

# MEMO



**STATE OF WASHINGTON**  
OFFICE OF SECRETARY OF STATE  
**BRUCE K. CHAPMAN**  
CORPORATIONS & TRADEMARKS DIVISION  
OLYMPIA, WASHINGTON 98504

SF-79

OFFICIAL CERTIFICATION OF THIS DOCUMENT, AS PREPARED  
BY THE OFFICE OF THE SECRETARY OF STATE, APPEARS ON  
THE BACK OF THE LAST PAGE.\*

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D-007144

FILE NUMBER



FILED DOMESTIC

8-13-79  
8:49

# 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

AMENDED

## ARTICLES OF INCORPORATION

of HECLA MINING COMPANY  
a domestic corporation of Spokane Washington,  
(Amending Article VI and increasing capital to \$105,000,000.00)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of .....  
Paine, Lowe, Coffin et al .....  
1400 Washington Trust Financial Center  
Spokane, Washington 99204  
Attn: Lawrence R. Small

Filing and recording fee \$ .....

License to June 30, 19 .....

Excess pages @ 25¢ \$ .....

Microfilmed, Roll No. ....

Page **006 - 013**

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 30, 1979

**BRUCE K. CHAPMAN**  
SECRETARY OF STATE

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this certificate at Olympia, the State Capitol,  
May 30, 1979

**BRUCE K. CHAPMAN**  
SECRETARY OF STATE

FILED

MAY 30 1979

SECRETARY OF STATE  
STATE OF WASHINGTON

ARTICLE OF AMENDMENT  
HECLA MINING COMPANY  
A WASHINGTON CORPORATION

-----

IT IS HEREBY CERTIFIED by the undersigned, the President and Secretary, respectively, of the HECLA MINING COMPANY, a corporation, that at the 1979 Annual Meeting of Shareholders, held in Terrace Room C of the Ridpath Hotel in Spokane, Washington, on the 4th day of May, 1979, commencing at the hour of 9 o'clock a.m., pursuant to proper notice, which meeting was adjourned to 9 o'clock a.m., May 25th, 1979, at Terrace Room C, Ridpath Hotel, Spokane, Washington, for the sole purpose of considering the matter of the authorization of 1,000,000 shares of preferred stock and that at said May 25th, 1979, meeting the following amendment to the Articles of Incorporation of Hecla Mining Company was adopted by the necessary two-thirds of all outstanding shares of the corporation entitled to vote upon such amendment, as is more particularly set forth in paragraph 5 below.

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

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

"ARTICLE VI.

"Section 1 (a). The total number of shares which this corporation is authorized to issue is Twenty Million (20,000,000) shares of Common Stock, Twenty-five cents (\$.25) par value per share and One Million (1,000,000) shares of Preferred Stock without par value.

FILED

MAY 30 1979

SECRETARY OF STATE  
STATE OF WASHINGTONARTICLE OF AMENDMENT  
HECLA MINING COMPANY  
A WASHINGTON CORPORATION  
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"Section 1 (a). The total number of shares which this corporation is authorized to issue is Twenty Million (20,000,000) shares of Common Stock, Twenty-five cents (\$.25) par value per share and One Million (1,000,000) shares of Preferred Stock without par value.

Section 1 (b). Of said Twenty Million (20,000,000) shares of Common Stock, one (1) share shall be deemed to be issued and outstanding upon the taking effect of the preceding Section 1 (a) for each one (1) of the shares of Capital Stock of the par value of Twenty-five cents (\$.25) per share which shall be issued and outstanding immediately prior to the taking effect thereof and each one (1) share of such Capital Stock so issued and outstanding shall, upon the taking effect thereof, be changed into and designated as one (1) share of Common Stock, Twenty-five cents (\$.25) par value per share. Upon and after the taking effect of such redesignation, and upon surrender to a Transfer Agent of the corporation for the Capital Stock of a certificate or certificates with respect thereof, the corporation will issue to or upon the order of each holder of record of such Capital Stock a certificate or certificates representing one share of such Common Stock for each share of such Capital Stock.

