

**FILED EFFECTIVE**

**ARTICLES OF MERGER**

2003 MAR -4 PM 2:02  
STATE OF IDAHO  
Pursuant to the provisions of the Idaho Code Section 30-1-1105 and the Nevada Revised Statutes, Chapter 92A, the undersigned corporations hereby submit the following Articles of Merger for filing for the purpose of merging Sidney Mining Company, an Idaho corporation ("Sidney Idaho"), into Sidney Resources Corporation, a Nevada corporation ("Sidney Nevada").

**ARTICLE I**

The Plan of Merger of Sidney Idaho into Sidney Nevada is attached as Exhibit A.

**ARTICLE II**

1. On February 20, 2003 the Plan of Merger was duly approved by the shareholders of Sidney Idaho pursuant to Idaho Code Section 30-1-703. There were 8,000,000 shares of Common Stock issued and outstanding and entitled to vote on the Plan of Merger. No other voting groups were entitled to vote separately on the Plan of Merger. The vote of shareholders was 3,175,068 shares (93%) voting "For", 163,508 shares voting "Against" and 75,250 shares voting "Abstain". Pursuant to an Order of the District Court of the First Judicial District of the State of Idaho, in and for the County of Shoshone, a copy of which is attached hereto and by this reference incorporated herein, the shares present in person and by proxy at the shareholder meeting constituted a quorum and the action of the shareholders casting votes for the merger of the company with and into its wholly owned subsidiary was confirmed.
2. The Plan of Merger was approved by the unanimous consent of the shareholders of Sidney Nevada.

DATED this 28<sup>th</sup> day of February, 2003.

Sidney Mining Company, an  
Idaho corporation

Sidney Resources Corporation, a  
Nevada corporation

By W.F. Bill Brown  
W.F. Bill Brown, President

By W.F. Bill Brown  
W.F. Bill Brown, President

IDAHO SECRETARY OF STATE  
03/04/2003 05:00  
CK: 21816 CT: 86397 BH: 666446  
1 @ 30.00 = 30.00 MERGER # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

C7028

Exhibit A  
**PLAN OF MERGER**

This Plan of Merger is made and entered into this 30<sup>th</sup> day of December, 2002, by and between Sidney Mining Company, an Idaho corporation ("Sidney Idaho"), and Sidney Resources Corporation, a Nevada corporation ("Sidney Nevada" or the "Surviving Corporation").

**RECITALS**

A. Sidney Idaho is a corporation organized and existing under the laws of the State of Idaho and has authorized capital stock consisting of 8,000,000 shares of \$0.001 par value common stock, of which 8,000,000 shares are issued and outstanding, and held by approximately 1,744 shareholders of record.

B. Sidney Nevada is a corporation organized and existing under the laws of the State of Nevada and has authorized capital stock consisting of 500,000,000 shares of common stock with \$0.001 par value, of which 100 shares are issued and outstanding, and held by Sidney Idaho and 10,000,000 shares of preferred stock with no stated value and \$0.001 par value, of which no shares are issued and outstanding.

C. The Boards of Directors of Sidney Idaho and Sidney Nevada, respectively, deem it advisable for Sidney Idaho to merge with and into Sidney Nevada.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, Sidney Idaho and Sidney Nevada hereby agree to the following Plan of Merger:

1. *Names of Constituent Corporations.* Sidney Idaho will merge with and into Sidney Nevada. Sidney Nevada will be the Surviving Corporation.

2. *Terms and Conditions of Merger.* The effective date of merger shall be the date upon which the Articles of Merger are filed with the Secretary of State. Upon the effective date of the merger, the separate corporate existence of Sidney Idaho shall cease; title to all real estate and other property owned by Sidney Idaho or Sidney Nevada shall be vested in Sidney Nevada without reversion or impairment; and the Surviving Corporation shall have all liabilities of Sidney Idaho and Sidney Nevada. Any proceeding pending by or against Sidney Idaho or Sidney Nevada may be continued as if such merger did not occur, or the Surviving Corporation may be substituted in the proceeding for Sidney Idaho.

3. *Governing Law.* The laws of the State of Nevada shall govern the Surviving Corporation.

4. *Name.* The name of the Surviving Corporation shall be Sidney Resources Corporation, a Nevada corporation.

5. *Registered Office.* The address of the registered office of the Surviving Corporation shall be 502 E. John Street, Room E, Carson City, NV 89706.

6. *Accounting.* The assets and liabilities of Sidney Idaho and Sidney Nevada (collectively the "Constituent Corporations") as of the effective date of the merger shall be taken up on the books of the Surviving Corporation at the amounts at which they are carried at that time on the respective books of the Constituent Corporations.

7. *Articles of Incorporation.* The Articles of Incorporation of Sidney Nevada shall constitute the Articles of Incorporation of the Surviving Corporation.

8. *Bylaws.* The Bylaws of Sidney Nevada as of the effective date of the merger shall be the Bylaws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

9. *Directors.* The directors of Sidney Idaho as of the effective date of the merger shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified.

10. *Manner and Basis of Converting Shares.* As of the effective date of the merger:

(a) Each share of Sidney Idaho common stock issued and outstanding shall become one share of common stock of the Surviving Corporation.

