

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

CEDAR CREEK MINING AND DEVELOPMENT 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 **Twenty-sixth** day of **October** **1935**,

original articles of amendment, as provided by Sections 29-145, 29-146, 29-147 and 29-148, Idaho Code Annotated reducing the capital stock from \$1,000,000 to \$250,000 by increasing the number of shares from 1,000,000 @ \$1.00 to 2,500,000 @ 10¢; enlarging their purposes; adding Article IX to their Articles; changing their principal place of business from Wallace to Granite Creek, Shoshone County, and changing the name to

SILVER STRIKE MINING COMPANY

and that the said articles of amendment contain the statement of facts required by law, and are recorded in Book A- 29 of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the capital stock has been reduced from \$1,000,000 to \$250,000 by increasing the number of shares from 1,000,000 @ \$1.00 to 2,500,000 @ 10¢; the purposes enlarged; Article IX added; the principal place of business changed from Wallace to Granite Creek, Shoshone County and the name changed to

SILVER STRIKE MINING COMPANY

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 **26th** day

of **October**, in the year of our Lord

one thousand nine hundred thirty- five,

and of the Independence of the United States of

America the One Hundred **Sixtieth**.

Secretary of State.

C E R T I F I C A T E

STATE OF IDAHO)
County of Kootenai)ss

We, E. A. Butenschoen, President and L. W. Defenbach, Secretary, of the Cedar Creek Mining & Development Company, Ltd., a corporation organized and existing under and by virtue of the laws of the State of Idaho, do hereby certify that at a meeting of the stockholders of said corporation regularly held in accordance with the requirements of the laws of the State of Idaho, after thirty days notice given in the manner required by the laws of the State of Idaho, at the Samuels Hotel, Wallace, Idaho, the principle place of business of this Corporation, on the first day of October, 1935, at which meeting 499,444 shares of the capital stock of this corporation was represented by persons present and by proxy and voting, said amount being more than ninety (90%) per cent of the outstanding capital stock of said corporation, unanimously adopted the following resolutions:

Motion regularly made by L. W. Defenbach and seconded by Edward Hillberg that the following resolution be adopted:

RESOLVED: That article two of the articles of incorporation be amended to read as follows:

"Article Two

The purposes for which this Corporation is formed are:

(1) As its main purpose to explore, locate, acquire and develop, sell, lease, mortgage or otherwise dispose of any mines, mining rights and metalliferous land, and any interest therein; to acquire, smelt, reduce, refine, mill and otherwise dispose of ores, minerals and metals, to crush, win, get, quarry, calcine, refine, dress, amalgamate, manipulate and prepare for market mineral substances of all kinds; to buy, build, construct and otherwise acquire, own, hold, sell, lease, mortgage or otherwise dispose of ways, tramways, railways, bridges, waters, water-courses, reservoirs, aqueducts, wharves, docks, factories, warehouses, furnaces, crushing works, hydraulic works, electrical works, sawmills, cars,

wagens, boats, ships, houses, engines, motors and vehicles of transportation of every kind, electric, steam and waterpower plants, and machinery and appliances therefor, and for the transmission thereof; to acquire, hold and dispose of inventions, patents and trademarks in the United States and foreign countries; to acquire, hold and dispose of any and all kinds of real and personal property; to conduct said mining and other business, as principal or agent, within and without the State of Idaho, and to carry on any business, make contracts and do any and every act necessary, proper, incidental or convenient to said purposes and objects not inconsistent with the laws of Idaho.

(2) To buy, sell, deal in, lease, hold or improve real estate and fixtures and personal property incidental thereto, or connected therewith, and with that end in view, to acquire, by purchase, lease, hire or otherwise, lands, tenements, hereditaments, or any interest therein, and to improve the same, and generally to hold, manage, deal with and improve the property of the company, and to sell, lease, mortgage, pledge or otherwise dispose of the lands, tenements and hereditaments or other property of the company; to construct, erect, equip, repair and improve houses, buildings, public or private roads, alleys, tramways, railroads, reservoirs, irrigation ditches, wharves, sewers, tunnels, conduits and subways; to make, enter into, perform and carry out contracts for constructing, altering, decorating, maintaining, furnishing, fitting up and improving buildings of every sort and kind; to advance money to, and enter into contracts and arrangements of all kinds with builders, property owners and others; and to carry on in all their respective branches the business of builders, contractors, decorators, dealers in stone, brick, timber, hardware and other building materials or requisites.