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 (a). 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 principal among any number of such candidates.

Section 1 (b). Of said Twenty Million (20,000,000) shares of Common Stock, one (1) share shall be deemed to be issued and outstanding upon the taking effect of the preceding Section 1 (a) for each one (1) of the shares of Capital Stock of the par value of Twenty-five cents (\$.25) per share which shall be issued and outstanding immediately prior to the taking effect thereof and each one (1) share of such Capital Stock so issued and outstanding shall, upon the taking effect thereof, be changed into and designated as one (1) share of Common Stock, Twenty-five cents (\$.25) par value per share. Upon and after the taking effect of such redesignation, and upon surrender to a Transfer Agent of the corporation for the Capital Stock of a certificate or certificates with respect thereof, the corporation will issue to or upon the order of each holder of record of such Capital Stock a certificate or certificates representing one share of such Common Stock for each share of such Capital Stock.

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 (a). 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 principal among any number of such candidates.



Section 3 (b). The holders of Preferred Stock shall have no voting rights except as provided by law, provided:

(i) Whenever the dividends on the Preferred Stock, at the time of any annual meeting, shall be in arrears to the amount of six (6) quarterly dividends, then at such annual meeting and at all annual meetings thereafter, and at any meeting called for the election of directors, until such time as the dividends on the Preferred Stock are no longer in arrears, the holders of the Preferred Stock shall be entitled to vote with the holders of the Common Stock or the Capital Stock, as the case may be, voting together as one class. In such case, the voting rights of the holder of Preferred Stock shall be the same as those of the Common Stock or the Capital Stock, as the case may be, as stated in Section 3 (a) of this Article VI.

(ii) The holders of the Preferred Stock shall be entitled to vote, with one vote per share, and the affirmative vote of two-thirds of the outstanding Preferred Stock shall be required, to approve any amendment to the Articles of Incorporation which would adversely affect the rights or preferences of such Preferred Stock.

(iii) The holders of the Preferred Stock shall be entitled to vote with the holders of the Common Stock or Capital Stock, as the case may be, voting together as one class, and an affirmative vote of two-thirds of the total shares shall be required, to approve: (1) any amendment to the Articles of Incorporation which does not affect adversely the rights or preferences of the Preferred Stock; (2) the merger or consolidation of this corporation with another corporation; (3) the sale, lease, exchange or other disposition of all, or substantially all, of this corporation's property; and (4) the voluntary dissolution of this corporation.

(iv) The holders of Preferred Stock will specifically have the right to vote as a class upon any proposed amendment to the Articles of Incorporation in those cases where such amendment would:

(A) Increase the aggregate number of authorized shares of such class.

(B) Effect an exchange, reclassification or cancelation of all or part of the shares of such class.

(C) Effect an exchange, or create a right of exchange, of all or any part of the shares of another class into the shares of such class.

Section 3 (b). The holders of Preferred Stock shall have no voting rights except as provided by law, provided:

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(iii) The holders of the Preferred Stock shall be entitled to vote with the holders of the Common Stock or Capital Stock, as the case may be, voting together as one class, and an affirmative vote of two-thirds of the total shares shall be required, to approve: (1) any amendment to the Articles of Incorporation which does not affect adversely the rights or preferences of the Preferred Stock; (2) the merger or consolidation of this corporation with another corporation; (3) the sale, lease, exchange or other disposition of all, or substantially all, of this corporation's property; and (4) the voluntary dissolution of this corporation.

(iv) The holders of Preferred Stock will specifically have the right to vote as a class upon any proposed amendment to the Articles of Incorporation in those cases where such amendment would:

(A) Increase the aggregate number of authorized shares of such class.

(B) Effect an exchange, reclassification or cancelation of all or part of the shares of such class.

(C) Effect an exchange, or create a right of exchange, of all or any part of the shares of another class into the shares of such class.

(D) Change the designations, preferences, limitations or relative rights of the shares of such class so as to adversely affect them.

(E) Change the shares of such class into the same or different number of shares of the same class or another class or classes.

