



Department of State.

CORPORATION REINSTATEMENT CERTIFICATE

PETE T. CENARRUSA

I, ~~ARMON C. WICKLIAMS~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State and collector of the annual corporation tax, do hereby certify that

SNOWSHOE MINING COMPANY

a corporation organized and existing under and by virtue of the laws of the State of **Idaho** with its principal place of business in Idaho located at **Wallace**, Idaho, forfeited on the **30th** day of **November**, 1953, its charter or authority to do business in the State of Idaho, because of failure to **file the required Annual Statement** due the State of Idaho for the fiscal year ending June 30th, 1954, as provided by Section 30-608, Idaho Code.

AND I FURTHER CERTIFY That the said corporation has subsequently and on the **4th** day of **December**, 1970, **filed their Annual Statement and paid the penalties** and the said corporation is therefore reinstated on the records of this office, and all the corporate rights which it enjoyed under the Constitution and Laws of the State of Idaho prior to the date of said forfeiture, are hereby restored.

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
4th day of **December**
A. D., 1970.

Secretary of State.

CERTIFICATE OF AMENDMENT OF THE ARTICLES OF INCORPORATION AND INCREASE OF THE CAPITAL STOCK OF THE SNOWSHOE MINING COMPANY.

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We, the undersigned Chairman and Secretary of the stockholders meeting called for the purpose of amending the articles of incorporation and increasing the capital stock of the SNOWSHOE MINING COMPANY, and a majority of the directors of said corporation do hereby certify:

I.

That at a special meeting of the board of directors of the SNOWSHOE MINING COMPANY, a corporation duly organized and existing under and by virtue of the laws of the State of Idaho, held at Mullan, Idaho, on October 3, 1923, by a majority vote of the directors of said corporation, to-wit:

John Gearon
Knute Rosdal

Herman Marquardt
H. B. Kingsbury

being a majority of the six directors of said corporation, a special meeting of the stockholders of the corporation was duly called to be convened on the 20th day of November, 1923, at 7:30 o'clock P. M. of said day at the office of H. B. Kingsbury at Mullan, Idaho, for the following purposes, to-wit:

"1- To call a special meeting of the stockholders of said corporation for the purpose of electing a board of directors, for the purpose of amending the by-laws of the company or adopting a new set of by-laws as the stockholders may then decide, and for the purpose of amending the articles of incorporation of the company in the following particulars, to-wit:

(a) To amend Article 3 of said articles of incorporation by extending the scope of the business which may be transacted by the corporation and to enlarge its powers in that respect as the stockholders may then decide upon.

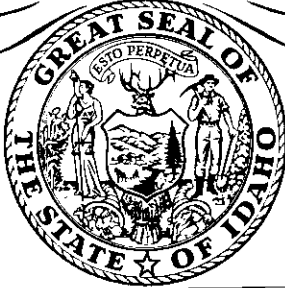
(b) To amend Article 5 of said articles of incorporation so as to change the principal place of business of the corporation from Mullan to Wallace, Idaho.

(c) To amend Article 6 of said articles of incorporation so as to increase the capital stock of the corporation from 1,000,000 shares of the par value of \$1.00 per share, or \$1,000,000.00, to 2,000,000 shares of the par value of \$1.00 per share, or \$2,000,000.00.

(d) To amend Article 7 of said articles of incorporation so as to reduce the number of directors of said corporation from six to five.

(e) To make any other amendments to said articles

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

PETE T. CEMARRUSA

I, ~~ARNOLD WILKINS~~, 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

SNOWSHOE 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 **4th** day of **December** 19 **70**, original articles of amendment, as provided by Section 's 30-146 and 30-147, Restating **Articles of Incorporation**

and that the said articles of amendment contain the statement of facts required by law, and ~~and~~ **will be** recorded on ~~Books~~ **Microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation 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 **4th** day of **December**, A. D., 19 **70**.

Secretary of State

of incorporation as the stockholders then present may deem necessary, advisable, convenient or for the best interests of the corporation.

The said stockholders meeting to be held for the transaction of the ordinary business which may be transacted at any ordinary meeting of the stockholders of the corporation, and to do anything that the stockholders present may deem advisable or expedient.

2- To receive and pass upon reports of officers, any resignations that may be presented, and to fill vacancies either in the board of directors or among the officers of the company.

3- To arrange for any work desired upon the company's property.

