

No. 5 2 1 5 3

ARMSTEAD MINES INCORPORATED, a corporation organized and existing under and by virtue of the provisions of an Act of the General Assembly of the State of Delaware, entitled "An Act Providing A General Corporation Law", approved March 10, 1899, and the acts amendatory thereof and supplemental thereto, the certificate of incorporation of which was filed in the office of the Secretary of State of Delaware on the 2nd day of February, 1917, and recorded in the office of the Recorder of Deeds for New Castle County, State of Delaware, on the 3rd day of February, 1917, in Certificate of Incorporation Record, "U", Vol. 7, page 339, etc., does HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of said Armstead Mines Incorporated, duly held and convened, a resolution was duly adopted setting forth an amendment proposed to the certificate of incorporation of said corporation for the purpose of changing the corporate name of the corporation, as follows:

That the certificate of incorporation of said ARMSTEAD MINES INCORPORATED be amended by striking out all of the paragraph or article thereof numbered "FIRST" and by inserting in lieu thereof the following:

"FIRST: The name of such corporation shall be and it is TALACHE MINES INCORPORATED" and declaring said amendment advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

SECOND: That thereafter, pursuant to the aforesaid resolution of its Board of Directors, a special meeting of the stockholders of said ARMSTEAD MINES INCORPORATED was duly called

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and held, in accordance with law and the by-laws of said corporation, at the office of the Company in the City of New York, on the 27th day of April, 1922, at 11 o'clock in the forenoon, at which all of the stockholders of said corporation were present in person or by proxy; that at said meeting a vote of the stockholders by ballot, in person and by proxy, was taken for and against said proposed amendment which vote was conducted by A. C. Tiller and Marion Fitzpatrick, two Judges appointed for that purpose by said meeting; and that at said meeting, by vote conducted as aforesaid, said amendment was adopted, the persons holding the majority of the stock of said corporation voting for said proposed amendment, to-wit:

Nine Hundred and Seventy-eight Thousand (978,000) shares of common stock were voted for said proposed amendment, the said Nine Hundred and Seventy-eight Thousand (978,000) shares of common stock being all of the Common Stock issued and outstanding, and no shares of Preferred Stock were voted either for or against said proposed amendment, said preferred stock having no voting power, all as appears by the duplicate certificate made by said Judges, one of which is hereto attached, marked "A", and made a part hereof.

IN WITNESS WHEREOF, said ARMSTEAD MINES INCORPORATED, has caused its corporate seal to be hereunto affixed and this certificate to be signed by A. H. Burroughs, its President, and H. L. Brown, its Secretary, this ^{the} 5th day of May, 1922.

ARMSTEAD MINES INCORPORATED.

" ARMSTEAD MINES INCORPORATED "
" CORPORATE SEAL "
" 1917 "
" DELAWARE "
" " "

BY A. H. BURROUGHS, PRESIDENT.

BY H. L. BROWN, SECRETARY.

STATE OF NEW YORK
COUNTY OF NEW YORK

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(SS
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BE IT REMEMBERED, that on this 5th day of May, A. D. 1922, personally came before me Frank T. Sullivan, a Notary Public in and for the County of New York, in the State of New York, A. H. Burroughs President of ARMISTEAD MINES INCORPORATED, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said A. H. Burroughs, as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said company, respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation, and that his act of sealing, executing, acknowledging and delivering the said certificate was duly authorized by the Board of Directors and stockholders of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Frank T. Sullivan
Notary Public
Kings County 151, Register 4165
New York County 406, Register 4444
Commission Expires Mar. 30, 1924.

" FRANK T. SULLIVAN "
" NOTARY PUBLIC "
" FOR NEW YORK "
" KINGS COUNTIES "

"A"

ARMSTEAD MINES INCORPORATED
JUDGES' CERTIFICATE.

To. H. L. Brown,

Secretary of ARMSTEAD MINES INCORPORATED:

We, the undersigned, A. C. Tiller and Marion Fitzpatrick, DO HEREBY CERTIFY that at a special meeting of the stockholders of said ARMSTEAD MINES INCORPORATED held on the 27th day of April, 1922, at 11 o'clock in the forenoon, to consider the resolution duly adopted by the Board of Directors of said Company at a meeting of said Board duly held and convened, proposing and declaring advisable an amendment to the certificate of incorporation of said Company for the purpose of changing the corporate name of said corporation, as hereinafter set forth, we were appointed by said meeting of stockholders Judges for the purpose of conducting the vote of the stockholders taken at said meeting for and against the said amendment; that said proposed amendment was as follows:

"RESOLVED: That the proposal of the Board of Directors that the certificate of incorporation of said Armstead Mines Incorporated be amended by striking out all of the paragraph or article thereof numbered 'First', to-wit;

'FIRST: The name of such corporation shall be and it is Armstead Mines Incorporated' and by inserting in lieu thereof,

'FIRST: The name of such corporation shall be and it is Talache Mines Incorporated' be and the same is hereby adopted and approved, and that said certificate of incorporation be and it hereby is amended accordingly".

That at said stockholders' meeting the vote of said stockholders by ballot in person and by proxy was duly taken for and against said proposed amendment; that said vote was conducted by the subscribers as Judges appointed as aforesaid for that purpose; that as said Judges, we decided upon the qualifications of the stockholders voting at said meeting for and against the said proposed amendment, and when said vote was completed, we did count and ascertain the number of shares voted, respectively, for or against the proposed amendment and did find and declare that the persons holding the majority of the stock of said corporation had voted for said proposed amendment, to-wit: Nine Hundred and Seventy-eight Thousand (978,000) shares of common stock were voted for said proposed amendment, the said Nine Hundred and Seventy-eight Thousand (978,000) shares of common stock being all of the common stock issued and outstanding, and no shares of preferred stock were voted either for or against said proposed amendment, said preferred stock having no voting power.

IN WITNESS WHEREOF, we have made out the foregoing certificate in duplicate and subscribed our names hereto this 27th day of April, 1922.

A. C. Tiller
Marion Fitzpatrick,
Judges.

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STATE OF DELAWARE

OFFICE OF SECRETARY OF STATE.

I, A. R. BENSON, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "ARMISTEAD MINES INCORPORATED," as received and filed in this office the eighth day of May, A. D. 1922, at 9 o'clock A. M.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, at Dover, this eighth day of May in the year of our Lord one thousand nine hundred and twenty-two.

A. R. Benson,

Secretary of State.

(Seal)

STATE OF DELAWARE

KENT COUNTY, SS.

Recorded in the Office for the Recording of Deeds, &c., at Dover in and for the County aforesaid, in Corporation Record O Volume 5, page 479 &c., the Eighth day of May, A. D. 1922.

Witness my hand and the Seal of Said Office the day and year last aforesaid.

(Recorder's Seal)

Chas. G. Cloverdale, Recorder.

Received for record this eighth day of May A. D. 1922.

Chas. G. Cloverdale, Recorder.

STATE OF IDAHO)

COUNTY OF BONNER)

SS

Filed for record at the request of Talache Mines, Inc. on the 1st day of June, 1922 at 3-40 o'clock P. M., and recorded in Book ... of ... on page...

Robt. S. McCrea, County Recorder.

By E. Garrison, Deputy.