(3) To apply for, obtain, register, purchase or otherwise acquire, and hold, own, use, operate, introduce, sell, assign, grant licenses for the use, dispose of and otherwise deal in patent rights, privileges, concessions, licenses, trade marks, trade names, copy rights, distinctive marks, devices, improvements, improved or secret processes and formulae of every sort and description necessary, proper, or incidental to any of these purposes contained in these Articles, as hereinbefore or hereinafter limited, used in connection with or secured under Letters Patent of the United States or of any other country and any governmental grants or concessions and to use, exercise, develop, grant licenses in

respect to or otherwise turn to account any and all such patents, copyrights, concessions, trade marks, processes, formulae and the like on any such property rights and information so acquired.

(4) Provided it is incidental to or necessary, convenient or proper for the purpose of aiding, assisting, developing, rendering more effective or carrying out the main purposes of the company, to acquire and undertake the good will, property, rights, franchises, and assets of every kind, and the liabilities of any person, firm, association or confederation, either wholly or partly, and pay for the same in cash, stock or bonds of the company or otherwise.

(5) In and about the carrying on or out matters incidental to the main purpose of the company, to join or consolidate with and enter into agreements and cooperative relations, not in contravention of law or any of these articles, with any persons, firms, associations or corporations, governmental, municipal or otherwise.

(6) Subject to the provisions of law, the company may purchase or otherwise acquire, hold and re-issue the shares of its capital stock.

(7) In carrying on or out its main purpose to hold, purchase or otherwise acquire or be interested in, and to sell, assign, pledge or otherwise dispose of shares of the capital stock bonds or other evidences of debt issued or created by any other corporation, private, municipal, state or national, whether foreign or domestic, and whether now or hereafter organized; and while the holder of any such shares of stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

(8) In the purchase or acquisition of property, business, rights or franchises, or for any other object in or about its business or affairs, as hereinbefore or hereinafter defined and limited and without limit as to amount, except as limited by law, to incur debts, and to raise, borrow and secure the payment of money in any lawful manner, including the issuance of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

(9) As hereinbefore and hereinafter limited, to conduct business, have one or more offices, and purchase, mortgage, pledge, lease and convey real and personal property or any estate or interest therein in any part of the world, but always subject to local laws.

(10) As hereinbefore and hereinafter limited for the purpose of carrying out or aiding in developing or protecting the main purpose of the company, to enter into, make, perform and carry out contracts of every sort and kind with any person, firm, association, corporation, private, public or municipal, or body politic and with the government of the United States, or any state, territory, colony or municipality thereof, or any foreign government.

(11) Provided, however, that nothing contained herein shall be construed to authorize the corporation to transact business in any state, territory or country contrary to the provisions of the laws thereof, and that nothing in these purposes shall be construed to authorize the corporation to conduct the business of a common carrier, banking, insurance, savings bank, trust companies or of corporations intended to derive profit from the loan or use of money lenders, or of safe deposit companies, including the renting of safes in burglar and fire-proof vaults, or of public service or public utility companies.

(12) The several clauses contained in this statement of purposes, objects and powers shall be construed as both objects, purposes and powers and the statements in each clause shall, except when otherwise expressed, in no wise be limited or restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers, and no recitation, expression or declaration of specific or special objects, purposes or powers herein enumerated shall be deemed to be exclusive; but it hereby expressly is declared that all other lawful powers not inconsistent therewith hereby are included; provided, however, that all purposes, objects and powers hereby are declared to be included in these articles for the purpose of carrying out, aiding, assisting, protecting and enabling to be more effective the main purpose of this corporation set forth in Clause (1) of this Article II, and not otherwise.

