

CERTIFICATE OF CHANGE OF THE NUMBER OF
DIRECTORS of the

IDAHO COPPER COMPANY, LIMITED

We, O. H. Griggs, Chairman of the meeting of the stockholders of the Idaho Copper Company, Limited, held on the 6th day of April, A.D. 1926, for the purpose of amending the Articles of Incorporation of the Idaho Copper Company, Limited, to provide for a change in the number of directors of said company, and a director of said company, and C. H. Nixon, Assistant Secretary of said company and Secretary of said special meeting of the stockholders, do hereby certify and make known that the following proceedings were had and duly entered upon the minutes of the Idaho Copper Company, Limited:

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE IDAHO COPPER COMPANY, LIMITED, HELD AT THE LOS ANGELES OFFICE OF THE COMPANY, 643-4 TITLE INSURANCE BUILDING, ON MARCH 3rd, 1926, AT 2 O'CLOCK P.M.

Present: Messrs. O. H. Griggs, Cooley Butler, Richard H. Johnson, Frank A. Kennedy and Maytor Hoppenyan.

The following resolution was offered by Mr. Frank A. Kennedy and seconded by Mr. Maytor Hoppenyan and unanimously passed:

RESOLVED, By the Board of Directors of the Idaho Copper Company, Limited, that a special meeting of the stockholders of the company be and is hereby called, to meet at the office of the company, at 112 North Sixth Street, in the City of Boise, County of Ada, State of Idaho, on the 6th day of April, 1926, at the hour of 10 o'clock A.M. for the following purposes:

First: To consider and decide upon the proposition of amending ARTICLE FIFTH of the ARTICLES OF INCORPORATION by increasing the number of directors from five to seven, and to make said ARTICLE FIFTH read as follows, "ARTICLE FIFTH: That the number of its directors shall be seven and they shall be elected annually."

(Other Purposes)

C. H. Nixon,
Ass't. Secretary

and we do furthermore declare and certify that in pursuance of the foregoing resolution adopted by the Directors of said company, the following notice was signed by O. H. Griggs, President, Maytor Hoppenyan, Secretary, and O. H. Griggs, Maytor Hoppenyan, Cooley Butler, Frank A. Kennedy and Richard H. Johnson, Directors of said company

and was published in the Idaho Daily Statesman, a newspaper of general circulation published daily (Sundays excepted) at Boise, County of Ada, State of Idaho, once each and every week for five consecutive weeks for at least thirty days before the day appointed for the said meeting; and said notice was also published in the Los Angeles Daily Journal, a newspaper printed and published daily (Sundays excepted) in the City and County of Los Angeles, State of California, once each and every week for five consecutive weeks for at least thirty days before the day appointed for said meeting:

NOTICE OF STOCKHOLDERS MEETING

Office of the Idaho Copper Company, Limited, 643-4 Title Insurance Building, Los Angeles, California, March 3, 1926.

In accordance with the resolution adopted at a special meeting of the Board of Directors of the Idaho Copper Company, Limited, held this day, a special meeting of the stockholders of the company is hereby called, the same to be held at the office of the company, No. 112 North Sixth Street, in the City of Boise, County of Ada, State of Idaho, on Tuesday, the 6th day of April, 1926, at the hour of 10 o'clock A.M. for the following purposes:

First: To consider and decide upon the proposition of amending ARTICLE FIFTH of the ARTICLES OF INCORPORATION by increasing the number of Directors from five to seven, and to make said ARTICLE FIFTH read as follows, - "ARTICLE FIFTH: That the number of its Directors shall be seven and they shall be elected annually."

Second: To consider and decide upon the proposition of amending the By-laws of the Company and/or adopting a new code of By-laws.

Third: To consider and decide upon the proposition of the merger and consolidation of the IDAHO COPPER CORPORATION with the IDAHO COPPER COMPANY, LIMITED, under the charter and name of the IDAHO COPPER COMPANY, LIMITED, and to vote upon the approval, ratification and confirmation of all matters, acts and things connected with or incidental to said merger and consolidation.

Fourth: To approve, ratify and confirm the actions and agreements of the Board of Directors in taking over the assets of the IDAHO COPPER CORPORATION and assuming the liabilities of said Corporation, and all other action taken and agreements made, by said Board prior to said stockholders' meeting towards effecting the merger and consolidation aforesaid and to authorize the Directors to take further action and to enter into further agreements in the premises, as to legally complete and effect such merger and consolidation.

