all stock represented at said meeting, to-wit: -----817,255----- share votes in the following particulars:

1. The said Articles were amended by adding thereto a paragraph reading as follows:

"All of the Capital Stock of the Chester Mining Company is non-assessable"

2. The Capital Stock of the said Corporation was fixed at TWENTY FIVE THOUSAND DOLLARS (\$25,000.00) divided into ONE MILLION (1,000,000) SHARES of the par value of TWO AND ONE HALF CENTS ($2\frac{1}{2}\%$) per share and the Articles of Incorporation of the said Corporation were amended to read as follows:

"That the amount of the Capital Stock of the Chester Mining Company is hereby definitely fixed at and shall be TWENTY FIVE THOUSAND DOLLARS (\$25,000.00) divided into ONE MILLION (1,000,000) SHARES of the par value of TWO AND ONE HALF CENTS ($2\frac{1}{2}\%$) per share."

3. The Articles of Incorporation of said Corporation were amended by adding thereto an Article reading as follows:

"The Location and Post Office Address of the Chester Mining Company's Registered Office in the State of Idaho, is: Residence of C. W. Simmons, 602 Second Street, Kellogg, Idaho".

Each of the said affiants further deposes and says: That the said Corporation has no indebtedness whatever; that it has on hands money belonging to it in the sum of Eighty-eight and 43/100--- Dollars; that it still has in its treasury SEVENTY SIX THOUSAND FIFTY FIVE (76,055) SHARES of its Capital Stock unissued; that it owns six patented lode mining claims in Evolution Mining District, Shoshone County, Idaho; that it has no other assets other than herein especially enumerated; that the fixing of the Capital Stock of the said Corporation at TWENTY FIVE THOUSAND DOLLARS (\$25,000.00) divided into ONE MILLION (1,000,000) SHARES of the par value of TWO AND ONE HALF CENTS (2 $\frac{1}{2}$ ¢) per share will not reduce the fair value of the assets of the said Corporation to an amount less than the total amount of its debts and liabilities plus the amount of its Capital Stock as so fixed or reduced.

There is attached hereto, marked "EXHIBIT A", and made a part hereof a true and correct copy of the minutes of the said stockholders meeting showing in full the action of the stockholders at the said meeting in adopting the amendments to the said Articles herein enumerated.

James E. Hyde
President of CHESTER MINING COMPANY.
C. W. Simmons
Secretary of CHESTER MINING COMPANY.

Subscribed and sworn to before me in triplicate this 14th day of January, 1935.

C. B. Forbes
Notary Public for Idaho, residing at
Kellogg, Idaho.

"EXHIBIT A"

A meeting of the stockholders of the CHESTER MINING COMPANY, an Idaho corporation, was held on the 14th day of January, 1935, at two o'clock in the afternoon of said day, at the office of said corporation, to-wit: The residence of C. W. Simmons, Secretary of said corporation, at 802 Second Street, in the City of Kellogg, Shoshone County, Idaho, which said meeting had been duly called by an order of the directors of said corporation duly made and entered on the 29th day of December, 1934, as appears from the minutes of the said Corporation in its minute book, reference to which is hereby made for the particulars therein contained, and in pursuance of a notice of the said meeting given on the 2nd day of January, 1935, by the Secretary of said corporation, giving the time, place and purposes of the said meeting, as will more fully appear from the affidavit of C. W. Simmons, pasted in the minute book of said corporation immediately preceding these minutes.

The meeting was called to order by James E. Gyde, president of said corporation, who upon motion duly made seconded and unanimously carried was elected chairman of said meeting and C. W. Simmons, Secretary of said Corporation, who upon motion duly made seconded and unanimously carried was elected secretary of said meeting, acted as secretary of the said meeting.

The following stockholders were present in person who owned the number of shares in the said corporation as shown by the books of said corporation set opposite their respective names:

<u>Name of Stockholder</u>	<u>Number of Shares Owned</u>
Emma S. Weber -----	316,571
C. W. Simmons -----	53,826
James E. Gyde -----	5,000
W. F. Ide -----	1,000
Shares standing in the name of Philip P. Weber, by Lucy Weber, Executrix of the Estate of Philip P. Weber, who was present and acting in connection with said shares by reason of her being the executrix and a trustee of said estate and a trustee of said estate and powers granted to her in connection therewith by Milton J. Flohr and James E. Gyde the other trustees of said estate -----	316,570
Weber Bank, represented by Thomas R. Jones, President of the Weber Bank -----	20,500
Stock standing in the name of Weber Brothers and owned jointly by said Emma S. Weber and the Estate of said Philip P. Weber, likewise represented by said Lucy Weber as other stock owned by said estate -----	43,826
Harry Pearson -----	
By: C. W. Simmons, Proxy -----	44,226
E. H. Peterson, in Person -----	1,000
A. E. Cowles, in Person -----	12,136
Cowles & Papesh -----	
By: A. E. Cowles -----	4,000