(13) Any and all of the rights, objects, purposes, powers, privileges and restrictions in these Articles of Incorporation granted, contained, conferred or imposed may be enlarged, amended, altered or changed in any manner and to any extent, or repealed by a certificate of amendment made, executed, authorized and filed in any manner now or hereafter permitted or authorized, when in conformity to the rules not in contravention of the law established by these Articles, by the laws of the State of its incorporation.

RESOLUTION AMENDING ARTICLE ONE OF THE ARTICLES OF
INCORPORATION:

On motion duly made by A. F. Bingenheimer and seconded
by E. A. Duenschoen, that the following resolution be adopted:

RESOLVED: That the name of this corporation
be changed from Cedar Creek Mining
& Development Company, Ltd. its
present name, to Silver Strike
Mining Company, by which latter
name it shall hereafter be known,
and that article one of the articles
of corporation be amended to read as
follows:

"Article One

The name of this corporation shall
be the Silver Strike Mining Company."

This motion unanimously carried and said resolution was
declared unanimously adopted.

RESOLUTION AMENDING ARTICLES OF INCORPORATION

Motion regularly made by E. W. Defenbach and seconded by Edward Billberg, that the following resolution be adopted:

RESOLVED: That the articles of incorporation be amended to include another paragraph to be known as article nine, which article will read as follows:

"Article Nine

The Board of Directors of this corporation are hereby expressly authorized and empowered to repeal and/or amend the by-laws and/or adopt new by-laws by 2/3 vote of the Board of Directors."

Motion unanimously carried and the resolution declared unanimously adopted.

RESOLUTION AMENDING ARTICLE THREE OF THE ARTICLES OF
INCORPORATION:

Motion regularly made by L. W. Defenbach and seconded by
Edward Billberg, that the following resolution be adopted:

RESOLVED: That article three of the articles of
incorporation be amended to read as
follows:

"Article Three

The principle place of business of this
corporation shall be at the mining
property of this company, on Granite
Creek, Shoshone County, Idaho, Post
Office Address, Murray, Idaho, with
power to establish branch offices else-
where."

Motion unanimously carried and resolution declared un-
animously adopted.

RESOLUTION AMENDING ARTICLE SIX OF ARTICLES OF INCORPORATION

Motion was regularly made by A. F. Beingenheimer and seconded by E. A. Butenschoen, that the following resolution be adopted:

WHEREAS, the assets of this corporation amounts to \$1,284,374.31 which assets consist of the following:

Cash and accounts receivable	\$78.42
Surface Buildings	37,979.37
Machinery and Equipment	35,537.74
Development	205,156.42
Property	<u>1,500,622.36</u>

Total	1,284,374.31
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And the liabilities of this company, not including capital stock, amounts to \$9,524.17, consisting of the following:

Accounts payable	1,156.72
Notes payable	6,919.26
Installments on Treasury Stock sales	<u>1,448.19</u>

Total	9,524.17
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AND WHEREAS, the proposed reduction 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.

RESOLVED: That the authorized capital stock of the Silver Strike Mining Company, formerly Cedar Creek Mining & Development Company, Ltd., be reduced from 1,000,000 shares of the par value of \$1.00 each, to 2,500,000 shares of the par value of 10¢ each, so that the authorized capital stock of said corporation shall hereafter be \$250,000.00 instead of \$1,000,000 as heretofore, and that such 2,500,000 shares be non-assessible and that article six of the articles of incorporation be amended to read as follows:

"Article Six

The amount of the capital stock of said corporation is fixed at \$250,000 divided into 2,500,000 shares of the par value of 10¢ per share, said stock to be non-assessible."

Motion unanimously carried and resolution declared un-animously adopted.

IN WITNESS WHEREOF, we have hereto signed our names and
affixed the seal of said corporation this 19th day of October,
A.D. 1935.

E. A. Butenschoen
President
of Cedar Creek Mining & Development
Company, Ltd.

L. W. Defenbach
Secretary
of Cedar Creek Mining & Development
Company, Ltd.

Subscribed and sworn to before me this 23^d day of
October, A.D. 1935.

E. J. Anderson
Notary Public for the State of
Idaho, residing at Coeur d'Alene.
My commission expires Sept. 20, 1936.