Fifth: Notice is also given that the annual meeting for the election of Directors of the Idaho Copper Company, Limited, not having been called for the day designated in the By-laws

of the Company, to-wit, the 9th day of January, 1926, and no adjourned or other meeting having been ordered for that purpose, a special meeting of the stockholders of the Idaho Copper Company, Limited, will be held at the office of the Company, No. 112 North Sixth Street, in the City of Boise, County of Ada, State of Idaho, on Tuesday, the 6th day of April, 1926, at the hour of 10 o'clock A.M., for the purpose of electing a Board of Directors of said Company for the ensuing year of 1926 and for the transaction of such other business as may come before the meeting, including the approval, ratification and confirmation of all action and agreements of the Board of Directors since the last meeting of the stockholders of this Company. This meeting is called at the request of a majority of the Board of Directors of the Company, in accordance with written notice to me, signed by a majority of said Directors, which notice is now on file in the records of this Company.

ATTEST:

Maytor Hoppenyan,
Secretary.

O. H. Griggs,
President

O. H. Griggs
Maytor Hoppenyan
Cooley Butler
Frank A. Kennedy
Richard H. Johnson,
Directors.

We further certify and declare that in pursuance of the said notice and on the day and at the time appointed therein, to-wit: the 6th day of April, A.D., 1926, at 10 o'clock A.M. of said day at the office of said company, in the City of Boise, County of Ada, State of Idaho, the meeting of the stockholders of the Idaho Copper Company, Limited, duly took place and was had; that the said O. H. Griggs presided as Chairman at said meeting and the said C. H. Nixon acted as the Secretary thereof; that the whole number of shares of the outstanding capital stock of the company up to that time was 4,381,720 shares; that the number of shares represented at the meeting was 4,363,520 shares and that the following were the proceedings which duly took place and were then and there had, to-wit:

MINUTES OF A SPECIAL MEETING OF THE STOCKHOLDERS OF THE IDAHO COPPER COMPANY, LIMITED, HELD AT THE OFFICE OF THE COMPANY, 112 NORTH SIXTH STREET, IN THE CITY OF BOISE, COUNTY OF ADA, STATE OF IDAHO, ON TUESDAY, THE 6TH DAY OF APRIL, 1926, AT THE HOUR OF 10 O'CLOCK A. M.

The meeting was called to order by O. H. Griggs, President, who acted as Chairman and presided at the meeting, and C. H. Nixon, Assistant Secretary of the Company acted as Secretary of the meeting and recorded the proceedings.

The following stockholders, who are owners of more than two-thirds of all the outstanding capital stock of the company, were present either in person or by proxy:

<u>NAME</u>	<u>PROXY</u>	<u>SHARES</u>
Cooley Butler		2,051,160
Frank A. Kennedy		704,000
C. H. Griggs		302,400
R. H. Johnson		24,000
Carey H. Nixon		21,560
J. W. Cox		2,800
John W. Buchanan	Cooley Butler	4,000
W. E. Freehafer	Frank A. Kennedy	360
M. C. Lake	" " "	4,000
Frank X. Lauzon	" " "	4,000
L. C. Brewer	" " "	3,920
P. H. Peacock	" " "	17,720
J. H. Cobley	" " "	2,000
R. J. Whiteside	" " "	40,400
Geo. A. Winkler	" " "	400
A. H. Keckler	" " "	400
Charles Ceaser	Richard H. Johnson	2,000
L. E. Hall	" " "	4,000
R. H. Hall	" " "	4,000
Lulu E. Skinner	Carey H. Nixon	2,800
C. L. Skinner	" " "	2,800
Dale Donnelly	" " "	2,000
Colin F. Brown	" " "	400
Maytor Hoppenyan	" " "	1,154,400
W. M. Devlin		2,000

making a total of 4,363,520 shares, represented either in person or by proxy, and constituting more than two-thirds of the outstanding stock of the company.

The Chairman directed that the proxies of the absent stockholders be filed with the Secretary which was done.

The Assistant Secretary then presented to the meeting the proofs of publication of the notice of the meeting, which was published in the Idaho Daily Statesman, a newspaper of general circulation, published at Boise, Idaho, and in a newspaper of general circulation published at Los Angeles, California, from which proofs of publication it duly appeared that due and legal publication of the notice of meeting had been made.

The Chairman announced that a quorum was present, and that the meeting was competent to pass on one of the special objects of the meeting, to-wit: To consider and decide upon the proposition of amending ARTICLE FIFTH of the ARTICLES OF INCORPORATION by increasing the number of Directors from five to seven, and to make said ARTICLE FIFTH read as follows: "ARTICLE FIFTH. That the number of its directors shall be seven and they shall be elected annually," as set forth in the notice of the meeting.

The meeting then proceeded to consider the proposition, and after due consideration thereof, the following resolutions were offered by Mr. Frank A. Kennedy and were duly seconded by Mr. C. H. Nixon, and upon being put to a vote were unanimously adopted:

BE IT RESOLVED, THAT ARTICLE FIFTH of the ARTICLES OF INCORPORATION of the Idaho Copper Company, Limited, be, and it hereby is, amended to read "ARTICLE FIFTH. That the number of its directors shall be seven and they shall be elected annually."

