

STATE OF ARIZONA

Corporation Commission



To all to Whom these Presents shall Come, Greeting:

I, Donald E. Vance SECRETARY OF THE ARIZONA
CORPORATION COMMISSION, DO HEREBY CERTIFY THAT the annexed is a true and
complete copy of the ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
CALLAHAN MINING CORPORATION
which were filed in the office of the Arizona Corporation Commission
on the 9th day of May, 1977 as provided by law.



**IN WITNESS WHEREOF, I HAVE HEREUNTO
SET MY HAND AND AFFIXED THE OFFICIAL SEAL
OF THE ARIZONA CORPORATION COMMISSION, AT
THE CAPITOL, IN THE CITY OF PHOENIX, THIS 25th
DAY OF May, 1977.**

Donald E. Vance
BY *Brig. Gen. B. J. Wallace*
SECRETARY
ASSISTANT SECRETARY

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CALLAHAN MINING CORPORATION
;
(an Arizona Corporation)

Callahan Mining Corporation, an Arizona Corporation, for the purpose of amending its Articles of Incorporation, hereby states as follows:

1. The name of the corporation is Callahan Mining Corporation.
2. The shareholders of the corporation have adopted an amendment to the corporation's Articles of Incorporation which amends such Articles in their entirety to read as follows:

ARTICLE I. Name.

The name of the corporation is Callahan Mining Corporation.

ARTICLE II. Purpose.

The purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the General Corporation Law of the State of Arizona.

The character of the business which the corporation intends to conduct in the State of Arizona upon amendment of these Articles and for the foreseeable future thereafter is any and all aspects of the mining, oil and gas, and manufacturing businesses.

ARTICLE III. Authorized Capital Stock.

The authorized capital stock of the corporation is Ten Million Five Hundred Thousand Shares divided into Seven Million Five Hundred Thousand Shares of Common Stock with a par value of \$3.00 per share and Three Million Shares of Preferred Stock with a par value of \$5.00 per share.

The designations and the relative preferences, privileges and voting powers of the shares of Preferred Stock and the shares of Common Stock, and the qualifications or restrictions thereof are as follows:

A. Preferred Stock.

1. Issuance in Series. The shares of Preferred Stock may be divided into and issued in one or more series, and each series shall be so designated as to distinguish the shares thereof from the shares of all other series. All shares of Preferred Stock shall be of equal rank and identical except to the extent that variations in the relative preferences, privileges and voting powers enumerated in subparagraphs (a) through (h), inclusive, of Section 2 of Paragraph A of this Article III may be fixed and determined by the Board of Directors between series hereafter established; and each share of a series shall be identical in all respects with the other shares of such series.

2. Authority of the Board with Respect to Series. Authority is hereby expressly granted to the Board of Directors, subject to the provisions of this Article III, to divide the shares of Preferred Stock into one or more series, and with respect to each such series, to fix and determine by resolution or resolutions providing for the issue of such series the following relative preferences, privileges and voting powers as to which there may be variations between the series so established:

- (a) The distinctive designation of such series and the number of shares which shall constitute such series which number may be increased (except as otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares then outstanding) from time to time by like action of the Board of Directors;
- (b) The annual rate of dividends payable on shares of such series, the conditions, if any, upon which and the dates when such dividends shall be payable and the extent to which such dividends may be cumulative;
- (c) Whether shares of such series may be redeemed and, if so, the time or times when and the price or prices at which shares of such series shall be redeemable;
- (d) The amount payable on shares of such series in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the affairs of the corporation;
- (e) If the shares of such series are to be entitled to the benefit of a sinking or retirement fund to be applied to the purchase or redemption of shares of such series, the amount of the fund and the manner of its application, including the price or prices at which the shares may be redeemed or purchased through the application of the fund;
- (f) If the shares of such series are to be convertible into or exchangeable for shares of Common Stock or shares of any other series of Preferred Stock, the conversion price or prices or the rate or rates of exchange and the terms and conditions of such conversion or exchange;
- (g) If the shares of such series are to have any voting rights and if so, the number of votes per share; and
- (h) Such other preferences, privileges and voting powers of shares of such series and the qualifications or restrictions thereof as the Board of Directors may deem advisable and as are not inconsistent with the provisions of the Articles of Incorporation.

3. Dividends. The holders of shares of Preferred Stock of each series shall be entitled to receive, out of the assets of the corporation which are by law available for the payment of dividends, cash dividends in such amounts and payable at such time or times as shall be fixed and determined by the Board of Directors in any resolution providing for the issuance of any such series, before any dividends on any class of capital stock of the corporation ranking junior to the Preferred Stock (other than dividends payable in shares of any class of capital stock of the corporation ranking junior to the Preferred Stock) may be declared or paid or set apart for payment. The term "class of capital stock of the corporation ranking junior to the Preferred Stock" shall mean the Common Stock and any other class of stock of the corporation hereafter authorized which ranks junior to the Preferred Stock as to payment of dividends or the distribution of assets upon dissolution, liquidation, or winding-up.