4- To provide for the financing of the company's business and affairs and the development of its properties.

5- To transact any other business that might legally come before any regular or special meeting of the directors.

II.

That notice of the time and place of said meeting and the objects thereof, as aforesaid, was published in the "Mullan Progress", a weekly newspaper published at Mullan, in the County of Shoshone, State of Idaho, in which said county the principal place of business of said corporation is located, for a period of at least thirty days, the first publication thereof being in the issue of said paper dated the 12th day of October, 1923, and at least once a week thereafter for each consecutive week thereafter for the full period of thirty days and until and including the 16th day of November, 1923, the date of the last publication thereof, and that in addition to such publication a copy of such notice was served upon each of the stockholders of said company as shown by its books, by mailing a full, true and correct copy thereof to each of said stockholders at their respective addresses as shown by the stockbooks of said corporation, at least thirty days before the date of said proposed meeting.

III.

That said notice was in the same language as is contained in subdivision paragraphs one to five, inclusive of paragraph I of this certificate, apprising the stockholders that said business as mentioned in said notice would be presented to the stockholders present at said meeting for their action.

IV.

That pursuant to said notice the said stockholders meeting convened at the office of H. B. Kingsbury in Mullan, Idaho, on November 20, 1923, at which meeting there were present and duly represented more than two-thirds ($\frac{2}{3}$) of the entire capital stock of said corporation, or to-wit: 355,000 shares.

John Gearon was elected Chairman of the meeting, and Herman Marquardt was elected Secretary of the meeting, and thereupon by a

vote of 355,000 shares of stock, the same being more than two-thirds ($\frac{2}{3}$) of the entire capital stock of the corporation, the following resolution was adopted, to-wit:

"Be it resolved that Article Three of the Articles of Incorporation of this company be amended so as to read as follows, to-wit:

That the purposes for which this corporation is formed are as follows:

"(a) To purchase, acquire, own, enter, lease and rent mines, mining claims and mineral lands of every kind, nature and description, also to purchase, acquire, enter, own, lease or rent mill sites, water rights, timber claims or other timber lands, real estate, terminal facilities and other easements; to work, prospect and develop mines and mineral lands of every kind, nature and description, either for itself or for other companies, corporations or individuals upon such terms and for such remuneration as it shall deem fit and proper, and to accept, take and hold mineral lands and claims of every kind, nature and description, either as an entirety or any interest in the same; and to buy, sell, own or control stock of other corporations as it shall deem fit and proper. To do everything that may be proper in the conduct of its business in the way of developing, prospecting, locating, acquiring, buying and selling, renting and leasing mineral lands and mining claims of every kind, nature and description, and working such mines, and the reduction of ore and mineral therefrom, and in reducing such ore to the most merchantable value, and in so doing to contract, buy, build, sell, own and operate all necessary mills, smelters, machinery, roads, railroads, either steam or electric, tramways, ditches, flumes, and such other property as it shall deem fit and necessary for carrying out the objects herein stated. To buy, sell or lease mines and mining property of all kinds, and property of every kind, nature and description, useful or necessary in operating and maintaining the same and in reducing the ores and refining the minerals taken therefrom. To erect buildings, saw mills, boarding houses and hotels and to conduct the same. And to conduct mercantile business of all kinds and other adjuncts to mines and concentrating mills, and to engage in steam and other transportation, road building and engineering, freighting and other carrying.

(b) To conduct a general mining, milling, smelting and reduction business.

(c) To exercise the right of eminent domain according to law, and to condemn rights of way for tunnels, shafts, hoisting works, dumps, cuts, ditches, canals, reservoirs, storage basins, dams, roads, railroads and tramways, incident, necessary or convenient for the uses and purposes and objects of this corporation and to do all things incident to the general business of this corporation in the State of Idaho and the other

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

OF

SNOWSHOE MINING COMPANY

Pursuant to a resolution passed by the Board of Directors of the Snowshoe Mining Company, a special meeting of the Shareholders convened at Wallace, Idaho, on Oct. 27, 1970, at 8:00 o'clock P.M., (Pacific Standard Time), said meeting having been duly and regularly called, by proper notice. That at said meeting more than two-thirds (2/3) of the issued and outstanding stock of said Corporation was present in person or by proxy.

