

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

CALEDONIA SILVER-LEAD 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 twentieth day of May, 1946

original articles of amendment, as provided by Section a 29-145 & 29-146 I.C.A., extending
corporate existence to perpetuity and amending Article III by designating author-
ized capital stock as \$50,000 preferred with p.v. of \$5.00 and \$200,000 common,
with p.v. of 10%

and that the said articles of amendment contain the statement of facts required by law, and are
recorded on Film Roll No. 6 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 20th day
of May , 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 Seventieth

Secretary of State.

CERTIFICATE OF AMENDMENT TO ORIGINAL
ARTICLES OF INCORPORATION
OF
CALEDONIA SILVER-LEAD MINING COMPANY

WE HEREBY CERTIFY, that a special meeting of stockholders of the Caledonia Silver-Lead Mining Company, a corporation organized and existing under and by virtue of the laws of the State of Idaho, and licensed to do business in said State and maintaining its principal office in Kellogg, Shoshone County, State of Idaho, was held on the 16th day of May, A. D. 1946, at the hour of 10:00 o'clock A. M. (Mountain Standard Time) of said day, pursuant to thirty days' written notice of a special meeting of stockholders to be held on the 16th day of May, A. D. 1946, at the same hour and place at which said meeting all stockholders of said corporation were present; that a copy of said written notice of said meeting, together with affidavit of service of notice of said meeting, is on file in the Record Book of said corporation.

That said special meeting of stockholders of said corporation, was called to order by Robert E. Brown, President of said corporation, and Wayne A. Brainard , Secretary, recorded the Minutes thereof. A canvas of the stock present disclosed the following:

Stock Present in Person:

W. H. Lang	1,000 shares, common
Robert E. Brown	100 shares, common
Wayne A. Brainard	100 shares, common

That total stock outstanding in said corporation is 1,200 shares, and the three above named individuals are all the stockholders of said corporation.

Among other things that took place at said meeting, the following resolution was unanimously adopted, to-wit:

R E S O L U T I O N

BE IT RESOLVED, that Article III, of the original Articles of Incorporation of this corporation, which reads:

That the amount of the capital stock is two hundred fifty thousand dollars (\$250,000.00) of which fifty thousand dollars (\$50,000.00) is to be preferred stock with a par value of five dollars (\$5.00) per share, and two hundred thousand dollars (\$200,000.00) is to be common stock with a par value of twenty-five cents (25¢) per share and assessable. From time to time the preferred stock and the common stock may be increased according to law and may be issued in such amounts and proportions as shall be determined by the board of directors and as may be permitted by law. The holders of said preferred stock shall be entitled to receive, during each fiscal year, out of the net earnings of the company, if there be any net earnings, a dividend at the rate of seven per cent (7%) per annum, payable yearly, on such date as the directors of said corporation may see fit to designate or as the By-Laws may, from time to time, provide. After the payment of said dividend of seven per cent (7%), if the same be earned for any fiscal year to the holders of the preferred stock, any further amount declared in dividends for said year shall be paid to the holders of the common stock in such sum or sums as the directors may see fit to disburse; provided, however, that the board of directors of the company may, in their discretion, declare dividends on the common stock during the fiscal year but no such dividends shall be declared on the common stock until the full amount of dividends for the current year on the preferred stock shall be set apart or paid. The dividends on said preferred stock shall not be cumulative but if earned in any year, said dividend shall amount to seven per cent (7%) per annum. The holders of the preferred stock shall, in case of liquidation or dissolution of the company, be entitled to be paid in the full par value of their preferred shares and the dividends accumulated and unpaid thereon before any sum or sums are to be paid to the holders of the common stock. The holders of the preferred stock shall have no voting power whatever, nor shall they be entitled to notice of any meetings of stockholders of the company. Said preferred stock shall be subject to liquidation at five dollars and thirty-five cents (\$5.35) per share thereon at any time after three (3) years from the issue thereof, at such time or times, and in such manner as the board of directors may designate.

Be Amended to read:

That the amount of the capital stock is two hundred fifty thousand dollars (\$250,000.00) of which fifty thousand dollars (\$50,000.00) is to be preferred stock with a par value of five dollars (\$5.00) per share, and two hundred thousand dollars (\$200,000.00) is to be common stock with a par value of ten cents (10¢) per share and assessable. From time to time the preferred stock and the common stock may be increased according to law and may be issued in such amounts and proportions as shall be determined by the board of directors and as may be permitted by law. The holders of said preferred stock shall be entitled to receive, during each fiscal year, out of the net earnings of the company, if there be any net earnings, a dividend at the rate of seven per cent (7%) per annum, payable yearly, on such date as the directors of said corporation may see fit to designate or as the By-Laws may, from time to time, provide. After the payment of said dividend of seven per cent (7%), if the same be earned for any fiscal year to the holders of the preferred stock, any further amount declared in dividends for said year shall be paid to the holders of the common stock in such sum or sums as the directors may see fit to disburse; provided, however, that the board of directors of the company may, in their discretion, declare dividends on the common stock during the fiscal year but no such dividends shall be declared on the common stock until the full amount of dividends for the current year on the preferred stock shall be set apart or paid. The dividends on said preferred stock shall not be cumulative but if earned in any year, said dividend shall amount to seven per cent (7%) per annum. The holders of the preferred stock shall, in case of liquidation or dissolution of the company, be entitled to be paid in the full par value of their preferred shares and the dividends accumulated and unpaid thereon before any sum or sums are to be paid to the holders of the common stock. The holders of the preferred stock shall have no voting power whatever, nor shall they be entitled to notice of any meetings of stockholders of the company. Said preferred stock shall be subject to liquidation at five dollars and thirty-five cents (\$5.35) per share thereon at any time after three (3) years from the issue thereof, at such time or times, and in such manner as the board of directors may designate.

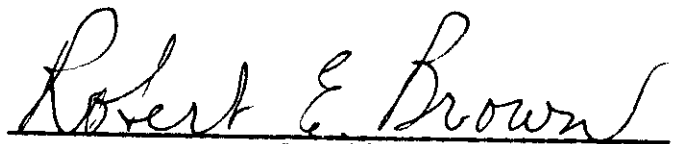
BE IT FURTHER RESOLVED, that Article V, of the original Articles of Incorporation, of this corporation, which reads:

That the term for which said corporation is to be in existence is fifty (50) years.

Be Amended to read:

That the term for which said corporation is to exist is perpetual.

WITNESS, our hands and the Seal of said corporation this 16th day of May, A. D. 1946.


President

Attest:


Secretary

STATE OF IDAHO)
) ss.
COUNTY OF SHOSHONE)
)

ROBERT E. BROWN, and WAYNE A. BRAINARD , each being duly sworn
on oath, and not one for the other, depose and say:

That they are the President and Secretary, respectively, of the Caledonia Silver-Lead Mining Company, a corporation; that they have read the foregoing certificate of amendment to the original Articles of Incorporation, know the contents thereof, and state that the facts therein stated are true.

Robert E. Brown
President

Wayne A. Brainard
Secretary

Subscribed and sworn to, before me this 16th day of May, A. D. 1946.

Lamy Donnell
Notary Public in and for the State of Idaho
residing at Kellogg, Idaho.