BE IT FURTHER RESOLVED, that the President or Vice-President and Secretary or Assistant Secretary, be and they hereby are, instructed to take the necessary steps to carry out the foregoing resolution.

C. H. Nixon,
Assistant Secretary.

AND WE DO FURTHER CERTIFY, That ARTICLE FIFTH of the ARTICLES OF INCORPORATION of the Idaho Copper Company, Limited, is to be and hereby is, amended by changing said ARTICLE FIFTH to read as follows: ARTICLE FIFTH: That the number of its directors shall be seven and they shall be elected annually."

O. H. Griggs
Chairman of the Meeting

C. H. Nixon
Assistant Secretary

STATE OF IDAHO }
COUNTY OF ADA } ss

Before me, Richard H. Johnson, a Notary Public, for the State of Idaho, residing in Boise, personally appeared O. H. Griggs and C. H. Nixon, each of whom being duly sworn deposes and says:

That the said O. H. Griggs, President, is a Director of the Idaho Copper Company, Limited, a corporation of the State of Idaho, with its principal place of business in Boise; that O. H. Griggs is the President and a Director of said company and that the said C. H. Nixon is the Assistant Secretary thereof;

That at the meeting of the Board of Directors of said company, as set forth in the foregoing certificate, held on the 3rd day of March, 1926, the said O. H. Griggs, presided and Carey H. Nixon, Assistant Secretary of the company, acted as Secretary thereof, and that the proceedings then and there had and done are truly set forth in the foregoing certificate;

That on the date set for the meeting of the stockholders of the company, to-wit; the 6th day of April, 1926, at the hour of

10 o'clock A.M. O. H. Griggs, President, called the meeting to order and C. H. Nixon, Assistant Secretary, recorded the proceedings and acted as Secretary of the meeting;

That the proceedings of the said stockholders meeting as set forth and described in the foregoing certificate did well and truly take place in the manner and form as therein set forth and described, and said account of said proceedings is in all particulars true and correct; that all things, matters and facts described, set forth and made known in the foregoing certificate are true;

That by the proceedings certified and declared in the foregoing certificate, ARTICLE FIFTH of the ARTICLES OF INCORPORATION of the Idaho Copper Company, Limited, is to be, and hereby is, amended by changing said ARTICLE FIFTH to read as follows: "ARTICLE FIFTH: That the number of its directors shall be seven and they shall be elected annually."

O. H. Griggs
C. H. Nixon

Subscribed and sworn to before me this 7th day of April, 1926.

(SEAL)

RICHARD H. JOHNSON
Notary Public in and for the
State of Idaho. Residence,
Boise, Idaho.

STATE OF IDAHO }
COUNTY OF ADA } ss

We, O. H. Griggs, Maytor Hoppenyan, Cooley Butler, Frank A. Kennedy and Richard H. Johnson, Directors of the Idaho Copper Company, Limited, do hereby certify and declare that we are all directors of said company and comprise a majority thereof;

That we have read the foregoing certificate and know the contents thereof, and that the matters, things, facts and proceedings as set forth and described in said certificate did well and truly take place in manner and form as therein set forth and described and that the same are true and correct.

O. H. Griggs
Cooley Butler
Maytor Hoppenyan
Frank A. Kennedy
Richard H. Johnson
Directors.

STATE OF IDAHO }
COUNTY OF ADA } ss

CERTIFICATE

I, STEPHEN UTTER, Ex-Officio recorder in and for Ada County, State of Idaho, do hereby certify that the annexed is a full, true and correct copy Amendment to certain Articles of Incorporation of the IDAHO COPPER COMPANY, LIMITED, as to Change of number of Directors Numbered 2085 as the same appears in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 8th day of April 1926.

STEPHEN UTTER
Ex-Officio Recorder.

By Josephine Smith, Deputy. (Seal)

2085

STATE OF IDAHO }
COUNTY OF ADA } ss.

I hereby certify that this instrument was filed for record at the request of Johnson & Nixon at 20 minutes past 12 o'clock P.M., this 8th day of April, 1926, in my office.

STEPHEN UTTER
Ex-Officio Recorder

By Josephine Smith
Deputy

Fees, 50¢

12753-c

CERTIFIED COPY OF AMENDMENT THE ARTICLES OF
INCORPORATION OF IDAHO COPPER COMPANY,
LIMITED

increasing number of directors from five to seven

DEPARTMENT OF STATE
SECRETARY'S OFFICE

Filed this 8th day of April, 1926, at 12:30 o'clock,
P.M., and certificate issued April 8th, 1926. Recorded
in Book A-19 of Domestic Corporations, pages 372-3-4-5,
records of the State of Idaho.

F. A. JETER
Secretary of State

By F. E. Lukens
Chief Clerk