1. One of the purposes for which said meeting was called was to consider and act upon a proposal to make the duration of the Company perpetual. At said meeting the following resolution was submitted to the shareholders for their vote, said resolution being as follows, to-wit:

WHEREAS, it is desired to amend the Articles of Incorporation to make the duration of the Company perpetual.

NOW THEREFORE, BE IT RESOLVED that Article II of the charter of the corporation should be stricken, which presently provides as follows:

"ARTICLE II

The term of existence of this incorporation shall be fifty years from and after the adoption of these articles of incorporation."

and insert in lieu thereof as follows:

"ARTICLE II

The duration of this Corporation shall be perpetual."

BE IT FURTHER RESOLVED if this Resolution is adopted pursuant to law, that the directors and officers shall execute all necessary papers and shall file of record Articles of Amendment of Incorporation with the Secretary of State, State of Idaho, and with the Recorder of Shoshone County, Idaho.

That upon the aforesaid resolution being put to a vote upon motion it was determined that the shareholders having a two-thirds majority of the issued and outstanding stock of the corporation voted in favor of the resolution. The Tellers report which was accepted, showed the vote was 261,750 shares in favor of said resolution and no shares against

said resolution. There are presently 301,254 shares of stock which are issued and outstanding.

2. Another purpose of the meeting was to consider a proposal to amend the Articles of Incorporation to modernize the purposes for which the Corporation is formed. At said meeting the following resolution was submitted to the shareholders for their vote, said resolution being as follows, to-wit:

WHEREAS, it is desired that the Articles of Incorporation be amended to modernize the purposes for which the Corporation is formed.

NOW THEREFORE, BE IT RESOLVED that the Articles of Incorporation should be amended in that Article III should be stricken, which presently provides as follows:

"ARTICLE III

The object for which this corporation is incorporated is the business of mining in all its branches, the location, acquisition and operation of mines: the building, erection, operation and maintaining of smelting and reduction works for the smelting and concentration of ores: the location, acquisition and controlling of water and water rights: the dealing in of timber lands: the building and equipping of suitable transportation lines and railroads for the purpose of marketing ore and other products of said mines: the bonding, mortgaging, hypothecating or pledging any and all of its property: the leasing of mines and the operation of the same, and the carrying on of the business of mining in all its branches in the State of Idaho: and generally, the doing of all and every act, in any way incident to the business for which it is incorporated and organized."

and insert in lieu thereof as follows:

"ARTICLE III

That the purposes for which this corporation is formed are as follows:

1. To carry on the business of mining, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying, selling, exchanging, and otherwise producing and dealing in uranium, rare earths, metals and minerals of any kind and nature, including radioactive substances of every kind and description, or other metals, minerals, elements and compounds not now known but which may hereafter be discovered or developed, also gold, silver, copper, lead, zinc, brass, iron steel and all kinds of ores, metals and minerals, and the products and by-products thereof of every kind and description and by whatsoever process the same can be or may hereafter be produced: and to locate, purchase, acquire, own, enter, lease, rent, sell, convey and deal in mines, mining claims and mineral lands of every kind, nature and description: also purchase, acquire, enter, lease, own, rent, sell,

states and territories of the United States and elsewhere that this corporation may desire or conclude to do business.

(d) To buy and sell ores, bullion, metals and concentrates and tailings and other materials and to reduce ores and minerals for pay.

(e) To purchase, use, own and enjoy any and all franchises useful or beneficial for the prosecution of the business of this corporation.

(f) To borrow money on its notes, bonds and other obligations for the general purposes of this corporation and to mortgage, pledge and give in trust any and all of its property to secure the payment thereof.

(g) To do and perform any and all other things that may be found necessary or convenient to carry out the objects of this corporation. "

Be it further resolved that Article Five of the Articles of Incorporation of this company be amended so as to read as follows, to-wit:

"The principal place of business of this corporation shall be at Wallace, Shoshone County, Idaho, with power to establish branch offices elsewhere in the United States of America or in the Dominion of Canada at such places as the corporation, by its board of directors may direct. "

Be it further resolved that the capital stock of this company be increased from One Million Dollars, divided into One Million shares of the par value of One Dollar per share, to Two Million Dollars, divided into Two Million shares of the par value of One Dollar per share, and that in conformity with such increase Article Six of the Articles of Incorporation of this company, being the first paragraph or subdivision found at the top of page two of said Articles of Incorporation, and it hereby is amended to read as follows, to-wit:

"The amount of the capital stock of this corporation is fixed at 2,000,000 shares of the par value of One Dollar per share, or Two Million Dollars."

