

State of Idaho

Department of State.

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Merger of SILVER ROCK MINING COMPANY, INC.

into SILVER PEAK MINING COMPANY, INC.,

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue, of the authority vested in me by law, I issue this certificate of Merger, and attach hereto a duplicate original of the Articles of Merger.

Dated 4-15-85, 19 85.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
SILVER ROCK MINING COMPANY, INC.
INTO
SILVER PEAK MINING COMPANY, INC.

Pursuant to the provisions of Section 30-1-74 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Idaho Business Corporation Act:

A true and correct copy of the Plan and Agreement of Merger is attached hereto as Exhibit A and by this reference is incorporated herein.

SECOND: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as Class Designation of Class</u>	<u>Number of Shares</u>
Silver Peak Mining Co., Inc.	2,177,500	common	2,177,500
Silver Rock Mining Co., Inc.	1,683,545	common	1,683,545

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Shares Voted FOR</u>	<u>Total Shares Voted AGAINST</u>
Silver Peak Mining Company, Inc.	1,785,425	-0-
Silver Rock Mining Company, Inc.	1,372,600	-0-

ARTICLES OF MERGER

IN WITNESS WHEREOF, the undersigned Officers have signed their names hereto and have caused their respective corporate seals of the constituent corporations to be affixed hereto this _____ day of April, 1985.

(seal)

SILVER PEAK MINING COMPANY, INC.
an Idaho Corporation

BY: Frank A. Morbeck
Frank A. Morbeck, President

ATTEST:

Wesley G. Bailey
Wesley G. Bailey, Secretary

(seal)

SILVER ROCK MINING COMPANY, INC.
an Idaho Corporation

BY: Frank A. Morbeck
Frank A. Morbeck, President

ATTEST:

Wesley G. Bailey
Wesley G. Bailey, Secretary

ARTICLES OF MERGER

PAGE 2

STATE OF IDAHO)
) ss.
County of Shoshone)

I, Virginia Mattem, a Notary Public, do hereby certify that on this 11TH day of April, 1985, personally appeared before me FRANK A. MORBECK, who, being by me first duly sworn, declared that he is the President of Silver Peak Mining Company, Inc. and that he is the President of Silver Rock Mining Company, Inc., that he signed the foregoing document as President of both corporations, and that the statements therein contained are true.

(notarial
seal)

Virginia Mattem
NOTARY PUBLIC in and for the State
of Idaho, residing at Shallace, Idaho
My commission expires 12-31-86

ARTICLES OF MERGER

PAGE 3

PLAN AND AGREEMENT OF MERGER

Between

SILVER PEAK MINING CO., INC.

An Idaho Corporation
(The Surviving Corporation)

and

SILVER ROCK MINING CO., INC.

An Idaho Corporation
(The Merging Corporation)

PLAN AND AGREEMENT OF MERGER, dated January 30, 1985, between SILVER PEAK MINING CO., INC., an Idaho corporation, (hereinafter referred to as "Silver Peak" and "Surviving Corporation"), and SILVER ROCK MINING CO., INC., an Idaho corporation, (hereinafter referred to as the "Merging Corporation"), which two corporations are hereinafter sometimes referred to as the "Constituent Corporations".

FIRST

R E C I T A L S

Silver Peak is validly organized, existing and in good standing under the laws of the State of Idaho. The Merging Corporation is validly organized, existing and in good standing under the laws of the State of Idaho.

Silver Peak has an authorized capital of 6,000,000 shares of Common Stock with a par value of \$.10 each, of which on the 30th day of January, 1985, 2,177,500 shares were issued and outstanding.

The Merging Corporation has an authorized capital of 5,000,000 shares of Common Stock with a par value of \$.10 each, of which on the date of execution of this Agreement 1,683,545 shares were issued and outstanding, and 3,316,455 shares were held in its treasury.

The Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of their respective corporations and stockholders that the Merging Corporation merge with and into Silver Peak in accordance with the provisions of applicable statutes of the State of Idaho, and have entered into this Agreement of Merger in connection with the merger.

SECOND

Agreement of Merger

NOW, THEREFORE, the Constituent Corporations agree, each with the other, to merge into a single corporation which shall be Silver Peak, the Surviving Corporation, pursuant to the laws of the State of Idaho and agree upon and prescribe the terms and conditions of the statutory merger, the mode of carrying it into effect and the manner and basis of converting the shares of the Merging Corporation into shares of the Surviving Corporation, as herein set forth:

On the effective date of the merger, the Merging Corporation shall be merged with and into Silver Peak and the separate existence of the Merging Corporation shall cease; the Constituent Corporations shall become a single corporation named "SILVER PEAK MINING CO., INC.", the Surviving Corporation.

THIRD

By-Laws of Surviving Corporation

The By-Laws of Silver Peak in effect immediately prior to

the effective date of the merger shall continue to be the By-Laws of the Surviving Corporation, until altered or repealed in the manner provided by law and such By-Laws.

FOURTH

Articles of Incorporation of Surviving Corporation

The Articles of Incorporation of Silver Peak in effect immediately prior to the effective date of the merger shall continue to be the Articles of Incorporation of the Surviving Corporation until amended in accordance with the Corporation Law of the State of Idaho.

FIFTH

Directors and Officers of Surviving Corporation

The Directors and Officers of Silver Peak immediately prior to the effective date of the merger shall continue to be the Directors of the Surviving Corporation, to hold office for the terms specified in the By-Laws of the Surviving Corporation and until their respective successors are duly elected and qualified.