(F) Create a new class of shares having rights and preferences prior and superior to the shares of such class, or increase the rights and preferences of any class having rights and preferences prior or superior to the shares of such class.

(G) Effect any change in Article VI, Section 4, which would increase the powers of the Board of Directors to fix and determine the variations in the relative rights and preferences between the shares of such series.

(H) Cancel or otherwise affect dividends on the shares of such class which have accrued but have not been declared.

Section 4. Issuance of Preferred Stock in Series. The shares of Preferred Stock may be divided into and issued in series. Each series shall be so designated as to distinguish the shares thereof from the shares of all other series. All shares of Preferred Stock shall be identical except as to the following relative rights and preferences, in respect to any or all of which there may be variations between different series, namely:

(a) The rate of dividend.

(b) Whether shares may be redeemed and, if so, the redemption price and terms and conditions of redemption.

(c) The amount payable upon shares in event of voluntary and involuntary liquidation.

(d) Sinking fund provisions, if any, for the redemption or purchase of shares.

(e) The terms and conditions, if any, on which shares may be converted.

The Board of Directors of this corporation is hereby expressly vested with authority, by resolution, to divide the Preferred Stock into series and, within the limitations prescribed by law and by these Articles of Incorporation, to fix

(D) Change the designations, preferences, limitations or relative rights of the shares of such class so as to adversely affect them.

(E) Change the shares of such class into the same or different number of shares of the same class or another class or classes.

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and determine at the time of the establishment of any series the foregoing relative rights and preferences of any series so established.

Section 5. Before any dividends on any class or classes of stock of this corporation ranking junior to the Preferred Stock (other than dividends payable in shares of any class or classes of stock of this corporation ranking junior to the Preferred Stock) shall be declared or paid or set apart for payment, the holders of shares of Preferred Stock of each series shall be entitled to such cash dividends, but only when and as declared by the Board of Directors out of funds legally available therefor, as they may be entitled to in accordance with the resolution or resolutions adopted by the Board of Directors providing for the issue of such series, payable quarterly on such dates as may be fixed in such resolution or resolutions in each year to holders of record on the respective dates not exceeding fifty days preceding such dividend payment dates as may be determined by the Board of Directors in advance of the payment of each particular dividend. Such dividends shall be cumulative from the date or dates fixed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such series, which date or dates shall in no instance be more than ninety days before or after the date of the issuance of the particular shares of such series then to be issued. Dividends in full shall not be declared or paid or set apart for payment on the Preferred Stock of any one series for any dividend period unless dividends in full have been declared or paid or set apart for payment on the Preferred Stock of all series for all dividend periods terminating on the same or any earlier date. When the dividends are not paid in full on all series of the Preferred Stock, the shares of all series shall share ratably in the payment of dividends, including accumulations, if any, in accordance with the sums which would be payable on said shares if all dividends were declared and paid in full. A "dividend period" is the period between any two consecutive dividend payment dates (or, when shares are originally issued, the period from the date from which dividends are cumulative to the first dividend payment date) as fixed for a particular series. Accruals of dividends shall not bear interest.

Section 6. In the event of any liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary, before any payment of distribution of the assets of this corporation shall be made to or set apart for the holders of shares of any class or classes of stock of this corporation ranking junior to the Preferred Stock, the holders of the shares of each series of the Preferred Stock shall be entitled to receive payment of the amount per share fixed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of the shares of such series, plus an amount equal to all dividends accrued thereon to the date of final distribution to such holders; but they shall be entitled to no further payment. If, upon any

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liquidation, dissolution or winding up of this corporation, the assets of this corporation, or proceeds thereof, distributable among the holders of the shares of the Preferred Stock shall be insufficient to pay in full the preferential amount aforesaid, then such assets, or the proceeds thereof, shall be distributed among such holders ratably in accordance with the respective amounts which would be payable on such shares if all amounts payable thereon were paid in full. For the purposes of this Section 6, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property or assets of this corporation or a consolidation or merger of this corporation with one or more corporations shall not be deemed to be a dissolution, liquidation or winding up, voluntary or involuntary."

