

STATE OF ARIZONA



Corporation Commission

To all to Whom these Presents shall Come, Greeting:

I, CHARLES D. HADLEY, SECRETARY OF THE ARIZONA CORPORATION COMMISSION, DO HEREBY CERTIFY THAT the annexed is a true and complete copy of the AMENDMENT to the ARTICLES OF INCORPORATION of INDEPENDENCE LEAD MINES COMPANY

which was filed in the office of the Arizona Corporation Commission on the 31st day of July, 1968, 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 31st DAY OF July A. D. 1968

BY Charles D. Hadley SECRETARY

ASSISTANT SECRETARY

ARTICLES OF AMENDMENT
of
THE ARTICLES OF INCORPORATION

of
INDEPENDENCE LEAD MINES COMPANY

STATE OF WASHINGTON)
) ss.
COUNTY OF SPOKANE)

KNOW ALL MEN BY THESE PRESENTS: That on the 20th day of April, 1968, a meeting of the Board of Directors of INDEPENDENCE LEAD MINES COMPANY, a corporation organized and existing under and by virtue of the laws of the State of Arizona, was held at the office of the company in Spokane, Washington; that at said meeting said Board of Directors, by motion regularly made, seconded and carried, called a special meeting of the stockholders of the said corporation to be held in conjunction with the regular annual meeting of said stockholders in Spokane, Washington, on the 24th day of May, 1968, to-wit: on the 24th day of May, 1968, at the hour of 10 o'clock a.m., for the purpose of considering and voting upon a proposition to amend Article VIII of the Articles of Incorporation of said company so as to abolish and eliminate all of the "Assessable Stock" provided for and created in and by said Article VIII (as amended) of said Articles of Incorporation, and to provide for and create, in lieu of such stock to be known as and called 'Common Stock'. All of the authorized stock of the corporation to be non-assessable, making a total of 4,000,000 shares non-assessable stock.

That thereafter, pursuant to said action by said Board of Directors, and more than 30 days prior to said 24th day of May, 1968, a written notice of the time and place and purpose of such special meeting of the stockholders of said corporation was duly given by the secretary of said company by mailing a copy of such notice to each and every stockholder, that is to say, by

depositing in the United States Post Office in Spokane, Washington, a copy of such notice enclosed in a sealed envelope, with postage prepaid, and addressed to each and every stockholder of said corporation at his or her last known address. That at the time specified in said notice, to-wit: at the hour of 10 o'clock a.m., on the 24th day of May, 1968, such special meeting of said stockholders of said corporation convened and was held at the Davenport Hotel, Spokane, Washington, pursuant to said call and to said notice.

That at said meeting there were present in person and/or represented by proxies, 3,053,325 shares out of a total of 3,940,000 shares outstanding voting for said amendment. The stock represented at said meeting being more than a majority of the total outstanding stock of said corporation.

That at said special meeting of said stockholders, a motion was duly made and seconded that the following resolution be adopted:

WHEREAS, the Board of Directors of Independence Lead Mines Company, an Arizona corporation, has declared it advisable that Article VIII of the Articles of Incorporation be changed, amended and altered as hereinafter set forth, and

WHEREAS, the said proposed amendment has been set forth in full in the proxy material mailed to all of the stockholders of Independence Lead Mines Company, and

WHEREAS, the stockholders of Independence Lead Mines Company do hereby approve of the said proposed amendment,

NOW BE IT RESOLVED by the stockholders in this special meeting assembled that Article VIII of the Articles of Incorporation of said Independence Lead Mines Company be amended, changed and altered to read as follows:

ARTICLE VIII

The amount of authorized stock of the corporation is four million dollars (\$4,000,000.00) divided into four million shares (4,000,000) with the par value of one dollar (\$1.00)

per share each which shall be paid in at such time and/or times as the Board of Directors may designate, in cash, real or personal property, services, leases, options to purchase, or any other valuable right or thing, for the uses and purposes of the corporation and all shares of capital stock when issued in exchange therefor shall thereupon and thereby become and be fully paid as though paid for in cash at par and the judgment of the directors as to the value of any property, right or thing acquired in exchange for capital stock, shall be conclusive.

Of said stock, all four million shares (4,000,000) shall be known as and called "common stock" and shall have the usual rights pertaining thereto. All four million (4,000,000) shares shall be non-assessable.

RESOLVED FURTHER, that the President and Secretary of this meeting are hereby authorized and directed to make, execute and acknowledge a certificate under the corporate seal of this corporation, embracing the foregoing resolution, and to cause such certificate to be filed and recorded in the manner required by law, and

RESOLVED FURTHER, that upon completion of proceedings required to effect the amendment hereinabove set forth, and after proper filing and recording, a duplicate of the certificate of amendment be set forth in full on the minutes of this meeting.

IN WITNESS WHEREOF, the Independence Lead Mines Company has caused these presents to be signed and acknowledged by its President and to be attested by its Secretary this 24th day of May, 1968.

INDEPENDENCE LEAD MINES COMPANY

By:

Douglas M. Bush
Douglas M. Bush - President

Attest:

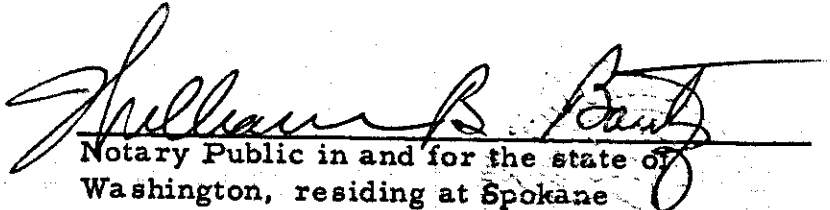
By:

William Cullen
William Cullen - Secretary

STATE OF WASHINGTON)
) ss.
COUNTY OF SPOKANE)

On this 24th day of May, 1968, before me, a Notary Public in and for the above named County and State, personally appeared Douglas M. Bush and William Cullen to me known to be the President and Secretary respectively of the corporation that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and each on oath stated that he was authorized to execute said instrument and that the seal affixed is the corporate seal of said corporation.

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


Notary Public in and for the state of
Washington, residing at Spokane

34348

ARIZONA CORPORATION COMMISSION
INCORPORATED IN ARIZONA

FILED

JUL 31 1968

At 3:40 P. M.

At request of
Bantz & Hemovich

Address 757 Lincoln Building, West 818 Riverside
Spokane, Washington 99201

By Helen Knox

Charles D. Hadley