



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office the annexed is a true and correct copy of Amended Articles of Incorporation of HECLA MINING COMPANY, as received and filed in this office on May 29, 1975.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

May 29, 1975

Bruce K. Chapman

BRUCE K. CHAPMAN
SECRETARY OF STATE

ARTICLES OF AMENDMENT
HECLA MINING COMPANY
A WASHINGTON CORPORATION

FILED
MAY 29 1975
SECRETARY OF STATE
STATE OF WASHINGTON

IT IS HEREBY CERTIFIED by the undersigned, the President and Secretary, respectively, of the HECLA MINING COMPANY, a corporation, that at the Annual Meeting of Shareholders of Hecla Mining Company, held in the Terrace Room of the Ridpath Hotel in Spokane, Washington, on the 6th day of May, 1975, pursuant to proper notice, the following amendments to the Articles of Incorporation were adopted by the necessary two-thirds of all outstanding shares of the corporation entitled to vote upon such amendments, as is more particularly set forth paragraph 5 below.

1. The name of the corporation is HECLA MINING COMPANY.
2. The amendments so adopted are as follows:

Section 1 of Article VI of the Restated Articles of Incorporation of Hecla Mining Company is amended to read as follows:

"ARTICLE VI

"Section 1. The capital stock of this corporation shall be Three Million Dollars (\$3,000,000), divided into Twelve Million (12,000,000) shares at a par value of Twenty-Five Cents (25¢) per share."

Section 2 of Article VI of the Restated Articles of Incorporation of Hecla Mining Company is amended to read as follows:

"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 of Article VI of the Restated Articles of Incorporation of Hecla Mining Company is amended to read as follows:

"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 VII of the Restated Articles of Incorporation of Hecla Mining Company is amended to read as follows:

"ARTICLE VII

"The power to adopt, alter, amend or repeal the By-Laws or adopt any new By-Laws is hereby vested in the Board of Directors who shall exercise such powers by a majority vote of said Directors at any regular or special meeting of said Board of Directors. Said By-Laws may contain any provision for the regulation and management of the affairs

of this corporation not inconsistent with the law or these Articles of Incorporation."

3. The foregoing amendments to Sections 1, 2 and 3 of Article VI and Article VII were adopted by the shareholders of Hecla Mining Company on May 6, 1975, at their Annual Meeting.

4. All outstanding shares of Hecla Mining Company are of one class. The number of shares outstanding as of the record date, the 19th day of March, 1975, were 6,585,865 shares, including 244 treasury shares, and the number of shares entitled to vote were 6,585,621 shares, of which there were 5,614,773 presented in person or by proxy at the Annual Meeting.

5. The number of shares voting for and against said amendments are as follows:

For Article VI., Section 1, Amendment	<u>5,301,960</u>	shares	<u>80.51</u> %
Against Article VI., Section 1, Amendment	<u>170,393</u>	shares	<u>2.59</u> %
For Article VI., Section 2, Amendment	<u>4,724,569</u>	shares	<u>71.74</u> %
Against Article VI., Section 2, Amendment	<u>309,460</u>	shares	<u>4.70</u> %
For Article VI., Section 3, Amendment	<u>5,320,338</u>	shares	<u>80.79</u> %
Against Article VI., Section 3, Amendment	<u>150,547</u>	shares	<u>2.29</u> %

For Article VII, Amendment 4,864,142 shares 73.86 %

Against Article VII, Amendment 174,453 shares 2.65 %

6. Subparagraph 6 of RCW 23A.16.040, not applicable.

7. The amendment to Section 1, Article VI., effects an increase in the authorized capitalization of Hecla Mining Company from 8,000,000 shares of the par value of 25¢ per share each, or \$2,000,000 to 12,000,000 shares of the par value of 25¢ per share each, or \$3,000,000.

W. H. Love
President
William D. Giesmer
Secretary

STATE OF IDAHO)
 : ss.
County of Shoshone)

W. H. LOVE, being first duly sworn on oath, deposes and says: That he is the President of Hecla Mining Company and makes this verification for and on its behalf; that he has read the above and foregoing Articles of Amendment, knows the contents thereof and the same is true as he verily believes.

W. H. Love

Subscribed and sworn to before me this 23rd day of May, 1975.

L. E. Radwin
Notary Public in and for the State of
Idaho, Residing at Wallace.