3. The foregoing amendment to Article VI was adopted by the shareholders of Hecla Mining Company on May 25, 1979, at their 1979 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 16th day of March, 1979, were 6,988,959 shares, including 245 treasury shares, and the number of shares entitled to vote were 6,988,714 shares, of which there were 5,639,583 present in person or by proxy at the Annual Meeting.

5. The number of shares voting for and against said amendment is as follows:

For Article VI Amendment	<u>4,755,621</u> shares	<u>68.05</u> %
Against Article VI		
Amendment	<u>506,300</u> shares	<u>7.24</u> %

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

liquidation, dissolution or winding up of this corporation, the assets of this corporation, or proceeds thereof, distributable among the holders of the shares of the Preferred Stock shall be insufficient to pay in full the preferential amount aforesaid, then such assets, or the proceeds thereof, shall be distributed among such holders ratably in accordance with the respective amounts which would be payable on such shares if all amounts payable thereon were paid in full. For the purposes of this Section 6, the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property or assets of this corporation or a consolidation or merger of this corporation with one or more corporations shall not be deemed to be a dissolution, liquidation or winding up, voluntary or involuntary."

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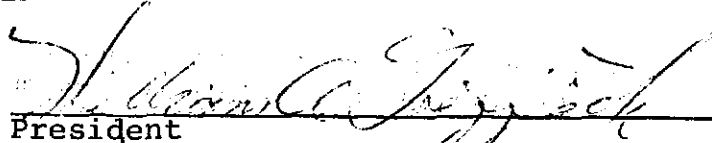

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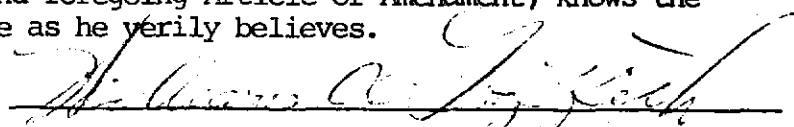


7. The amendment to Article VI effects an increase in the authorized capitalization of Hecla Mining Company to include 1,000,000 shares of Preferred Stock without par value and, to the best of the knowledge and belief of the corporate officers executing this Article of Amendment, the stated value of the Preferred Stock is \$100 per share and the total value of the Preferred Stock, when issued, will not exceed the sum of \$100,000,000.

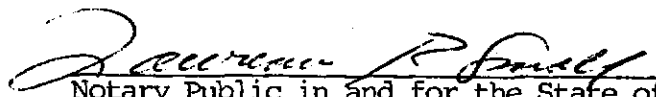
  
\_\_\_\_\_  
President  
  
\_\_\_\_\_  
Secretary

STATE OF WASHINGTON )  
                              : ss.  
County of Spokane     )

W. A. GRIFFITH, 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 Article of Amendment, knows the contents thereof and the same is true as he verily believes.

  
\_\_\_\_\_

Subscribed and sworn to before me this 25<sup>th</sup> day of May, 1979.

  
\_\_\_\_\_  
Notary Public in and for the State of  
Washington, Residing at Spokane

7. The amendment to Article VI effects an increase in the authorized capitalization of Hecla Mining Company to include 1,000,000 shares of Preferred Stock without par value and, to the best of the knowledge and belief of the corporate officers executing this Article of Amendment, the stated value of the Preferred Stock is \$100 per share and the total value of the Preferred Stock, when issued, will not exceed the sum of \$100,000,000.

William A. Griffith  
President  
William B. Grismer  
Secretary

STATE OF WASHINGTON )  
                              : ss.  
County of Spokane     )

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William A. Griffith

Subscribed and sworn to before me this 25<sup>th</sup> day of May, 1979.

Robert R. Brady  
Notary Public in and for the State of  
Washington, Residing at Spokane

I, The Secretary of State of the State of Washington,  
DO HEREBY CERTIFY that this is a true and correct

copy of Amended Articles  
as filed in this office.



Bruce K. Chapman

Bruce K. Chapman, Secretary of State

By: Kathy Jones

Dated: 8/8/74