

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

THE CLEARNATER GOLD AND COPPER 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 **fifth** day of **April** 1934, original articles of amendment, as provided by Sections 29-145 and 29-146, Idaho Code Annotated, increasing the number of Directors of the corporation from three (3) to seven (7),

and that the said articles of amendment contain the statement of facts required by law, and are recorded in Book A- **37** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the number of Directors of the corporation has been increased from three (3) to seven (7).

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 **fifth** day
of **April**, in the year of our Lord
one thousand nine hundred thirty- **four**,
and of the Independence of the United States of
America the One Hundred **Fifty-eighth**.

Secretary of State.

ARTICLES OF AMENDMENT
of the
ARTICLES OF INCORPORATION
of
THE CLEARWATER GOLD AND COPPER MINING COMPANY,
LIMITED.

KNOW ALL MEN by these presents that we, the undersigned, F. B. Dawley, the duly elected, qualified and acting Vice-President, and John H. Wourms, the duly elected, qualified and acting Secretary of The Clearwater Gold And Copper Mining Company, Limited, a corporation organized and existing under the laws of the State of Idaho and having its principal place of business and registered office in the City of Wallace, County of Shoshone, State of Idaho, do hereby certify that The Clearwater Gold And Copper Mining Company, Limited was originally organized on or about the 23rd day of July, 1907;

That on Monday, the 2nd day of April, 1934, the shareholders of The Clearwater Gold And Copper Mining Company, Limited convened in special meeting for the purpose, among other things, of considering and acting on the question of amending the Articles of Incorporation of said corporation so as to increase the number of Directors from three (3) Directors, as provided by Article V of the original Articles of Incorporation, to seven (7) Directors;

That the said special meeting of the shareholders was held pursuant to call and notice duly and regularly given to all the shareholders of said corporation in compliance with the requirements of the laws of the State of Idaho and of the By-Laws of the

corporation;

That on Monday, April 2nd, 1934, at the hour of three o'clock p.m., Pacific Standard Time, at the law office of John H. Wourms, in the Day Building in Wallace, Shoshone County, Idaho, that being the place specified in the notice, shareholders owning 385,591 shares of the allotted and outstanding stock of said corporation assembled in person or by duly authorized proxy and organized and convened in special meeting, pursuant to said call and notice of meeting;

That at said time and place John H. Wourms, the Secretary of The Clearwater Gold And Copper Mining Company, Limited, presented to said meeting, for the inspection and examination of the shareholders present, a copy of the notice of said meeting, the Proof of Publication thereof sworn to by F. N. Shreve, the Chief Clerk of the Press-Times Publishing Company, the publisher of the Wallace Press-Times, a newspaper of general circulation published in Wallace, Idaho, and qualified under the laws of the State of Idaho to publish legal notices;

That thereupon John H. Wourms presented the following resolution, to-wit:

"RESOLVED that the notice of this special meeting has been duly and regularly published and a copy of such notice sent to each shareholder of The Clearwater Gold And Copper Mining Company, Limited at his address as the same appears on the books of the corporation and as required by

the provisions of the laws of the State of Idaho and that more than two-thirds of the capital stock of said corporation is represented at this meeting and the owners thereof present either in person or by proxy; that this meeting is competent to proceed with the transaction of the business for which it has been called;"

That thereupon C. C. Pinnick moved the adoption of the resolution presented by John H. Wourms; which motion was duly second-
ed by Robt. Fachtner, Sr. and was unanimously carried;

That thereupon John H. Wourms presented the following resolutions, to-wit:

"BE IT RESOLVED by the shareholders of The Clearwater Gold and Copper Mining Company, Limited that the Articles of Incorporation be amended so as to increase the number of Directors of said corporation from three (3), as now provided in said original Articles, to seven (7);

"BE IT FURTHER RESOLVED that Article V. of the Articles of Incorporation of The Clearwater Gold And Copper Mining Company, Limited be amended to read as follows:

"That the number of Directors of this corporation shall be seven (7) persons qualified to act as Directors of corporations, for profit, under the laws of the State of Idaho;"

"BE IT FURTHER RESOLVED that F. B. Dawley, the Vice-President, and John H. Wourms, the Secretary, of the corporation, be and they are hereby directed to cause proper Articles of Amendment to the Articles of Incorporation of The Clearwater Gold And Copper Mining Company, Limited to be prepared and executed, in triplicate, as required by law; that the original thereof be filed in the office of the Secretary of State of the State of Idaho; that the two remaining originals be certified by the Secretary of State, as required by law, and that one of the originals so certified be filed with the County Recorder of Shoshone County, Idaho, where the registered office and principal place of business of The Clearwater Gold And Copper Mining Company, Limited is located and that the remaining original as certified be retained by the Secretary of this corporation as required by the laws of the State of Idaho."

H. B. Quick moved the adoption of the resolutions; which motion was duly seconded by C. C. Pinnick and was unanimously carried.

F. B. Dawley, the Vice-President of the corporation, thereupon declared that -----385,591----- shares, which was more than two-thirds of the allotted and outstanding shares of The Clearwater Gold And Copper Mining Company, Limited, had voted in favor of the resolutions and the motion to adopt the

same and that ~~-----No-----~~ shares had voted against the said resolutions and the motion to adopt the same; that said resolutions and said motion to adopt the same were duly carried and that said resolutions were adopted and the amendment of the Articles of Incorporation of The Clearwater Gold And Copper Mining Company, Limited accepted.

IN WITNESS WHEREOF the said F. B. Dawley, Vice-President, and the said John H. Wourms, Secretary, of The Clearwater Gold And Copper Mining Company, Limited have hereunto set their hands, in triplicate, this the 2nd day of April, A. D. 1934.

F. B. Dawley
Vice-President
John H. Wourms
Secretary

STATE OF IDAHO }
County of Shoshone } ss.

F. B. DAWLEY, Vice-President, and JOHN H. WOURMS, Secretary, of The Clearwater Gold And Copper Mining Company, Limited, each being first duly sworn according to law, deposes and says:

That he has read the annexed and foregoing Certificate of Amendment of the Articles of Incorporation of The Clearwater

Gold And Copper Mining Company, Limited and knows the contents thereof and that the facts set forth in said Certificate are true and correct of his own knowledge.

L. B. Newley

John H. Thompson

Subscribed and sworn to before me this 2nd day of
April, A. D. 1934.

L. Leighty

Notary Public in and for the State
of Idaho, residing at Wallace,
Shoshone County, Idaho.