Be it further resolved that Article Seven of the Articles of Incorporation of this company be amended so as to read as follows, to-wit:

"The number of the directors of this corporation shall be five and they shall be elected from time to time in conformity with the laws of the State of Idaho and the by-laws of this corporation."

IN WITNESS WHEREOF the said John Gearon as Chairman of said stockholders meeting, Herman Marquardt as Secretary of said stockholders meeting and Knute Rosdal, Herman Marquardt, John Gearon and H. B. Kingsbury, a majority of the directors of said corporation, being then in office at said time, and that Herman Marquardt, George A. Mortimer, C. E. Horning, Walter H. Hanson, and H. M. Huemann, the directors elected at said stockholders meeting, being all of the newly

elected directors thereof, have hereunto subscribed their names
this 15th day of December, A. D. 1923.

Executed in duplicate.

John T. Gearon
Chairman of Stockholders Meeting.

Hermon Marquardt
Secretary of Stockholders Meeting.

Henry B. Kingsbury

Directors.

Walter H. Hanson
Hermon Marquardt
John T. Gearon
George H. Mordant
Paul E. Storing
Newly elected Directors of said
Corporation.

STATE OF IDAHO,)
 (ss.
County of Shoshone.)

John Gearon being first duly sworn, deposes and says:

That he was Chairman of the stockholders meeting of the
SNOWSHOE MINING COMPANY, held on the 20th day of November, A. D.,
1923, and that the foregoing certificate and the facts therein
stated are true of his own knowledge.

John T. Gearon

Subscribed and sworn to before me
this 15th day of December, A. D., 1923.

WALTER H. HANSON
ATTORNEY-AT-LAW
WALLACE, IDAHO

W. H. McCormick
Notary Public in and for the State of
Idaho, Residing at Wallace, Idaho.

and deal in mill sites, water, rights, timber claims and other timber lands, real estate, terminal facilities and easements of any and all kinds; to work, prospect and develop mines, mining claims and mineral lands of any and every kind, nature and description, either for itself or for other companies, corporations or individuals, and upon such terms and for such remuneration as it shall deem fit and proper to accept, and to purchase, take, lease, rent, own, hold or sell not only the whole of any and all such mines, mining claims, mineral lands and other property, but any interest or interest therein; to purchase or otherwise acquire, and to own, control, sell, assign, pledge or otherwise dispose of shares of capital stock, bonds or other evidences of debt issued or credited by other corporation or corporations, whether foreign or domestic, and whether now or hereafter to be 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 the same to the extent as a natural person might or could do; to do everything that may be proper or necessary in the conduct of its business in the way of locating, prospecting, developing, acquiring, buying, leasing, holding, operating, renting and/or selling mining claims and mineral lands of every kind, nature and description and/or in the way of working and operating such mines, mineral claims and mineral lands and producing ores and minerals therefrom and/or in the way of reducing such ores and minerals to the most merchantable value and in so doing to contract for, build, buy, lease, own, hold, sell and operate any and all necessary mills, smelters, machinery, equipment, roads, railroads, tramways, ditches, flumes and such other property as it shall deem necessary and proper in carrying out the objects herein stated: and also to purchase, lease, rent, erect, own, hold operate and sell buildings, hotels, boarding houses and sawmills and to conduct merchantile businesses of any and all kinds and to engage in steam and/or other transportation, road building and engineering, freighting and hauling.

2. To conduct a general mining, milling, smelting, and reduction business and to transact other business collateral thereto.

3. To exercise the right of eminent domain according to law, and to condemn rights-of-way for tunnels, shafts, hoisting works, dumps, cuts, ditches, canals, reservoirs, storage basins, dams, roads, railroads and tramways, incident, necessary or convenient for the uses and purposes and objects of this corporation, and to do all things incident to the general business of this corporation, in the State of Idaho and/or in any of the other states and/or territories of the United States, and elsewhere that this corporation may desire to conclude to do business.

