



Department of State

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, ARNOLD WILLIAMS, 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

SILVER MOUNTAIN MINING COMPANY, LIMITED

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Eleventh** day of **October** **19 63**,

original articles of amendment as provided by Section **30-146 and 30-147, Idaho Code,**
~~original articles of incorporation~~

BIG SKY SILVER, INC.
and changing principal place of business to McLean, Shoshone County, Idaho;
changing number of Directors to be no less than 3 and not more than 9 and increasing
number of shares from 1,500,000 @ \$1. each to 3,000,000 @ 50¢ each,

and that the said articles of amendment contain the statement of facts required by law, and are
recorded on Film No. ~~microfilm~~ of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been
amended accordingly.

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 **11th** day of **October** **19 63**,

A. D., 19 63

ARNOLD WILLIAMS, Secretary of State

By:

Deputy Secretary of State

CERTIFICATE OF AMENDMENT

TO THE
ORIGINAL AND AMENDED
ARTICLES OF INCORPORATION
OF

SILVER MOUNTAIN MINING COMPANY, LTD.

We hereby certify that a special meeting of the stockholders of Silver Mountain Mining Company, Ltd., a corporation organized and operating under and by virtue of the laws of the State of Idaho and qualified to do business in said state and maintain its principal office in Shoshone County, State of Idaho, was held on the 7th day of October, 1965, at the hour of 4:00 o'clock P.M. (Mountain Standard Time) of said day, at 423 Main Street, Kellogg, Shoshone County, State of Idaho. Said meeting was held pursuant to more than thirty (30) days' notice to all stockholders of record, notifying said stockholders of said special meeting and the purposes thereof. That at said meeting more than two-thirds (2/3) of the issued and outstanding stock entitled to vote at said meeting was present and voting. A copy of said notice of said meeting, together with Affidavit of Mailing said notice, is filed in the record book of said corporation.

That at said special meeting of stockholders of said corporation, the meeting was called to order by the president and the secretary recorded the minutes thereof. A canvass of the stockholders present, both in person and by proxy, disclosed that the holders of more than two-thirds (2/3) of the voting power of all shareholders was present and voting at said meeting.

Among other things that took place at said meeting, the following Resolution was adopted, to-wit:

R E S O L U T I O N

WHEREAS, all record stockholders of said corporation have been duly notified concerning the holding of this meeting and the purposes thereof; and

WHEREAS, more than thirty (30) days' notice has been duly given of said meeting; and

WHEREAS, more than two-thirds (2/3) of the issued and outstanding stock of said corporation are present and voting; and

WHEREAS, it is the desire of more than two-thirds (2/3) of the stockholders that the original and amended Articles of Incorporation of Silver Mountain Mining Company, Ltd., be amended as follows:

BE IT THEREFORE RESOLVED that the following amendments be made:

1) To amend the First Section of the said original and amended Articles of Incorporation, which reads as follows:

"That the name of this corporation shall be "Silver Mountain Mining Company, Ltd.,"

to read:

"The name of this corporation shall be BIG SKY SILVER, INC."

2) To amend the Third Section of said original and amended Articles of Incorporation, which reads as follows:

"The place of the principal business of this corporation shall be at the City of Wallace, Shoshone County, Idaho, with power to establish principal offices elsewhere, either within or without the state of Idaho,"

to read:

"The principal place of business of this corporation shall be at Kellogg, Shoshone County, State of Idaho."

3) To amend the Fifth Section of said original and amended Articles of Incorporation, which reads as follows:

"That the number of directors of this corporation shall be five (5) and the names and residences of the directors who shall be elected to serve for the first year and until the election and qualification of their successors are as follows: et al,"

to read:

"That the number of directors of this corporation shall be not less than three (3) nor more than nine (9) in number."

4) To amend the Sixth Section of the original and amended Articles of Incorporation, which reads as follows:

"That the amount of capital stock is fixed at \$1,500,000, divided into 1,500,000 shares of the par value of \$1.00 per share,"

to read:

"That the amount of capital of this corporation shall

be \$1,500,000 divided into 3,000,000 shares of the par value of fifty cents (50¢) per share and non-assessable."

That said Resolution was adopted by a vote of more than two-thirds (2/3) of the issued and outstanding stock of said corporation at said special meeting.

WITNESS our hands this 7th day of October, 1965.

Lester S. Harrison
President

C. Whalen
Secretary

* * * * *

STATE OF IDAHO)
County of Shoshone) ss.

LESTER S. HARRISON and C. WHALEN, each being duly sworn on oath and not one for the other, depose and say:

That they are the president and secretary, respectively, of Silver Mountain Mining Company, Ltd., a corporation; that they have read the foregoing Certificate of Amendment of the Original and Amended Articles of Incorporation of Silver Mountain Mining Company, Ltd., know the contents thereof, and state that the facts therein stated are true.

Lester S. Harrison

C. Whalen

Subscribed and sworn to before me this 7th day of October, 1965.

Phyllis J. Holtz
Notary Public in and for the state of Idaho residing at Kellogg, Idaho.
My commission expires Jan. 10, 1966.