There being present as above stated 817,255 shares of said corporation represented as above state, the president declared there was a quorum present and thereupon the following proceedings were had to-wit:

Thereupon C. W. Simmons, a stockholder present, introduced the following

RESOLUTION

WHEREAS, it is deemed for the best interest of the Chester Mining Company and its stockholders that all of the Capital Stock of the said Corporation be made non-assessable and that the Articles of Incorporation of the said Chester Mining Company be amended as to make all of the Capital Stock of said Corporation non-assessable,

THEREFORE BE IT RESOLVED that all of the Capital Stock of the CHESTER MINING COMPANY be and the same is hereby made non-assessable and that the Articles of Incorporation of the said Chester Mining Company be amended by adding a paragraph thereto reading as follows:

"All of the Capital Stock of the Chester Mining Company is non-assessable"

BE IT FURTHER RESOLVED that Articles of Amendment to the Articles of Incorporation of the Chester Mining Company setting forth the amendment last hereinbefore specified be prepared in triplicate originals, setting forth the said amendment and the adoption thereof, which said Articles of Amendment shall be signed and sworn to by the President and Secretary of the Chester Mining Company and the said Triplicate Originals of the said Articles of Amendment mentioned in this Resolution be delivered to the Secretary of State of the State of Idaho, and his fee for certifying be paid by Secretary and Treasurer of said Corporation, all to be done pursuant to the provisions of Section 29-146, Idaho Code Annotated.

Said C. W. Simmons moved that the said resolution be adopted which motion was seconded by Lucy Weber representing the stock owned by the Estate of Philip P. Weber, Deceased, and thereupon the said motion was fully and openly discussed and there then being no further remarks the said motion was put to a ballot and all stockholders present voted all stock owned by them or for which any stockholder had authority, in favor of the said motion and the adoption of the said resolution, that is to say 817,255 share votes were cast in favor of said motion and the adoption of the said resolution. Thereupon the President and Chairman declared the said motion carried and the said resolution adopted.

C. W. Simmons, a stockholder of the Chester Mining Company, introduced the following

RESOLUTION

WHEREAS the Chester Mining Company was originally organized and its Articles of Incorporation show that it had a Capital Stock of Twenty Five Thousand Dollars (\$25,000.00) divided into One Million (1,000,000) shares of the par value of Two and One-half cents ($2\frac{1}{2}$) per share;

WHEREAS thereafter there was an attempt to increase the stock of the said Chester Mining Company from Twenty Five Thousand Dollars (\$25,000.00) divided into One Million Shares (1,000,000 Shares) of the par value of $2\frac{1}{2}$ per share to One Million Dollars (\$1,000,000) divided into One Million (1,000,000) shares of the par value of One Dollar (\$1.00) per share;

WHEREAS there is some doubt as to whether said Capital Stock was legally so increased for certain reasons among which is the doubt as to whether the said increase was fully paid up;

WHEREAS it may be that said increase was/fictitious increase and therefore a void increase under the provisions of Section 9 of Article XI of the Constitution of the State of Idaho;

WHEREAS the said corporation has no debts whatever, has Seventy Six Thousand Fifty-five (76,055) Shares of its shares unissued or in its treasury and has money on hand in the sum of Eighty-eight and $\frac{43}{100}$ Dollars (\$ 88.43-----) and to reduce or fix the Capital Stock of the said Corporation at Twenty Five Thousand Dollars

(\$25,000) will not reduce the fair value of the assets of said corporation to an amount less than the total amount of its debts and liabilities plus the amount of its capital stock the same may be so reduced.

WHEREAS it will be for the best interests of the said corporation that its Capital Stock be fixed at Twenty-five Thousand Dollars (\$25,000.00) divided into One Million (1,000,000) shares of the par value of Two and one-half cents ($2\frac{1}{2}$ ¢) per share as provided in the original Articles of Incorporation of said Chester Mining Company -- That is if the said Capital Stock is legally increased from Twenty Five Thousand Dollars (\$25,000.00) divided into One Million (1,000,000) shares of the par value of Two and one-half Cents ($2\frac{1}{2}$ ¢) per share to One Million Dollars (\$1,000,000) divided into One Million (1,000,000) shares of the par value of One Dollar (\$1.00) per share, as appears from the records in the office of the Secretary of State of the State of Idaho, that the said Capital Stock be no decreased to Twenty-five Thousand Dollars (\$25,000) divided into One Million (1,000,000) shares of the par value of Two and one-half Cents ($2\frac{1}{2}$ ¢) per share, and the the Articles of Incorporation of the Chester Mining Company be amended to read accordingly.