4. To buy, and sell ores, bullion, metals, concentrates, tailings and other materials, and to refine the same or to reduce the same for pay.
5. To purchase, own and enjoy any and all franchises useful or beneficial for the prosecution of the business of this corporation.
6. To borrow money on its notes, bonds and/or other obligations for the general purposes of this corporation, and to mortgage, pledge and give in trust any and all its property to secure the payment thereof.
7. To pay the expenses of and preliminary and incidental to the formation, establishment and registration of this corporation.
8. To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.
9. To enter into any agreement, coalition or enterprise to carry out the purposes of this corporation.
10. To contract with, to enter into an agreement with, to cooperate with the office of Mineral Exploration, or any other agency of the United States, and, if permissible, any other government or country to carry out the purposes of this corporation: and to accept subsidies, aids and benefits or to contribute to subsidies, aids and benefits to carry out the purposes of this corporation, and to do all other things and conveniences which may seem necessary, convenient or incidental to any objective of the corporation, whether or not specifically named herein."

BE IT FURTHER RESOLVED if this Resolution is adopted pursuant to law, that the directors and officers shall execute all necessary papers and shall file of record Articles of Amendment of Incorporation with the Secretary of State, State of Idaho, and with the Recorder of Shoshone County, Idaho.

That upon the aforesaid resolution being put to a vote, it was determined the shareholders having a two-thirds (2/3rds) majority of the issued and outstanding stock of the corporation voted in favor of the said resolution. The Tellers report which was accepted showed the vote was 261,750 votes in favor of said resolution and no shares voted against said resolution and there are presently 301,254 shares issued and outstanding of said stock.

3. Another purpose of the meeting was to consider a proposal to amend the Articles of Incorporation to make the principal place of business of this corporation shall be in the City of Wallace, County of Shoshone, State of Idaho, at which place this corporation shall

State of Idaho,)
(ss.
County of Shoshone.)

Herman Marquardt being first duly sworn, deposes and says:

That he was the Secretary of the stockholders meeting of the SNOWSHOE MINING COMPANY held on the 20th day of November, A. D., 1923, and that the foregoing certificate and facts therein stated are true of his own knowledge.

Herman Marquardt

Subscribed and sworn to before me
this 21st day of December, A. D., 1923.

L. M. Connelley
Notary Public in and for the State of
Idaho, residing at Wallace, Idaho.

Office of the SNOWSHOE MINING COMPANY.

State of Idaho,)
(ss.
County of Shoshone.)

I, Herman Marquardt, Secretary of the SNOWSHOE MINING COMPANY do hereby certify:

1- That I now am and at all times in the within and annexed certificate have been and was the duly elected, qualified and acting Secretary of the SNOWSHOE MINING COMPANY.

2- That I am familiar with the foregoing and annexed certificate and have read the same, and know the facts therein stated to be true.

WITNESS my hand and the seal of the said SNOWSHOE MINING COMPANY this 15th day of December, A. D. 1923.

Herman Marquardt
Secretary
SNOWSHOE MINING COMPANY.

- ENDORSED -

Instrument -umber 63844.

Certificate of Amendment of
Articles of Incorporation and
Increase of Capital Stock of the
SNOWSHOE MINING COMPANY
FILED DEC 23 1923 at 4:45 o'clock
P.M. at the request of Herman
Harquardt; Records of Shoshone
County, State of Idaho,

Harry A. Rogers,
County Recorder,
By W. E. White
Deputy.

SEAL OF IDAHO)
COUNTY OF SHOSHONE) SS.

I, HARRY A. ROGERS, County Recorder
in and for the County of Shoshone, State of Idaho, do hereby
certify that I have carefully compared the foregoing copy of

Certificate of Amendment of Articles
of Incorporation and Increase of Capital
Stock of the SNOWSHOE MINING COMPANY,

with the original thereof, and that the same is a full, true
and correct transcript therefrom, together with all the
endorsements thereon, as the same appears on file at my
office and in my custody.

IN WITNESS WHEREOF, I hereunto set my hand and
affix my official seal at my office in
Maltese, Idaho, this 22nd day of December,
A. D. 1923.

Harry A. Rogers
.....
County Recorder.
W. E. White
By
Deputy.

maintain its registered office. At said meeting the following resolution was submitted to the shareholders for their vote, said resolution being as follows, to-wit:

WHEREAS, it is desired that the Articles of Incorporation be amended to make the principal place of business of this corporation shall be in the City of Wallace, County of Shoshone, State of Idaho, at which place this corporation shall maintain its registered office.