(b) The Surviving Corporation shall convert or exchange each share of Sidney Idaho common stock for one share of the common stock of the Surviving Corporation.

(c) Any shares of stock of Sidney Idaho in the treasury of Sidney Idaho on the effective date of the merger shall be surrendered to the Surviving Corporation for cancellation, and no shares of the Surviving Corporation shall be issued in respect thereof.

(d) On the effective date of the merger, holders of certificates of common stock in Sidney Idaho shall surrender them to the Surviving Corporation, or its appointed agent, in such manner as the Surviving Corporation legally shall require. Upon receipt of such certificates, the Surviving Corporation shall issue in exchange therefor a certificate of shares of common stock in the Surviving Corporation representing the number of shares of stock to which such holder shall be entitled as set forth above.

(e) In addition, such shareholders shall be entitled to receive any dividends on such shares of common stock of the Surviving Corporation that may have been declared and

paid between the effective date of the merger and the issuance to such shareholder of the certificate of such common stock.

11. *Shareholder Approval.* This Plan of Merger shall be submitted to the shareholders of Sidney Idaho and Sidney Nevada for their approval in the manner provided under the applicable laws, at meetings to be held on or before March 1, 2003, or at other such time as the Boards of Directors of Sidney Idaho and Sidney Nevada shall agree. After approval by a vote of the holders of a majority of the Sidney Idaho shares entitled to vote thereon and the holders of the majority of the Sidney Nevada shares entitled to vote thereon, if any, of each voting group, and the approval by a vote of the holders of a majority of the Sidney Idaho shares entitled to vote thereon and the holders of a majority of the Sidney Nevada shares entitled to vote thereon, if any, of each voting group, Articles of Merger shall be filed as required under the laws of the States of Idaho and Nevada.

12. *Termination of Merger.* This merger may be abandoned at any time prior to the filing of Articles of Merger with the Secretary of State, upon a vote of a majority of the Board of Directors of both Sidney Idaho and Sidney Nevada. If the merger is terminated, there shall be no liability on the part of either Constituent Corporation, their respective Boards of Directors, or shareholders.


13. *Counterparts.* This Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

IN WITNESS WHEREOF, this Plan of Merger has been adopted by the undersigned corporations as of this 30<sup>th</sup> day of December, 2002.

Sidney Mining Company, an  
Idaho corporation

By   
W.F. "Bill" Brown, President

Sidney Resources Corporation, a  
Nevada corporation

By   
W.F. "Bill" Brown, President

STATE OF IDAHO  
CO. CLERK OF COURT

FEB 26 11 30 AM '03

CLEARED BY  
DEPUTY CLERK  
M. L. L. L.

CHARLES L.A. COX  
EVANS, KEANE  
P. O. Box 659  
Kellogg, ID 83837  
Phone: (208) 784-1105  
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ISB#: 2745

Attorneys for Sidney

IN THE DISTRICT COURT OF THE FIRST JUDICIAL DISTRICT  
OF THE STATE OF IDAHO, IN AND FOR THE COUNTY OF SHOSHONE

In the Matter of	)	Case No. SP-03- <u>03205</u>
	)	
SIDNEY MINING COMPANY	)	ORDER CONFIRMING ACTION OF
	)	SHAREHOLDERS AND SETTING
	)	QUORUM FOR FUTURE MEETINGS

Petition having been presented to me, Judge of the above-entitled Court, and good cause appearing therefor,

NOW THEREFORE, IT IS HEREBY ORDERED That the shares present in person and in proxy at the meeting of February 20, 2003, being 3,414,326 shares, shall constitute a quorum for the action taken by the shareholders at the special meeting held on February 20, 2003.

IT IS FURTHER ORDERED That the action of the shareholders in casting votes for merger of the company with and into its wholly-owned Nevada subsidiary, SIDNEY RESOURCES, CORP., is hereby confirmed.

IT IS FURTHER ORDERED That the action of the shareholders in casting votes for election of Directors is hereby confirmed as follows:

1. PETITION FOR CONFIRMATION OF ACTION OF SHAREHOLDERS

W. F. Bill Brown	3,378,906
Robert F. Campbell	3,393,531
George D. Hennessey	3,392,031
Kenneth J. Gaylord	3,393,331
Jack Adkins	3,397,531

IT IS FURTHER ORDERED That the quorum required for any future meetings of shareholders shall be that number of shares present in person and in proxy that respond to the notice of meeting provided the statutory and corporate procedures for notice are met.

DATED this 26 day of February, 2003.

Fred M. Gibler  
Fred M. Gibler, District Judge

*Copy hand delivered to Charles Cox*

STATE OF IDAHO  
COUNTY OF SHOSHONE } ss

THIS IS TO CERTIFY THAT THE FOREGOING IS A  
TRUE COPY OF THE ORIGINAL NOW ON RECORD  
IN THIS OFFICE SEALED ON THIS 28 DAY  
OF Feb - 2003  
PEGGY WHITE, CLERK OF THE DISTRICT COURT  
By Maria Hanson  
Deputy