

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

GENERAL MINES CORPORATION

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Twenty-ninth** day of **November** 1938,

original articles of amendment, as provided by Section 29-145, 29-146 and 29-147, Idaho Code Annotated, changing the principal place of business of the corporation from **Worley, Kootenai County, Idaho to Seven Miles West of Kellogg, Shoshone County, Idaho** and increasing the authorized capital from **\$100,000, divided into 2,000,000 shares of the par value of 5¢ each to \$150,000, divided into 3,000,000 shares of the par value of 5¢ each,**

and that the said articles of amendment contain the statement of facts required by law, and are recorded in Book A- **52** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the principal place of business has been changed to **Kellogg, Shoshone County** and the authorized capital increased to **\$150,000.**

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 **Twenty-ninth** day of **November**, 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-third**.

Secretary of State.

CERTIFICATE OF AMENDMENT
TO ARTICLES OF INCORPORATION.

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, THE UNDERSIGNED PRESIDENT AND SECRETARY, RESPECTIVELY OF THE GENERAL MINES CORPORATION, DO HEREBY CERTIFY AS FOLLOWS:

THAT THE GENERAL MINES CORPORATION IS A CORPORATION DULY ORGANIZED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF IDAHO; THAT THE ARTICLES OF INCORPORATION OF SAID CORPORATION WERE FILED IN THE OFFICE OF THE SECRETARY OF STATE ON THE TWENTY-THIRD DAY OF NOVEMBER, 1925; THAT AMENDED ARTICLES OF INCORPORATION WERE FILED IN THE OFFICE OF THE SECRETARY OF STATE ON THE TWENTIETH DAY OF DECEMBER, 1930,

THAT A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF SAID GENERAL MINES CORPORATION WAS DULY HELD ON THE 18TH DAY OF OCTOBER, 1938, AT TWO (2) O'CLOCK P. M. ON SAID DATE AT THE OFFICE OF SAID CORPORATION, TO-WIT, AT 402 EMPIRE STATE BUILDING, IN THE CITY OF SPOKANE, STATE OF WASHINGTON, AT WHICH SAID MEETING ALL OF SAID BOARD OF DIRECTORS WERE PRESENT; THAT AT SAID MEETING RESOLUTIONS WERE PROPOSED, VOTED UPON AND ADOPTED BY UNANIMOUS VOTE OF ALL OF SAID DIRECTORS PRESENT, AMENDING THE ARTICLES OF SAID CORPORATION; THAT THE FOLLOWING IS A FULL AND CORRECT AND TRUE COPY OF THE RESOLUTION OF SAID BOARD OF DIRECTORS AMENDING THE ARTICLES OF SAID CORPORATION:

RESOLVED, THAT, IN THE JUDGMENT OF THE BOARD OF DIRECTORS OF GENERAL MINES CORPORATION, IT IS DEEMED ADVISABLE TO AMEND THE ARTICLES OF INCORPORATION SO AS TO INCREASE THE CAPITAL STOCK OF SAID CORPORATION AND FOR THAT PURPOSE TO CHANGE ARTICLE SIXTH THEREOF SO THAT, AS AMENDED, IT SHALL READ AS FOLLOWS:

"THE AMOUNT OF THE TOTAL AUTHORIZED CAPITAL STOCK OF THIS CORPORATION IS ONE HUNDRED FIFTY THOUSAND DOLLARS (\$150,000.00), DIVIDED INTO THREE MILLION SHARES OF COMMON STOCK OF THE PAR VALUE OF FIVE (5) CENTS PER SHARE."

"BE IT RESOLVED THAT ARTICLE THIRD BE AMENDED SO THAT IT SHALL, AS AMENDED, READ AS FOLLOWS:

"ITS PRINCIPAL OFFICE IN THE STATE OF IDAHO IS TO BE LOCATED AT THE OFFICE OF THE GENERAL MINES CORPORATION AT ITS PROPERTY IN SHOSHONE COUNTY, SEVEN MILES WEST OF KELLOGG, IDAHO.

BE IT FURTHER RESOLVED, THAT THE PROPER OFFICERS OF THE CORPORATION BE AND THEY ARE, HEREBY AUTHORIZED TO FILE SUCH PAPERS AND PERFORM SUCH OTHER ACTS AS MAY BE NECESSARY TO CARRY SAID RESOLUTION INTO EFFECT.

THAT, THEREAFTER, A SPECIAL MEETING OF THE SHAREHOLDERS OF SAID CORPORATION WAS DULY AND LEGALLY NOTICED AND HELD AT THE OFFICE AND PRINCIPAL PLACE OF BUSINESS OF SAID CORPORATION, TO WIT, AT WORLEY, IDAHO, ON THE 22ND DAY OF NOVEMBER, 1938, AT ONE O'CLOCK P. M. FOR THE PURPOSE OF CONSIDERING AND ACTING UPON THE PROPOSITION OF AMENDING SAID ARTICLES OF INCORPORATION; THAT AT THE TIME OF SAID MEETING THE TOTAL NUMBER OF SHARES OF STOCK IN SAID CORPORATION ENTITLED TO VOTE WAS 1,304,052; THAT AT SAID MEETING A RESOLUTION APPROVING THE ACTION OF THE BOARD OF DIRECTORS AMENDING SAID ARTICLES OF INCORPORATION WAS REGULARLY PROPOSED, VOTED UPON AND ADOPTED BY THE SHAREHOLDERS OWNING MORE THAN SEVENTY-FIVE PERCENT OF THE VOTING POWER OF SAID CORPORATION, BEING ALL THE STOCKHOLDERS PRESENT IN PERSON AND BY PROXY AND ENTITLED TO VOTE; THAT IS TO SAY, HOLDING 1,073,306 SHARES OF STOCK IN SAID CORPORATION OUT OF 1,304,052 SHARES ENTITLED TO VOTE AT THE TIME SAID RESOLUTION WAS ADOPTED;