NOW THEREFORE, BE IT RESOLVED that the Articles of Incorporation should be amended in that Article V should be stricken, which presently provided as follows:

"ARTICLE V

The principal place of business for this incorporation shall be Mullan, Idaho."

and insert in lieu thereof as follows:

"ARTICLE V

The principal place of business of this corporation shall be in the City of Wallace, County of Shoshone, State of Idaho, at which place this corporation shall maintain its registered office."

BE IT FURTHER RESOLVED if this Resolution is adopted pursuant to law, that the directors and officers shall execute all necessary papers and shall file of record Articles of Amendment of Incorporation with the Secretary of State, State of Idaho, and with the Recorder of Shoshone County, Idaho.

That upon the aforesaid resolution being put to a vote, it was determined the shareholders having a two-thirds (2/3rds) majority of the issued and outstanding stock of the corporation voted in favor of the said resolution. The Tellers report which was accepted showed the vote was 261,750 votes in favor of said resolution and no shares voted against said resolution and there are presently 301,254 shares issued and outstanding of said stock.

4. Another purpose of the meeting was to consider a proposal to allow the directors to sell stock of the corporation without first offering the same to the shareholders of the corporation. At said meeting the following resolution was submitted to the shareholders for their vote, said resolution being as follows, to-wit:

BE IT RESOLVED that a new Article VIII be added to the Articles of Incorporation to provide as follows:

"ARTICLE VIII

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 the corporation."

BE IT FURTHER RESOLVED if this Resolution is adopted pursuant to law, that the directors and officers shall execute all necessary papers and shall file of record Articles of Amendment of Incorporation with the Secretary of State, State of Idaho, and with the Recorder of Shoshone County, Idaho.

That upon the aforesaid resolution being put to a vote it was determined that the shareholders having a two-thirds (2/3rds) majority of the issued and outstanding stock of the corporation voted in favor of the said resolution. The Tellers report which was accented showed the vote was 261,750 votes in favor of said resolution and no shares voted against said resolution and there are presently 301,254 shares issued and outstanding of said stock.

5. Another purpose of the meeting was to consider a proposal authorizing the Board of Directors to amend the By-Laws. At said meeting the following resolution was submitted to the shareholders for their vote, said resolution being as follows, to-wit:

WHEREAS, the By-laws of the corporation are antiquated and it is desired to allow the Board of Directors to repeal and amend the present By-laws pursuant to Idaho law.

NOW THEREFORE, BE IT RESOLVED that a new Article IX be added to the Articles of Incorporation to provide as follows:

"ARTICLE IX

The Board of Directors of this corporation shall, at any regular or special meeting of said Board, have power and authority to repeal and/or amend any or all of the by-laws of this corporation, and/or adopt new by-laws, a majority vote of said directors being required for the exercise of said power.

BE IT FURTHER RESOLVED if this Resolution is adopted pursuant to law, that the directors and officers shall execute all necessary papers and shall file of record Articles of Amendment of Incorporation with the Secretary of State, State of Idaho, and with the Recorder of Shoshone County, Idaho.

That upon the aforesaid resolution being put to a vote it was determined that the shareholders having a two-thirds (2/3rds) majority of the issued and outstanding stock of the corporation voted in favor of the said resolution. The Tellers report which was accepted showed the vote was 26,1750 votes in favor of said resolution and no shares voted against said resolution and there are presently 301,254 shares issued and outstanding of said stock.

IN WITNESS WHEREOF, said Snowshoe Mining Company has caused its corporate seal to be hereunto affixed and this certificate to be signed by its proper officers duly authorized on this 30th day of October, 1970.

Mrs. Herman Marquardt
President

Frank A. Morbeck
Secretary

* * * * *

STATE OF IDAHO)
ss.
County of Shoshone)

On this 17th day of November, 1970, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared MRS. HERMAN MARQUARDT, known to me to be the President of Snowshoe Mining Company, and FRANK A. MORBECK, known to me to be the Secretary of Snowshoe Mining Company, and acknowledged to me that they executed the within instrument on behalf of said Corporation, and they and each of them acknowledged to me that such Corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year hereinabove first written.

Frances D. Hoffman
Notary Public in and for the State
of Idaho: Residing in Wallace, Idaho
My Commission expires: Aug 1 1973

MINUTES OF THE MEETING
of
SNOWSHOE MINING COMPANY

The shareholders meeting of Snowshoe Mining Company was called to order by Mrs. Marquardt, President, at 8:00 o'clock P.M., October 27, 1970, at her residence at 307 Pine St., Wallace, Idaho.

