

# State of Idaho



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

*I, FRANKLIN GIRARD, 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*

**METROPOLITAN MINES CORPORATION, LIMITED**

*a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed*

*in this office on the      Twenty-fourth      day of      October      1935,*

*original articles of amendment, as provided by Section 8 29-145, 29-146, and 29-17, Idaho Code Annotated, increasing the capital stock from \$300,000 to \$325,000 by increasing the number of Class "A" non-assessable stock from 1,000,000 shares to 1,250,000 shares,*

*and that the said articles of amendment contain the statement of facts required by law, and are recorded in Book A- 29    of Record of Domestic Corporations of the State of Idaho.*

*I THEREFORE FURTHER CERTIFY, That the capital stock has been increased from \$300,000 to \$325,000 by increasing the number of Class "A" non-assessable stock from 1,000,000 shares to 1,250,000 shares.*

**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      24th      day*

*of      October      , in the year of our Lord*

*one thousand nine hundred thirty- five      ,*

*and of the Independence of the United States of*

*America the One Hundred      Sixtieth      .*

**Secretary of State.**

of Articles of Incorporation of

State of Idaho, :  
County of Shoshone. : ss

ROBERT L. BRAINARD and ROY H. KINGSBURY being first duly sworn on oath, each for himself, say:

That they are the duly elected, qualified and acting President and Secretary, respectively, of METROPOLITAN MINES CORPORATION, LIMITED, an Idaho corporation having its registered office and principal place of business at Wallace, in Shoshone County, Idaho.

That on the 16th day of September, 1935, the total authorized capital of Metropolitan Mines Corporation, Limited, was \$300,000.00, divided into 3,000,000 shares of the par value of ten cents per share, and said stock was further divided into 1,000,000 shares of Class "A" stock, which is non-assessable, and 2,000,000 shares of Class "B" stock which is assessable, and on said date there was issued and outstanding 1,000,000 shares of the stock designated Class "A", and 1,750,142 shares of the stock designated Class "B".

On the 5th day of August, 1935, the Directors of said Metropolitan Mines Corporation, Limited, called a special meeting of the shareholders of said corporation to be held at the office of the company in the Shoshone Building, in the city of Wallace, Idaho, at 11:00 A. M. (Standard Mountain Time) on Monday, the 16th day of September, 1935, for the purpose of considering and acting upon the

question of increasing the authorized capital stock of the corporation; determining the amount of such increase, if any, and whether the same should be Class "A", non-assessable, or Class "B", assessable stock, or to determine what other classification, conditions or privileges should attach to such increased stock, and to amend Article V of the Articles of Incorporation to correspond to any change or increase in the authorized capital of the corporation that might be determined upon and approved by the shareholders, and ordered and directed the Secretary to give due notice of said meeting, as provided by the by-laws of said corporation.

At the time and place fixed for said meeting, shareholders representing 792,611 shares of Class "A" stock, and 1,250,500 shares of Class "B" stock were present and participated in said meeting.

Mr. Robert L. Brainard, President of said corporation, acted as Chairman of the meeting, and Mr. Roy H. Kingsbury, Secretary of said corporation acted as Secretary thereof. The said meeting was duly organized for the transaction of business:

Whereupon Mr. John M. Gleeson offered the following:

#### RESOLUTION.

WHEREAS the authorized capital of this corporation is \$300,000.00 divided into three million (3,000,000) shares of the par value of ten cents each, and is divided into two classes, to-wit: Class "A" 1,000,000 shares of non-assessable stock and Class "B" 2,000,000 shares of assessable stock, and,

WHEREAS it is considered necessary and for the best interest of the corporation and the shareholders thereof, to increase the capital of said corporation to Three Hundred Twenty-five Thousand Dollars (\$325,000.00) divided into three million two hundred fifty thousand (3,250,000) shares of the par value of ten cents each, said stock to be divided into two classes, as follows:

Class "A", 1,250,000 shares of non-assessable stock, and  
Class "B", 2,000,000 shares of assessable stock as provided by law and the by-laws of the corporation, THEREFORE:

BE IT RESOLVED that Article V of the Articles of Incorporation of this corporation be amended to read as follows:

"ARTICLE V.

The capital of this corporation shall be Three Hundred Twenty-five Thousand Dollars (\$325,000.00) divided into three million two hundred fifty thousand (3,250,000) shares of the par value of ten cents (\$.10) each share. Said stock shall be further divided into Class "A" and Class "B" as follows:

(a) There shall be one million two hundred fifty thousand (1,250,000) shares of Class "A" stock, which stock is non-assessable.

(b) There shall be two million (2,000,000) shares of Class "B" stock, which stock is assessable as provided by the laws of the state of Idaho, and the by-laws of this corporation.

(c) Both Class "A" and Class "B" stock shall be voteable, and every shareholder of record shall have the right at every shareholders' meeting, to vote one vote for every share, whether Class "A" or Class "B" standing in his name on the books of the corporation, and may cumulate said votes as provided by law at all elections for directors or managers."

BE IT FURTHER RESOLVED that the President and Secretary of this corporation be and they are authorized, empowered and instructed to prepare and execute Articles of Amendment in triplicate and to file the same as required by the laws of the state of Idaho, and to do all other things necessary or required to render the foregoing amendment effective.

Mr. John M. Gleeson moved the adoption of the foregoing Resolution, which motion was seconded by M.T.Miller, whereupon a vote by ballot was taken with the following result:

Class "A" shares voting "Aye"	698,861
Class "B" shares voting "Aye"	972,050
Total	1,670,911
Class "A" shares voting "Nay"	93,750
Class "B" shares voting "Nay"	278,450
Total	372,200

Whereupon the chairman declared that said motion carried and said Resolution had been adopted by the affirmative vote of more than two-thirds of the issued and outstanding Class "A" stock and more than two-thirds of the issued and outstanding Class "B" stock.

IN WITNESS WHEREOF we have hereunto set our hands and  
affixed the seal of the corporation this 30<sup>th</sup> day of September,  
1935.

Robert L. Diamond  
President

Roy H. Kingsbury  
Secretary.

Subscribed and sworn to before me  
this 19<sup>th</sup> day of ~~September~~ <sup>Oct</sup>, 1935.

Thomas McCabe  
Notary Public, State of Idaho,  
Residing at Wallace, Idaho.