

# State of Idaho



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, IRA H. MASTERS, 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

**ALICE SILVER-HEAD MINING COMPANY**  
a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **30th** day of **July, 1946**

original articles of amendment, as provided by Section **29-115 and 29-116** chapters **29-115** and **29-116** of the "ALICE SILVER-HEAD MINING COMPANY", number of directors to **seven**, corporate existence to perpetuity, and reducing the capital stock from **\$1,000,000.00** to **\$500,000.00**.

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film Roll No. **7** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That **the Articles 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 **29th** day  
of **August**, in the year of our Lord  
one thousand nine hundred forty-**six**  
and of the Independence of the United States of  
America the One Hundred **Seventy-First**

Secretary of State.

ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION  
OF THE  
ALICE MINING COMPANY

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, O. L. Jones, the duly elected, qualified and acting president, and L. J. Randall, the duly elected, qualified and acting secretary, of Alice 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 Alice Mining Company at a special meeting of said Board of Directors held at the office of said company in the City of Wallace, County of Shoshone, State of Idaho, at 2 o'clock P. M., Mountain Standard Time, on the 27th day of April, 1946, a special meeting of the shareholders of said Alice Mining Company was called for and to be held at the office of L. J. Randall in the Scott Building in the City of Wallace, Shoshone County, Idaho, at the hour of 2 o'clock P. M., Mountain Standard Time, on the 18th day of June, 1946, for the purpose of considering and acting upon a proposal to amend the Articles of Incorporation of said Alice Mining Company in the following particulars, to-wit:

1. To change the name of said corporation to ALICE SILVER-LEAD MINING COMPANY, or to such other name as may be deemed appropriate.

2. To reduce the capitalization of said corporation from \$1,000,000.00 to \$500,000.00, and to increase the number of shares of the capital stock of said corporation from 1,000,000 to 5,000,000 shares and to reduce the par value of said stock from \$1.00 per share to 10 cents per share.

3. To make all of the capital stock of said corporation non-assessable.

4. To increase the number of directors of said corporation from six to seven.

5. To provide that upon authorization by the Board of Directors all or any portion of the unissued and/or of the treasury stock of said corporation may be offered for sale and sold, for cash or otherwise, without said stock, or any thereof, being first offered for sale to the stockholders of said corporation.

6. To make the duration of the life of said corporation perpetual.

That notice of said special meeting of said shareholders was given as required by law, that is to say, by mailing to each and every one of the shareholders of said corporation, at his or its correct post office address on the 13th day of May, 1946, a notice of said meeting, which said notice set forth the date on which and the hour and the place at which and the purposes for which said meeting was to be held. That at the hour of 2 o'clock P. M., Mountain Standard Time, on the 18th day of June, 1946, at the office of the corporation, to-wit, at the office of the said L. J. Randall in the Scott Building in the City of Wallace, Shoshone County, Idaho, that being the time and place specified in said call and in said notice, shareholders owning 889,100 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 to said notice; that at said time and place L. J. Randall, secretary of said corporation,

presented to said meeting the original copy of the call for said meeting, for the inspection and examination of the shareholders present;

That thereupon Leo J. Hoban presented and moved the adoption of the following resolution, to-wit:

"RESOLVED that this special meeting of the shareholders of Alice Mining Company was called and that 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 George H. Foss and upon being put to a vote was unanimously carried.

That thereupon Leo J. Hoban presented and moved the adoption of the following resolution, to-wit:

"BE IT RESOLVED by the shareholders of Alice Mining Company, in a regularly called and duly noticed special meeting assembled, that the articles of incorporation of said Alice Mining Company be, and they hereby are, amended in the following particulars, to-wit:

1. That Article "I" of said articles of incorporation be, and it hereby is amended to read as follows:

"I. The name of this corporation is and shall be ALICE SILVER-LEAD MINING COMPANY."

2. That Article "IV" of said articles of incorporation be, and it hereby is amended to read as follows:

"IV. The duration of the life of this corporation shall be perpetual."

3. That Article "V" of said articles of incorporation be, and it hereby is amended to read as follows:

"V. The number of directors of this corporation shall be seven (7), and they shall be elected annually and shall serve until the election and qualification of their successors."

4. That Article "VI" of said articles of incorporation be, and it hereby is amended to read as follows:

"VI. The amount of the capital stock of this corporation shall be Five Hundred Thousand Dollars (\$500,000.00), divided into Five Million (5,000,000) shares of the par value of Ten (10) Cents per share, each of which said shares shall be equal in all respects to every other of said shares, and each and all of which said shares shall be non-assessable."

5. That a new article, to be numbered "VII" be, and it hereby is added to said articles of incorporation, to follow immediately after Article VI, as amended as hereinabove set out, and to read as follows:

"VII. The Board of Directors of this corporation shall have power and authority from time to time to authorize the sale of, and to sell, for cash or otherwise, all or any portion of the unissued and/or of the treasury stock of this corporation without said stock, or any thereof, being first offered to the shareholders of this corporation."

"AND BE IT HEREBY FURTHER RESOLVED by the shareholders of Alice Mining Company, at the aforesaid meeting assembled, that the president and the secretary of said corporation be, and they hereby are authorized, empowered and directed to prepare, certify, and cause to be filed and recorded in the office of the Secretary of State of the State of Idaho, and in the office of the County Recorder of Shoshone County, Idaho, articles of amendment of the articles of incorporation of said Alice Mining Company, in conformity with the foregoing provisions of this resolution."

The motion for the adoption of said resolution was seconded by J. P. Lindley, a shareholder of said corporation who was present in person at said shareholders' meeting, and a stock vote thereon resulted as follows:

In favor of said motion.....889,100 shares.

Opposed to said motion..... -0- shares.

The holders of more than two-thirds of the voting power of said corporation, that is to say, the holders of more than two-thirds of the issued and outstanding capital stock of said corporation, having voted in favor of said motion, the president declared said motion carried and said resolution adopted.

We hereby further certify that said corporation's financial condition is as follows, that is to say, that said corporation has assets totaling \$1,151,500.00, represented by cash in the amount of \$843.30 and mining claims and other properties valued at \$1,150,656.70; that said corporation has no debts or other liabilities; that the total capital stock of said corporation which is outstanding amounts to 1,000,000 shares of the par value of \$1.00 per share, leaving a paid in surplus of \$151,500.00. And we further certify that the afore-said reduction of the capital stock of said corporation will not reduce the fair value of the assets of said corporation to an amount less than the total amount of its debts and liabilities plus the amount of its capital stock as so reduced.

IN WITNESS WHEREOF, the said O. L. Jones, president, and the said L. J. Randall, secretary, of the Alice Mining Company, have hereunto set their hands in triplicate this 22<sup>nd</sup> day of August, 1946.

O. L. Jones  
President.

L. J. Randall  
Secretary.

STATE OF IDAHO        )  
                                  ) ss.  
COUNTY OF SHOSHONE )

O. L. JONES, president, and L. J. RANDALL, secretary,  
of the Alice Mining Company, being severally duly sworn, ac-  
cording to law, on their oaths depose and say:

That they have read the foregoing certificate of  
Articles of Amendment of the Articles of Incorporation of the  
Alice Mining Company and know the contents thereof and that  
the facts therein set forth are true.

O. L. Jones  
L. J. Randall

Subscribed and sworn to before me this 22<sup>nd</sup> day of  
August, 1946.

Oliver H. ...  
Notary Public for the State of Idaho,  
Residing at Wallace, Idaho.