THAT THE FOLLOWING IS A TRUE AND CORRECT COPY OF THE RESO-

LUTION OF SAID SHAREHOLDERS APPROVING THE ACTION OF THE BOARD
OF DIRECTORS IN AMENDING SAID ARTICLES OF INCORPORATION;

WHEREAS, THE BOARD OF DIRECTORS OF THIS CORPORATION AT A SPECIAL MEETING HELD AT 402 EMPIRE STATE BUILDING IN THE CITY OF SPOKANE, WASHINGTON, ON THE 18TH DAY OF OCTOBER, 1938, AT 2 O'CLOCK P. M., ON SAID DATE, CALLED FOR THE PURPOSE OF AMENDING THE ARTICLES OF INCORPORATION AND BY-LAWS OF SAID CORPORATION, PASSED RESOLUTIONS AMENDING SAID ARTICLES OF INCORPORATION,

NOW, THEREFORE, BE IT

RESOLVED, THAT THE ACTION OF THE BOARD OF DIRECTORS AMENDING THE ARTICLES OF INCORPORATION AND BY-LAWS OF SAID CORPORATION BE, AND THE SAME IS HEREBY APPROVED, ALSO BE IT

RESOLVED, THAT THE ARTICLES OF INCORPORATION OF THE GENERAL MINES CORPORATION BE AMENDED BY AMENDING ARTICLE THIRD AND ARTICLE SIXTH SO THEY SHALL, AS AMENDED, READ AS FOLLOWS:

ARTICLE THIRD.


"ITS PRINCIPAL OFFICE IN THE STATE OF IDAHO IS TO BE LOCATED AT THE OFFICE OF THE GENERAL MINES CORPORATION AT ITS PROPERTY IN SHOSHONE COUNTY, SEVEN MILES WEST OF KELLOGG, IDAHO."

ARTICLE SIXTH

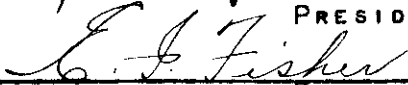
"THE AMOUNT OF THE TOTAL AUTHORIZED CAPITAL STOCK OF THIS CORPORATION IS ONE HUNDRED FIFTY THOUSAND DOLLARS (\$150,000.00) DIVIDED INTO THREE MILLION (3,000,000) SHARES OF COMMON STOCK OF THE PAR VALUE OF FIVE (5) CENTS PER SHARE."

BE IT FURTHER RESOLVED, THAT THE PROPER OFFICERS OF THE CORPORATION BE, AND THEY ARE, HEREBY AUTHORIZED TO FILE SUCH PAPERS AND PERFORM SUCH OTHER ACTS AS MAY BE NECESSARY TO CARRY SAID RESOLUTION INTO EFFECT."

IN WITNESS WHEREOF, WE, THE SAID PRESIDENT AND SECRETARY, HAVE HEREUNTO SET OUR HANDS THIS THE TWENTY-THIRD DAY OF NOVEMBER, 1938.



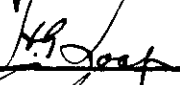
PRESIDENT

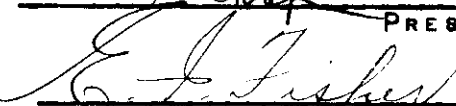


SECRETARY

STATE OF WASHINGTON)
) 88
COUNTY OF SPOKANE)

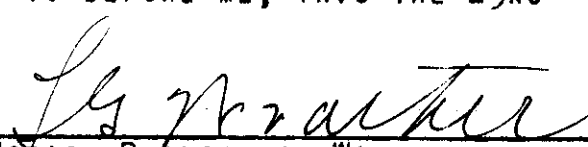
H. G. LOOP AND E. I. FISHER, EACH BEING DULY SWORN,
DEPOSES AND SAYS, EACH FOR HIMSELF, OR HERSELF, AND NOT FOR
THE OTHER, THAT THEY ARE THE PRESIDENT AND SECRETARY, RES-
PECTIVELY, OF THE GENERAL MINES CORPORATION; THAT THE FORE-
GOING CERTIFICATE OF AMENDMENTS CONTAINS A TRUE AND CORRECT
STATEMENT OF THE TRUE AND CORRECT ACTION TAKEN AT THE
DIRECTORS' MEETING, AND AT THE STOCKHOLDERS' MEETING MEN-
TIONED AND DESCRIBED IN SAID CERTIFICATE.



PRESIDENT


SECRETARY

SUBSCRIBED AND SWORN TO BEFORE ME, THIS THE 23RD
DAY OF NOVEMBER, 1938.



NOTARY PUBLIC FOR WASHINGTON
RESIDING AT SPOKANE, WASHINGTON.