Present at the meeting:

Mrs. Herman Marquardt, President & Director
Frank A. Morbeck, Secretary-Treasurer & Director
Dr. A. M. Peterson, Director
G. B. Christian, Director

Frank A. Morbeck, Secretary, read the minutes of the previous meetings held September 14, 1970, and August 9, 1970. The minutes of both meetings were unanimously approved.

Letters were sent to all known Snowshoe Mining Company stockholders announcing this meeting and asking them to vote to amend the Articles of Incorporation, amend Article II to make the life of the corporation perpetual; Article III to modernize the purposes for which the corporation is formed; Article V to make the principal place of business in the City of Wallace, Idaho; New Article VIII to allow the directors to sell stock of the corporation without first offering the same to the shareholders; and New Article IX to authorize the Board of Directors to amend the By-Laws. Advertisement of this intent was placed in the Wallace Miner newspaper September 24, 1970, through October 15, 1970. 261,750 shares voted for the above listed changes and no shares against. As near as can be determined 29,504 shares did not vote. The changes were adopted by a vote of over two-thirds (2/3) of the outstanding stock. G. B. Christian was the teller. Frank A. Morbeck moved the Tellers Report be accepted, seconded by Mrs. Marquardt. The vote was unanimous.

Mrs. Marquardt discussed the financial condition of Snowshoe Mining Company and reported that since all funds had been previously used to pay taxes on the companies patented claims she had, with her own funds, paid all taxes on Snowshoe Mining Company properties and had kept all company records in good order from 1941 to this date. A motion was made by Dr. A. M. Peterson that Mrs. Marquardt be reimbursed for all taxes paid by her when the company is in the financial status to do so. The motion was seconded by G. B. Christian and the vote was unanimous.

G. B. Christian and Frank A. Morbeck reported that they had visited the claims of Snowshoe Mining Company twice in September, 1970, by Fair Mountain Road, going up Gentle Annie Gulch. Several old mine dumps were visited where early day miners had driven adits into Snow Storm Mountain from Snowshoe Mining Company claims. No mineral of importance was found and all portals were caved making them inaccessible. Some surface areas were covered with trees that may have market value. The mineral and timber potential of the claims should be given further study in the spring of 1971. The Bunker Hill Co. has made some prospect roads in the area that cross Snowshoe Mining Company claims.

There being no further business to transact the meeting was adjourned at 9:00 o'clock P.M.

Frank A. Morbeck

Frank A. Morbeck, Secretary

Mrs. Herman Marquardt
Mrs. Herman Marquardt, President

Frank A. Morbeck
Frank A. Morbeck, Secretary-Treasurer

Dr. A. M. Peterson
Dr. A. M. Peterson, Director

G. B. Christian
G. B. Christian, Director

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

of the

SNOWSHOE MINING COMPANY

The meeting of the Board of Directors of the Snowshoe Mining Company was held in the home of Mrs. Herman Marquardt, 307 Pine Street, Wallace, Idaho, at 8:00 o'clock P.M. on September 14, 1970.

Present at this meeting were.

Mrs. Herman Marquardt, President
Frank A. Morbeck, Secretary
Dr. A. M. Peterson, Director
G. B. Christian, Director

The directors met for the purpose of calling a stockholders meeting of the Snowshoe Mining Company to be held Tuesday, October 27, 1970 at 8:00 P.M. at 307 Pine Street, Wallace, Idaho, for the following purposes:

1. To amend the Articles of Corporation.
2. To amend Article II to make the life of the Corporation perpetual.
3. To modernize the Corporation structure.
4. To amend Article I as to the place of business from Mullan, Idaho to 307 Pine St., Wallace, Idaho
5. To amend the by-laws as to changing the date of the annual stockholders meeting from the first Monday of January to the fifteen day of April each year.

There being no further business to transact, the meeting was adjourned.

Frank A. Morbeck
Frank A. Morbeck, Secretary

Mrs. Herman Marquardt
Mrs. Herman Marquardt, President

Frank A. Morbeck
Frank A. Morbeck, Secretary

Dr. A. M. Peterson
Dr. A. M. Peterson, Director

G. B. Christian
G. B. Christian, Director

MINUTES OF THE MEETING
of
Snowshoe Mining Company

The meeting of Snowshoe Mining Company was held in the home of Mrs. Herman Marquardt, 307 Pine Street, Wallace, Idaho at 2:00 o'clock P.M. on August 9, 1970.

