

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

HECLA-DAY MINING CORPORATION

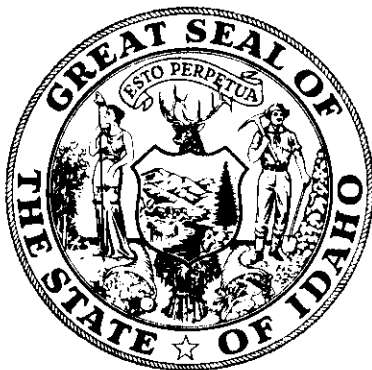
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

HECLA-DAY MINING CORPORATION

duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated September 10, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
HECLA-DAY MINING CORPORATION

* * * * *

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, a Washington corporation authorized to transact business in the State of Idaho, does this day form a corporation under the general laws of the State of Idaho and does hereby make, certify, execute, acknowledge and deliver the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be: HECLA-DAY MINING CORPORATION.

ARTICLE II

The general nature of the business of this corporation and the objects and purposes proposed to be transacted, promoted and carried on by the corporation are as follows:

(a) The purposes for which said corporation is formed are to work, operate, buy, sell, lease, locate, acquire, procure, hold and deal in mines, metals and mineral claims of every kind and description, within the

United States of America, or any of its territories or possessions, as well as any foreign country; to carry on and conduct a general mining, smelting, milling, reduction, extraction and manufacturing business; to buy or otherwise acquire and deal in minerals, plants, machinery, implements and things capable of being used in connection with the business of the corporation; to purchase, take on lease or in exchange, or otherwise acquire and hold lands, mines, estates, buildings, mining rights and patent rights, rights-of-way or any other rights or privileges, stocks in trade, or other real or personal property that may be deemed necessary in connection with the business of the corporation.

(b) To engage in any manufacturing, mercantile, warehousing or trading business or businesses of any kind, and to do all things incidental thereto; to maintain and operate properties and facilities for the production and sale of any articles of commerce; and to purchase or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer or otherwise dispose of, invest, trade and deal in goods, wares and merchandise and real and personal property of every class and description.

(c) To purchase or otherwise acquire, the whole or any part of the undertaking and business of any person, firm or corporation, engaged in any business of any nature, and the property and liabilities, including the good will, assets and stock in trade thereof, and to pay for the same either in cash or in shares, or partly in cash and partly in shares.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, which property may be located either in the United States of America or in a foreign country.

(e) To acquire by purchase, subscription, or otherwise, and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds, or any obligations or securities of any corporation or corporations; and to merge or consolidate with any corporation in such manner as may be provided by law.

(f) To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, except as may be prohibited by statute, and to mortgage, pledge, hypothecate, convey in trust, or otherwise, any and all property

of the corporation as security for the payment of any such indebtedness, and generally to make and perform agreements and contracts of every kind and description; and to lend money for corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

(g) To purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, to the extent that unreserved and unrestricted earned surplus and unreserved and unrestricted capital surplus shall be available therefor, and to make distributions from capital surplus.

(h) To indemnify any directors, officer or former director or officer of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation, against expenses actually and reasonably incurred by such person in connection with the defense of any action, suit or proceeding, civil or criminal, in which he becomes a party by reason of being or having been such director or officer, to the full extent permitted by the laws of the State of Idaho as such laws at any time may be in force and effect.

(i) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms or individuals, and do every act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof; and to have and to exercise all the powers conferred by the laws of the State of Washington, as such laws may now be in effect or as they may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall be in no way limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The registered office of the corporation shall be the office of the company, the Day Building, Wallace, Idaho 83873, and the registered agent of this corporation shall be Robert H. Wallace at the address of the company.

ARTICLE V

Section 1. The total number of shares which the corporation is authorized to issue is 1,000 shares of common stock, \$0.25 par value per share.

Section 2. Unless otherwise determined by a majority of the Board of Directors, no holders of stock of the corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any stock which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation and whether out of unissued shares authorized by the Articles of Incorporation of the corporation as originally filed, or by any amendment thereof, or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor performed, personal property of any kind including securities of other corporations, real property or interest therein, nor unless otherwise determined by a majority of the Board of Directors shall any holder of any shares of the capital stock of this corporation

be entitled as such, as a matter of right, to purchase or subscribe for any obligation which this corporation may issue or sell which shall be converted into or exchangeable for any shares of the stock of this corporation, or to which shall be attached or appurtenant any warrant or warrants or any other instrument or instruments that shall confer upon the holder or holders of such obligation the right to subscribe for or purchase from this corporation any shares of its capital stock.

Section 3. At each election for directors every shareholder entitled to vote at such election shall have the right to vote in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE VI

The corporation shall not commence business until it shall have received consideration having a value of at least Five Hundred Dollars (\$500.00) for the issuance of its shares.

ARTICLE VII

The management of this corporation shall be vested in a Board of Directors, which Board shall not be less than the minimum number required by law, and the number, qualifications, compensation, terms of office, manner of election, time and place of meeting, powers and duties of the directors shall be such as are prescribed by the Bylaws of the corporation. The authority to make Bylaws for the corporation is hereby expressly vested in the Board of Directors of this corporation, and said Board may adopt, alter, amend or repeal such Bylaws and provisions for the regulation and management of the affairs of the corporation as shall be consistent with the laws of the State of Washington and these Articles of Incorporation.

ARTICLE VIII

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on the stockholders herein are granted subject to this reservation.

ARTICLE IX

The names and post office addresses of the directors who shall first manage the affairs of this corporation are as follows:

<u>Name</u>	<u>Post Office Address</u>
William A. Griffith	P. O. Box 320 Wallace, ID 83873
Arthur Brown	P. O. Box 320 Wallace, ID 83873
William J. Grismer	P. O. Box 320 Wallace, ID 83873
Robert H. Wallace	Day Building Wallace, ID 83873

and each of said directors shall hold office until his successor has been elected and qualified in the manner prescribed by law.

ARTICLE X

Hecla Mining Company, a Washington corporation authorized to transact business in the State of Idaho, shall be the incorporator of this corporation. The mailing address for the incorporator is P. O. Box 320, Wallace, Idaho 83873.

IN WITNESS WHEREOF, the incorporator has hereunto set its hand this 14th day of August, 1981.

HECLA MINING COMPANY

By *William A. Griffith*
William A. Griffith, President

By *William J. Grismer*
William J. Grismer, Secretary

STATE OF IDAHO)
): ss.
County of Shoshone)

On this 14th day of August, 1981, before me, the undersigned, a Notary Public in and for the State of Idaho, duly commissioned and sworn, personally appeared WILLIAM A. GRIFFITH and WILLIAM J. GRISMER, to me known to be the President and Secretary, respectively, of HECLA MINING COMPANY, the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned.

WITNESS my hand and official seal hereto affixed the day and year last above written.

Louise Zanetti
Notary Public in and for the State
of Idaho, residing at Wallace

DAY MINES, INC.

P. O. Box 1010 Wallace, Idaho 83873 (208) 752-1161

September 4, 1981

The Honorable Pete T. Cenerrusa
Secretary of State of Idaho
State Capitol Building
Boise, Idaho 83720

Dear Mr. Secretary:

Day Mines, Inc. hereby gives its consent to the use of the corporate name "Hecla-Day Mining Corporation" by Hecla Mining Company.

Day Mines, Inc.



E. G. Kemper, Corporate Secretary

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