THEREFORE BE IT RESOLVED that the Capital Stock of the CHESTER MINING COMPANY is hereby definitely fixed at TWENTY FIVE THOUSAND DOLLARS (\$25,000) divided into ONE MILLION (1,000,000) shares of the par value of TWO AND ONE HALF CENTS ($2\frac{1}{2}$ ¢) per share and that the Articles of Incorporation of the said Chester Mining Company be and the same are hereby amended and made to read as follows:

"That the amount of the Capital Stock of Chester Mining Company is hereby definitely fixed at and shall be TWENTY FIVE THOUSAND DOLLARS (\$25,000) divided into ONE MILLION (1,000,000) SHARES of the par value of TWO AND ONE HALF CENTS ($2\frac{1}{2}$ ¢) per share.

BE IT FURTHER RESOLVED that the form of certificate presented by the Secretary to this meeting at this time be used for the decreased Capital Stock be and the same is hereby approved and that the Secretary of this Corporation notify all stockholders of the reduction of the Capital Stock as herein provided and request each stockholder to send in his certificate or certificates of stock held by him to the Secretary so that each stockholder may have a new certificate for the number of shares owned by him in the corporation with the par value at Two and One-Half Cents ($2\frac{1}{2}$ ¢) per share.

Said G. W. Simmons moved that the said resolution be adopted which motion was seconded by Lucy Weber representing the stock owned by the Estate of Philip P. Weber, Deceased, and thereupon the said motion was fully and openly discussed and there then being no further remarks the said motion was put to a ballot and all stockholders present voted all stock owned by them or for which any stockholder had authority, in favor of said motion and the adoption of the said resolution, that is to say -----817,255----- share votes were cast in favor of said motion and the adoption of said resolution. Thereupon the President and Chairman declared the said motion carried and the said resolution adopted.

W. F. Ide, a stockholders, introduced the following

R E S O L U T I O N

BE IT RESOLVED: That the location and Post Office Address of the Chester Mining Company be and the same is hereby fixed at the residence of G. W. Simmons at 602 2nd Street, Kellogg, Idaho, and that the Articles of Incorporation of said Chester Mining Company be and the same are hereby amended to read as follows:

"The Location and Post Office Address of the Chester Mining Company's Registered Office in the State of Idaho, is: Residence of G. W. Simmons, 602 Second Street, Kellogg, Idaho".

Said W. F. Ide moved that the said resolution be adopted which motion was

seconded by Emma S. Weber, a stockholder, and thereupon the said motion was fully and openly discussed and there then being no further remarks the said motion was put to a ballot and all stockholders present voted all stock owned by them or for which any stockholder had authority, in favor of said motion and the adoption of the said resolution, that it be say 817,256 share votes were cast in favor of said motion and the adoption of said resolution. Thereupon the President and Chairman declared the said motion carried and the said resolution adopted.

There being no further business to come before said stockholders meeting upon motion duly made, seconded and unanimously carried, the same was adjourned Sine Die.

We, being all of the stockholders present at a stockholders meeting of the Chester Mining Company held at the office of the said Company, to-wit: The Residence of C. W. Simmons, 602 Second Street, Kellogg, Idaho, on the 14th day of January, 1935, at two o'clock in the afternoon of said day, do hereby certify that the foregoing minutes constitute a full, true and correct record of all things done and all transactions had at said meeting and that the said minutes are hereby approved after the same were past in the minute book and read to us.

Name of Stockholder

Number of Shares
Owned by Stockholder

Estate of Philip P. Weber,

By Lucy Weber

316,570

Executrix of the Estate of Philip P.
Weber, Deceased, and Proxy.

Weber Brothers

By Emma S. Weber

By Lucy Weber

43,226

Executrix and Trustee of the Estate
of Philip P. Weber, Deceased and
Proxy.

Weber Bank

By Thos. R. Jones

20,300

Its President

Harry P. Pearson

By: C. W. Simmons Proxy

44,226

T. H. Peterson, in person

1,000

A. E. Cowles, in person

12,136

Cowles & Papesh

By: A. E. Cowles

4,000

James E. Gyde, in person

5,000

C. W. Simmons, in person

53,226

Emma S. Weber, in person

316,571

W. F. Ide, in person

1,000

Total

817,256