4. Dissolution, Liquidation or Winding-Up. In the event of any dissolution, liquidation or winding-up of the affairs of the corporation, after payment or provision for payment of the debts or other liabilities of the corporation, the holders of all then outstanding shares of Preferred Stock shall be entitled to receive, out of the net assets of the corporation, an amount in cash for each share equal to the amount fixed and determined by the Board of Directors in any resolution providing for the issuance of any such series of Preferred Stock. If upon any dissolution, liquidation or winding-up of the affairs of the corporation, the net assets available for distribution shall be insufficient to pay the holders of all outstanding shares of Preferred Stock in full amounts to which they respectively shall be entitled, the holders of all outstanding shares of Preferred Stock of all series shall share ratably in any distribution of assets in accordance with the sums which would be payable upon such distribution if all sums payable were paid in full. Neither the merger nor the consolidation of the corporation, nor the sale, lease or conveyance of all or a part of its assets, shall be deemed to be a liquidation or winding-up of the affairs of the corporation within the meaning of this Article III.

B. Common Stock.

1. Dividends. Subject to the preferential rights of the Preferred Stock, the holders of shares of Common Stock shall be entitled to receive, when and if declared by the Board of Directors, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in property, or in shares of Common Stock.

2. Dissolution, Liquidation and Winding-Up. In the event of any dissolution or liquidation or winding-up of the affairs of the corporation, after payment or provision for payment of the debts or other liabilities of the corporation, and of the amounts to which the holders of all the outstanding shares of Preferred Stock shall be entitled, the holders of all outstanding shares of Common Stock shall be entitled to share ratably in the remaining net assets of the corporation.

3. Voting. At every meeting of stockholders of the corporation, every holder of shares of Common Stock of the corporation shall be entitled to one vote in person or by proxy for each share of Common Stock standing in his name on the books of the corporation.

ARTICLE IV. Statutory Agent.

The name and address of the statutory agent of the corporation is Bilby, Shoenhair, Warnock & Dolph, a professional corporation, 901 Valley National Bank Building, Tucson, Pima County, Arizona 85701.

ARTICLE V. Board of Directors.

The Board of Directors of the Corporation shall consist of not less than three nor more than fifteen directors. Within such limits, the number of directors shall be fixed and may be altered by, or in the manner provided by, the by-laws.

The number of directors constituting the Board of Directors of the corporation upon amendment of these Articles is nine. The names and addresses of the persons who are to serve as directors upon amendment of these Articles until the first Annual Meeting of Stockholders next succeeding such date or until their successors are elected and qualified, are:

Dixon H. Cain
3031 Exxon Building
Houston, Texas 77002

Jack B. Meyer
25 Spectacle Lane
Wilton, Connecticut 06897

Kenneth H. Crandall
209 Crocker Avenue
Piedmont, California 94610

James C. Parlee
Box 44, Toronto Dominion Centre
Toronto, Canada M5K 1E3

Sam Harris
120 Broadway
New York, New York 10005

Fayez Sarofim
Two Houston Center, Suite 2907
Houston, Texas 77002

Joseph H. Hirshhorn
21 Gulfshore Boulevard North
Naples, Florida 33940

Charles D. Snead, Jr.
507 Oenoke Ridge
New Canaan, Connecticut 06840

Roger M. Keefe
1120 Post Road
Darien, Connecticut 06820

3. Upon the effectiveness of these Articles of Amendment, each issued share of Capital Stock, par value \$3.00 per share, of the corporation shall be redesignated as, and shall be, one share of Common Stock, par value \$3.00 per share, without the necessity of any action on the part of the holder thereof.

The foregoing amendment was adopted by the shareholders of the corporation on April 11, 1977. The number of shares outstanding and entitled to vote on the amendment was 3,632,168, and 1,934,423 shares were voted for and 87,981 shares were voted against such amendment.

IN WITNESS WHEREOF, these Articles of Amendment have been executed by Charles D. Snead, Jr. as President and William A. Nicely as Secretary of Callahan Mining Corporation on this 12th day of April, 1977.

CALLAHAN MINING CORPORATION

By Charles D. Snead, Jr.
Charles D. Snead, Jr.
President

By William A. Nicely
William A. Nicely
Secretary

State of Connecticut)
: ss.
County of Fairfield)

The foregoing instrument was acknowledged before me this 12th day of April, 1977 by Charles D. Snead, Jr. as the President and William A. Nicely as the Secretary of Callahan Mining Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office this 12th day of April, 1977.

(seal).

Ellen Collier

Notary Public

My commission Expires: March 31, 1980

A. C. C. - INCORPORATING DIV.
R E C E I V E D

APR 19 1977

DOCUMENTS ARE SUBJECT
TO REVIEW BEFORE FILING.

024349-8

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

FILED

MAY 9 1977

At _____ 8:35 a.m. at request of
Billby, Shoehair, Warnock, & Dolph, P.C.
Address _____ 2 E. Congress St.
Tucson, Az. 85701

By _____ Frances Haag
Dorothy E. Vance SECRETARY