

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

BOBBY ANDERSON GROUP 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 **Twenty-eighth** day of **February** 193 **8**,

original articles of amendment, as provided by Section **29-145, 29-146, 29-147 and 29-148, Idaho Code Annotated**, reducing the capital stock from **\$2,000,000.00** to **\$20,000.00**, divided into **2,000,000** shares of the par value of one cent (**.01**) each,

and that the said articles of amendment contain the statement of facts required by law, and are recorded in Book A- **31** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the capital stock has been reduced from **\$2,000,000.00** to **\$20,000.00**.

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 **28th** day
of **February**, in the year of our Lord
one thousand nine hundred thirty- **eight**,
and of the Independence of the United States of
America the One Hundred **Sixty-second**.

Secretary of State.

ARTICLES OF REDUCTION OF CAPITAL STOCK OF
BOBBY ANDERSON GROUP MINING CO.

- - - - -

A special meeting of the stockholders of the Bobby Anderson Group Mining Co., a corporation organized and existing under and by virtue of the laws of the State of Idaho, was held in the office of said corporation at the First State Bank Building, Kellogg, County of Shoshone, State of Idaho, on the 15th day of November, 1937, at the hour of three o'clock P.M., in accordance with the resolution and order of the Board of Directors of said corporation calling said meeting and the notices thereof given, addressed and mailed as hereinafter set forth.

The meeting was called to order by T. H. Mason, president of said corporation.

A poll of the stock present in person or represented by proxy at said meeting was taken and there was 129,740 shares of stock represented in person and by proxy present at said meeting. This not being sufficient to constitute two-thirds of the subscribed and issued capital stock of said corporation, and therefore, insufficient to constitute a quorum, the meeting was thereupon postponed until the 21st day of February, 1938, at the hour of two o'clock P.M. at 401 Main Street, Kellogg, Idaho.

Persuant to an adjournment taken on the 15th day of November, 1937, the stockholders of the Bobby Anderson Group Mining Co. reconvened at two o'clock P.M. on the 21st day of February, 1938, at 401 Main Street, Kellogg, Idaho.

The meeting was called to order by T. H. Mason, President of said corporation, and upon motion duly made, seconded and unanimously carried, the said T. H. Mason was elected chairman of said meeting of stockholders and Ben H. Miles, secretary of said corporation was upon motion seconded and unanimously carried, elected secretary of the said stockholders meeting.

The entire capital stock of said corporation was on said 21st day of February, 1938, Two Million Dollars (\$2,000,000) divided into Two Million (2,000,000) shares of common stock of the par

value of One Dollar (\$1.00) a share, and the total number of subscribed shares of said corporation was on said day and now is 461,121 shares. There were present in person or by proxy, at said meeting, the shareholders owning and holding 373,818 shares of subscribed capital stock of said corporation.

Thereupon, a motion was duly made and seconded that the following resolution be adopted:

RESOLVED by the stockholders of the Bobby Anderson Group Mining Co. representing more than two-thirds of the issued and outstanding capital stock of said corporation in meeting duly assembled and called by the Board of Directors of said corporation, that said corporation reduce its capital stock from Two Million Dollars (\$2,000,000) divided into Two Million shares (2,000,000) of common stock of the par value of One Dollar (\$1.00) a share to Twenty Thousand Dollars (\$20,000) divided into Two Million shares (2,000,000) of common stock of the par value of One Cent (.01) a share, and that the said capital stock is hereby reduced to Twenty Thousand Dollars (\$20,000) divided into Two Million (2,000,000) shares of the par value of One Cent (.01) a share; that the president and secretary of said corporation sign the articles of reduction of capital stock as required by law, in triplicate, and forward the same to the Secretary of State for his indorsement and approval and that the said secretary file one part in the office of the County Recorder in and for the County of Shoshone, State of Idaho, according to law.

Upon being put to a vote, the said motion was unanimously carried and said resolution adopted by a vote of all stockholders of said corporation present in person or by proxy, said stockholders owning and representing 373,818 shares of the capital stock of said corporation. The chairman thereupon declared the result of said vote as above stated, and there being no further business to be transacted, the meeting adjourned.