SIXTH

Manner and Basis of Conversion of Shares

The treatment of the shares of Silver Peak, the manner of converting the shares of the Merging Corporation into shares of common stock of the Surviving Corporation, and the treatment of outstanding options to purchase shares of the Merging Corporation, if any, shall be as follows:

1. Each share of Common Stock of Silver Peak which is issued and outstanding or in its treasury immediately prior to the effective date of the merger shall not be affected, converted, or exchanged as

a result of the merger, and shall continue to be one fully paid and non-assessable share of the Surviving Corporation's Common Stock with a par value of \$.10 each.

2. Each share of the Merging Corporation's Common Stock which is issued and outstanding immediately prior to the effective date of the merger, shall by virtue of the merger be converted into and become, without action on the part of the holder of such Common Stock, one fully paid and non-assessable share of Common Stock of the Surviving Corporation with a par value of \$.10 each.

3. As soon as practicable after the effective date of the merger, each holder of outstanding certificates for Common Stock theretofore issued by the Merging Corporation (except for those certificates representing shares in respect of which the holders shall be pursuing their remedy as dissenting shareholders in accordance with the laws of the State of Idaho, and except for those certificates, if any, representing shares held by Silver Peak) shall be entitled, upon surrender of the same by such holder for cancellation as directed by the Surviving Corporation, to receive new certificates for the same number of shares of Common Stock of the Surviving Corporation to which he now holds.

4. On the effective date of the merger, any shares of Common Stock of the Merging Corporation which are then held in its treasury shall be cancelled and retired without further action, and no shares of Common Stock of the Surviving Corporation shall be issued in respect thereof.

5. The Surviving Corporation agrees that it will promptly pay to the dissenting shareholders, if any, of the Merging Corporation, the amount, if any, to which they shall be entitled under the provisions of the Corporation Laws of the State of Idaho with respect to the rights of dissenting shareholders.

SEVENTH

Effect of Merger

On the effective date of the merger, the Surviving Corporation shall possess all the rights, privileges, powers, and franchises of a public as well as a private nature of each of the Constituent Corporations, and shall become subject to all the restrictions, disabilities and duties of each of the Constituent Corporations and all of the singular rights, privileges, powers and franchises of each of the Constituent Corporations. All property, real, personal and mixed, and debts due to each of the Constituent Corporations on whatever account, including stock subscriptions as well as all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, assets, rights, privileges, powers, franchises and immunities, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the merger; provided, however, that all of the creditors and liens upon any property of either of the Con-

stituent Corporations shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

The Surviving Corporation agrees that it may be served with process in the State of Idaho and irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process, in any proceeding for the enforcement of any obligation of the Merging Corporation arising in the State of Idaho prior to the effective date of the merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Merging Corporation against the Surviving Corporation.

EIGHTH

Accounting and State Capital

When the merger becomes effective, subject to such changes, adjustments or eliminations as may be made in accordance with generally accepted accounting principles, (a) the assets and liabilities of the Constituent Corporations shall be recorded in the accounting records of the Surviving Corporation at the amounts at which they shall be carried at that time in the accounting records of the Constituent Corporations, (b) the amount of stated capital with which the Surviving Corporation shall begin business immediately after the effective date of the merger is \$386,105.00.

NINTH

Abandonment

Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement of Merger may be abandoned by action of the Board of Directors of either Silver Peak or the Merging Corporation at any time prior to the effective date of the merger, whether before or after submission to their respective stockholders, upon the happening of any one of the following events:

1. If the merger fails to obtain the requisite vote of stockholders of Silver Peak or of stockholders of the Merging Corporation not later than March 20, 1985; or
2. If, in the judgment of the Board of Directors of Silver Peak or of the Merging Corporation, the merger would be impracticable because of the number of stockholders of either thereof who assert their right to have their stock appraised and to receive payment therefor as provided in the Corporation Law of the State of Idaho.

TENTH

Representations and Warranties

Silver Peak and the Merging Corporation each represents and warrants to the other that between the date hereof and the time when the merger becomes effective they will not enter into any employment contracts, grant any stock options, or issue any stock or securities, or declare or pay any dividends in stock or cash or make any other distribution on or with respect to their outstanding stock.

ELEVENTH

Effective Date

The effective date of the merger provided for by this Agreement shall be the date on which the last act prior to recording required to complete the merger under the respective laws of the State of Idaho is performed.

IN WITNESS WHEREOF, the undersigned Officers have signed their names hereto and have caused their respective corporate seals of the Constituent Corporations to be affixed hereto this 30th day of January, 1985.

(SEAL)

ATTEST:

Wesley G. Bailey
Wesley G. Bailey, Secretary

SILVER PEAK MINING CO., INC., an
Idaho Corporation,

By Frank A. Morbeck
Frank A. Morbeck, President

(SEAL)

ATTEST:

Wesley G. Bailey
Wesley G. Bailey, Secretary

SILVER ROCK MINING CO., INC., an
Idaho Corporation,

By Frank A. Morbeck
Frank A. Morbeck, President

STATE OF IDAHO)
 : ss. .
County of Shoshone)

On this 30th day of January, 1985, before me, the undersigned, a Notary Public for the State of Idaho, personally appeared FRANK A. MORBECK, and WESLEY G. BAILEY, known to me to be the President and Secretary, respectively, of SILVER PEAK MINING CO., INC., and the President and Secretary, respectively, of SILVER ROCK MINING CO., INC., both Idaho corporations, being the corporations that executed the above and foregoing instrument, and acknowledged to me that the seals affixed to said instrument are the corporate seals of said corporations, and that said instrument was signed and sealed on behalf of said corporations by authority of their Board of Directors and Frank A. Morbeck and Wesley G. Bailey acknowledge said instrument to be the free act and deed of said corporations.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(SEAL)

Virginia Matlock
Notary Public for the State of Idaho
Residing at Wallace, Idaho
My Commission Expires: 12-31-86