

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

NORTHERN LIGHT MINING AND MILLING COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of NORTHERN LIGHT MINING AND MILLING COMPANY duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

May 28, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Wiley J. Clark

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CERTIFICATE AMENDING
ARTICLES OF INCORPORATION
OF
NORTHERN LIGHT MINING AND MILLING COMPANY

We Certify to the Following:

1. A Special Meeting of the shareholders of Northern Light Mining and Milling Company, a corporation organized and existing under the laws of the State of Idaho, maintaining its principal place of business at Wallace, Idaho, was held on the 16th and 18th day of May, 1992, at the Law Offices of HULL, HULL and BRANSTETTER in Wallace, Idaho, at 10:00 a.m.

2. Notice of said meeting and its purposes, together with a proxy statement, were given in the time and manner required by law to each shareholder of said Company entitled to vote at said meeting by first class mail, postage prepaid, directed to each of said shareholders at his or her address as shown by the books of the corporation.

3. At the time of said meeting, the capital stock of the Company was \$75,000.00 divided into 1,500,000 shares having a par value of \$.05 per share, of which 1,145,555 shares were issued, outstanding and entitled to vote at said meeting.

4. 825,963 or 72.10%, of said shares were represented at said meeting in person or by proxy.

5. Article II of said Articles of Incorporation of Northern Light Mining and Milling Company was amended to read as follows:

"II. This corporation is authorized to transact any and all business for which corporations may be incorporated under the Idaho Business Corporations Act."

that 825,963 shares voted in favor of said amendment and no shares voted against said amendment.

6. Article IV of said Articles of Incorporation of Northern Light Mining and Milling Company was amended to read as follows:

"IV: The term for which this corporation shall exist shall be perpetual."

that 825,963 shares voted in favor of said amendment and no shares voted against said amendment.

7. Article V of said Articles of Incorporation of Northern Light Mining and Milling Company was amended to read as follows:

"V: The Board of Directors shall consist of not less than three (3) nor more than twenty-one (21) members."

that 825,963 shares voted in favor of said amendment and no shares voted against said amendment.

8. Article VI of said Articles of Incorporation of Northern Light Mining and Milling Company was amended to read as follows:

"VI: The amount of capital stock of this corporation shall be seventy-five thousand (\$75,000.00) Dollars divided into one million five hundred thousand (1,500,000) Shares of the par value of five (5¢) cents each. All shares shall remain subject to assessment as may be ordered by the Directors; and that said shares shall not be subject to pre-emptive rights."

that 825,863 shares were voted in favor of said amendment and 100 voted shares voted against said amendment.

9. A new Article VIII was added to said Articles of Incorporation of Northern Light Mining and Milling Company to read as follows:

"VIII: The Directors are authorized to make, amend or repeal the by-laws of this corporation."

that 825,963 shares voted in favor of said amendment and no shares voted against said amendment.

10. A new Article IX was added to said Article of Incorporation of Northern Light Mining and Milling Company to read as follows:

"IX: A Director or Officer of the corporation shall not , in the absence of actual fraud, be disqualified from dealing or contracting with the corporation either as a vendor, purchaser or otherwise, provided such transaction shall be approved by a majority of the Board of Directors or at a shareholders meeting by a majority or the outstanding shares of stock

represented at such meeting and then entitled to
vote."

that 825,963 shares voted in favor of said amendment and no
shares voted against said amendment.

The above Amendments to the Articles of Incorporation of
Northern Light Mining and Milling Company shall become effective
as provided by law.

DATED this 22 day of May, 1992.

NORTHERN LIGHT MINING AND MILLING COMPANY

By [Signature]
Richard G. Southwick, President

By [Signature]
Michael K. Branstetter, Assistant
Secretary

STATE OF UTAH)
County of Salt Lake) ss.

I, Krege B. Christensen, a Notary Public residing
at Salt Lake City, Utah, do hereby certify that on this
22nd day of May, 1992, personally appeared before
me RICHARD G. SOUTHWICK, who being by me first duly sworn,
declared that he was the President of Northern Light Mining and
Milling Company, that he signed the foregoing document as

President of said Company, and that the statements therein contained are true.

Keege B. Christensen
Notary Public for the State of Utah,
Residing at: Salt Lake City, Utah
My Commission Expires: 24 July 1995

STATE OF IDAHO)
County of Shoshone) ss.

I, Teresa Glover, a Notary Public residing at Wallace, Idaho, do hereby certify that on this 26th day of May, 1992, personally appeared before me MICHAEL K. BRANSTETTER, who being by me first duly sworn, declared that he was the Assistant Secretary of Northern Light Mining and Milling Company, that he signed the foregoing document as Assistant Secretary of said Company, and that the statements therein contained are true.

Teresa Glover
Notary Public for the State of ~~Utah~~ IDAHO
Residing at: Wallace
My Commission Expires: 5-8-98