Said proposed reduction will not reduce the fairvalue of the assets of the corporation to an amount less than the total amount of the debts and liabilities of said corporation, plus the amount of its capital stock, as so reduced, the financial condition of said company being as follows:

<u>ASSETS</u>		<u>LIABILITIES-CAPITAL STOCK</u>	
Cash.....	\$ 534.69	Note payable	\$ 194.00
Mining claims.....	50,000.00		
Buildings	1,989.51	Stock	
Machinery & Equip.cost	9,515.02	Authorized 2,000,000	
Mine development	72,436.62	In treasury 1,538,879	\$4,611.21
		Stock payable (.01 shr)	3,050.00
		Unearned surplus	126,620.63
TOTAL.....	\$134,475.84	TOTAL.....	\$134,475.84

Ben H. Miles

(Signed) Ben H. Miles

Secretary of said Meeting of
Stockholders and of said
Corporation.

T. R. Mason

(Signed) T. R. Mason

Chairman of Stockholders Meet-
ing and President of said Cor-
poration.

We, the under signed, T. R. Mason, chairman, and Ben H. Miles, secretary of the aforesaid special meeting of the stockholders of the Bobby Anderson Mining Co., a corporation existing under and by virtue of the laws of the State of Idaho, do hereby certify that all of the foregoing is true and correct and is a true and full record of the proceedings had and business done at said meeting relative to the reduction of the capital stock of said corporation.

IN WITNESS WHEREOF, we have hereunto set our hands this 21 day of February, 1938, at the City of Kellogg, County of Shoshone, State of Idaho.

Ben H. Miles
(Signed) Ben H. Miles

Secretary of said Meeting of
Stockholders and of said
Corporation.

T. R. Mason
(Signed) T. R. Mason

Chairman of Stockholders Meeting
and President of said Corporation

STATE OF IDAHO }
 } ss.
County of Shoshone)

On this 24 day of February, 1938, before me, a Notary Public in and for the State of Idaho, residing at Kellogg, personally appeared T. R. Mason, known to me to be the chairman of the meeting of stockholders in the foregoing certificate mentioned, and Ben H. Miles, known to me to be the secretary of said meeting of stockholders and each duly and severally acknowledged to me that they executed the foregoing certificate as such chairman and secretary, respectively.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate written.

(SEAL)

H. L. Tison
Notary Public in and for the State
of Idaho; residing at Kellogg.

A F F I D A V I T

STATE OF IDAHO }
County of Shoshone } ss.

D. R. Frost, being duly sworn deposes and says:

That he is and at all times hereinafter mentioned is a citizen of the United States and over the age of twenty-one years; that he is assistant secretary of the Bobby Anderson Group Mining Company, a corporation organized and existing under and by virtue of the laws of the State of Idaho; that on the 13th day of October, 1937, he addressed to each of the stockholders of the said corporation whose names appear on the books of said corporation, at each stockholder's last known place of residence, a notice specifying the time and place and purpose of holding said meeting, a true printed copy of which notice is as follows:

Call for and Notice of Special Meeting of Stockholders of
BOBBY ANDERSON GROUP MINING CO.
AN IDAHO CORPORATION

Kellogg, Idaho, October 13, 1937

To the Stockholders of Bobby Anderson Group Mining Co.

Notice is hereby given that a special meeting of stockholders of the Bobby Anderson Group Mining Co., will be held at the office of the company, First State Bank Bldg. Kellogg, Shoshone County, Idaho, Monday, Nov. 15, 1937, at the hour of three o'clock p.m. of said day for the purpose of voting and passing upon a resolution authorizing the directors to take proper and necessary steps to change the capital structure from \$2,000,000 divided into 2,000,000 shares of the par value of one dollar, to \$20,000 divided into 2,000,000 shares of the par value of one cent per share, and for the transaction of such other business as may legally come before said meeting.

And that on the said 13th day of October, 1937, he deposited in the United States Post Office in the City of Kellogg, County of Shoshone, State of Idaho, with postage fully prepaid, each and all of the said notices addressed as aforesaid; that the stockholders to whom said notices were addressed and mailed as aforesaid were on said 13th day of October, 1937, the stockholders of said corporation.

D. R. Frost

Subscribed and sworn to before me this ~~21st~~ day of February, 1938.

W. L. Tuson

Notary Public in and for the State
of Idaho; Residing at Kellogg.