Present at this meeting were:

Mrs. Herman Marquardt
Dr. A.M. Peterson
F.A. Morbeck
G. B. Christian

The charter of Snowshoe Mining Company, Wallace, Idaho expired September 30, 1953.


At present Mrs. Herman Marquardt owns at least 186,750 shares of the 241,254 shares outstanding in Snowshoe Mining Company. Mrs. Herman Marquardt at present owns more than 2/3 of the outstanding shares of Snowshoe Mining Company.

Mrs. Herman Marquardt brought the meeting to order and she appointed the following officers and directors to serve Snowshoe Mining Company:

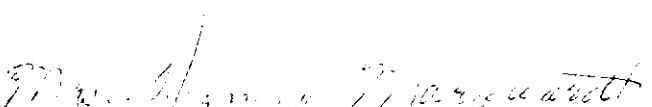
Mrs. Herman Marquardt, Director and President
307 Pine Street, Wallace, Idaho
Dr. Kris B. Solberg, Director and Vice-President
Sturgis, South Dakota
Bertha Marquardt, Director
Lewistown, Montana
Dr. A.M. Peterson, Director
Wallace, Idaho
F.A. Morbeck, Director and Secretary
Wallace, Idaho
G. B. Christian, Director
Wallace, Idaho

Mrs. Herman Marquardt, President, directed F. A. Morbeck to take all necessary steps and procedures to reinstate the charter of Snowshoe Mining Company and issue an annual report to the State of Idaho as soon as the charter is reinstated.


There being no further business to transact, the meeting was adjourned.



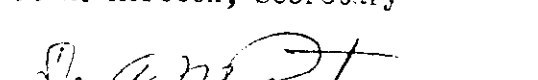
(Secretary of the Meeting)



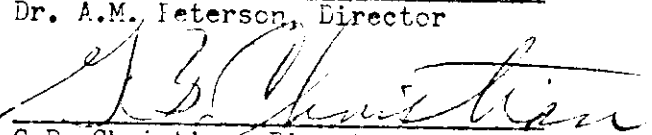
Mrs. Herman Marquardt, President



F. A. Morbeck, Secretary



Dr. A.M. Peterson, Director



G.B. Christian, Director

Proof of Publication

NOTICE OF SPECIAL MEETING OF SNOWSHOE MINING COMPANY (An Idaho Corporation)

Notice is hereby given that directors of Snowshoe Mining Company have called a special meeting of stockholders of Snowshoe Mining Company for Tuesday, October 27, 1970, at 8 o'clock p.m. at 307 Pine Street, Wallace, Idaho, to amend the corporation's articles of incorporation to extend the life of the corporation from 50 years to perpetual; to change the corporation's place of business from Mullan, Idaho, to 307 Pine Street, Wallace, Idaho, and to transact any and such other business as may properly come before the meeting.

Signed: FRANK A. MORBECK,
Secretary, Wallace, Idaho
S 24 O 18 15 41

Special Meeting For Snowshoe

Directors of the long-dormant Snowshoe Mining Co. of Mullan have called a special meeting of stockholders of the firm for Tuesday, October 27, at 307 Pine St. in Wallace to consider changes in bylaws of the corporation. These include an amendment to provide a "perpetual life" for the company and to change its corporate meeting place from Mullan to 307 Pine Street in Wallace.

Frank A. Morbeck, secretary said any other business which may properly come before the meeting will also be considered.

L. W. LIEB being first duly sworn on his oath, deposes and says that he is the manager of THE WALLACE MINER, a weekly newspaper printed and published at Wallace, Shoshone County, State of Idaho; that said newspaper has a general circulation in said county, and has been continuously and uninterruptedly published in said county during a period of 78 consecutive weeks prior to the 24th day of September, A. D. 1970 that the Notice of Special Meeting

of which a copy is hereto attached, was first published in said newspaper in its issue dated the 24th day of September, A. D. 1970, and was published in each successive issue of said newspaper for the full period of 4 weeks, the last publication thereof being in the issue dated the 15th day of October, A. D. 1970

Subscribed and sworn to before me this 15th day of October, A. D. 1970

L. W. Lieb
Notary Public in and for the State of Idaho,
Residing at Wallace, Idaho