



CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, **GEO. H. CURTIS**, 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 WALLACE STEERING COMPANY

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Eleventh** day of **June** 194**2**,

original articles of amendment, as provided by Section 20-140, Idaho Code Annotated and Section 20-120, Idaho Code Annotated, as amended by Chapter 21 of the Session Laws of 1938, of the State of Idaho, as provided by Chapter 173 of the Session Laws of 1937, of the State of Idaho, amending the articles of incorporation to extend the corporate existence of the company fifty (50) years from and after June 11, 1932.

and that the said articles of amendment contain the statement of facts required by law, and are recorded in Book A-**55** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation of the company have been amended accordingly.

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 **Eleventh** day of **June**, in the year of our Lord one thousand nine hundred forty ~~two~~, and of the Independence of the United States of America the One Hundred ~~sixty-sixth~~.

Secretary of State.

ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION
OF
THE WALLACE MINING COMPANY.

KNOW ALL MEN BY THESE PRESENTS:

That we the undersigned A. H. Featherstone, the duly elected qualified and acting President, and William Featherstone, the duly elected, qualified and acting Secretary of the WALLACE MINING COMPANY a corporation organized and existing under the laws of the State of Idaho, and having its principal place of business in the City of Wallace, County of Shoshone, State of Idaho, do hereby certify:

That by a resolution duly adopted by the Board of Directors of the Wallace Mining Company, at a special meeting of said Board of Directors held at the office of said corporation in the city of Wallace, Shoshone County, Idaho, at 2.00 o'clock P. M. on the 4th day of May 1942, a special meeting of the shareholders of the Wallace Mining Company was called for and to be held at the office of the corporation in the city of Wallace, Shoshone County, Idaho, at the hour of 2.00 o'clock P. M. on the 8th day of June 1942 for the purpose of considering and adopting a resolution to extend the term of the corporate existence of said corporation for a further period of Fifty (50) years, as provided by Section 29-159 Idaho Codes Annotated as amended by Chapter 58 of the Session Laws of 1935, of the State of Idaho, as amended by Chapter 172 of the 1937 Session Laws of the State of Idaho.

That notice of said special meeting of the shareholders was given as required by law, that is to say, by mailing to each and every one of said shareholders, at his or its correct post office address, on the 5th day of May 1942, a notice of said meeting, which said notice setforth the date which, and the hour and place at which

and the exact purpose or purposes for which said meeting was to be held;

That at the hour of 2.00 o'clock P. M. on the 8th day of June 1942 at the office of said corporation in the city of Wallace, Shoshone County, Idaho, that being the time and place specified in said Call and in the said notice, said special meeting of the shareholders of said corporation was regularly convened, and there being present or represented at said meeting shareholders owning 352,367 shares, which is more than two thirds of the issued and outstanding stock of said corporation, the meeting was duly organized for the transaction of business for which said meeting had been called;

That at said time and place William Featherstone the Secretary of said corporation, presented to the said meeting the original copy of the Call for said meeting, for the inspection and examination of the shareholders present;

That thereupon M. P. V. Kiebert presented and moved the adoption of the following resolution, to-wit:

"Resolved that this special meeting of the shareholders of the Wallace Mining Company was called and due notice thereof was given, in accordance with the by-laws of said corporation and in accordance with the provisions and requirements of the laws of the State of Idaho, and that more than two thirds of the allotted and outstanding stock of said corporation is represented at this meeting, and that the owners thereof are present either in person or by proxy and that this meeting is competent to proceed with the transaction of the business for which it has been called."

That the motion for the adoption of said resolution was duly seconded by William Featherstone and upon being put to a vote was carried unanimously;

That thereupon William Featherstone presented and moved the adoption of the following resolution, to-wit;

" BE IT RESOLVED by the shareholders of the Wallace Mining Company, that the term of the corporate existence of said corporation be, and it hereby is, extended for the full period of fifty (50) years from and after the date on which the corporate existence of said corporation would expire if this resolution were not adopted, that is to say, from and after the 24th day of June 1942;

AND BE IT FURTHER RESOLVED that the Chairman and the Secretary of this meeting be and they hereby are authorized, empowered and instructed to make and sign a certificate of

the proceedings of this meeting and deliver such certificate to the office of the Secretary of State of the State of Idaho to be filed under the provisions of Section 29-146, Idaho Codes Annotated."

That the motion for the adoption of said resolution was duly seconded by M. V. P. Kiebert;

That thereupon A. H. Featherstone, President of said corporation and chairman of said meeting directed that the ayes and nays be taken on the motion for the adoption of said resolution and directed the secretary to call the roll of stockholders; and thereupon roll call was had and on said roll call 352,367 shares votes in favor of said resolution and of the motion to adopt the same, and no shares were voted in opposition thereto;

That thereupon A. H. Featherstone, President and chairman as aforesaid, declared that more than two thirds of the allotted and outstanding shares of said corporation had voted in favor of the said resolution and the motion to adopt the same, and that said resolution had, therefore, been duly and regularly adopted;

IN WITNESS WHEREOF, the said A. H. Featherstone, President of said corporation and chairman of the aforesaid stockholders meeting and William Featherstone, Secretary of said corporation and of said shareholders meeting, have hereunto set their hands in triplicate this 8th day of June 1942.

A. H. Featherstone
President of the Wallace Mining Company and chairman of the aforesaid stockholders meeting.

Wm Featherstone
Secretary of the Wallace Mining Company and of the aforesaid Stockholders meeting.

State of Idaho, :
:SS.
County of Shoshone. :

A. H. Featherstone, President of Wallace Mining Company and Chairman of the aforesaid shareholders meeting and William Featherstone Secretary of the Wallace Mining Company and of the aforesaid shareholders meeting, being severally duly sworn according to law, each for himself on his oath deposes and says; That he has read the within and foregoing certificate of Articles of Amendment of the Articles of Incorporation of the Wallace Mining Company and knows the contents thereof and that the facts therein set forth are true.

Subscribed and sworn to before me
this 8th day of June 1942.

Anna Battel
Notary Public for Idaho

A. H. Featherstone
William Featherstone