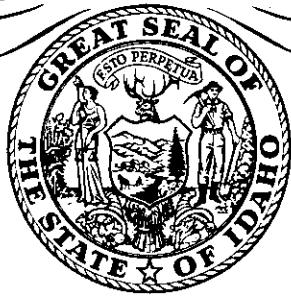


State of Idaho



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

VANGUARD CHEMICAL CO.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Twenty-ninth** day of **March** **1961**, original articles of amendment, as provided by Sections **30-146, 30-147, 30-151 and 30-152, Idaho Code, Joint Agreement of Merger of C.Y.A.C. Mining and Development Company, Inc., a Colorado corporation, not qualified in Idaho, with and into VANGUARD CHEMICAL CO.,**

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **114** 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 **29th** day of **March**, A. D., 19**61**.

Secretary of State

JOINT AGREEMENT OF MERGER OF C.Y.A.C. MINING
AND DEVELOPMENT COMPANY, INC. WITH AND INTO
VANGUARD CHEMICAL CO.

VANGUARD CHEMICAL CO. continuing as the surviving corporation.
JOINT AGREEMENT OF MERGER entered into this ²⁴th day of September, 1960, (hereinafter called "Agreement"), by and between VANGUARD CHEMICAL CO., a corporation of the State of Idaho (hereinafter sometimes called "Vanguard"), and C.Y.A.C. MINING AND DEVELOPMENT COMPANY, INC., a corporation of the State of Colorado, (sometimes hereinafter called "C.Y.A.C."), and their respective boards of directors, (which two corporations are hereinafter some times called the "constituent corporations").

WITNESSETH:

The authorized shares of Vanguard Chemical Company consist of 10,000,000 common shares of the par value of \$ 1.00, of which at the date hereof, Three common shares are outstanding.

The authorized shares of C.Y.A.C. consist of 25,000 ~~250,000~~ shares of common stock of the par value of \$ 10.00 each, 25,000 ~~250,000~~ shares of which at the date hereof are outstanding.

The constituent corporations and their respective boards of directors deem it to be advisable and for the best interest of each of said corporations and its shareholders that C.Y.A.C. be merged with and into Vanguard as authorized by and pursuant to the laws of the State of Idaho and the laws of the State of Colorado (said merger being hereinafter referred to as "the merger"),

NOW, THEREFORE, in consideration of the premises and the mutual

agreements and provisions herein contained, and in order to prescribe the terms and conditions of the merger, the mode of carrying the same into effect and the manner of converting or otherwise dealing with the shares of each of the constituent corporations, and to state such other provisions with respect to the merger as are deemed necessary or desirable, the parties hereto AGREE AS FOLLOWS:

ARTICLE ONE

C.Y.A.C. shall be merged with and into Vanguard Chemical Co. to form a single corporation on the effective date of the merger as hereinafter defined. Vanguard Chemical Co. shall continue in existence as the corporation surviving the merger and as such is hereinafter sometimes called the "surviving corporation". The surviving corporation shall be governed by the laws of the State of Idaho.

ARTICLE TWO

The Certificate of Incorporation of Vanguard Chemical Co. and the Articles of Vanguard Chemical Co. as heretofore amended, shall, upon the effective date of the merger be and continue to be (until further amended as provided by law), the Certificate of Incorporation and the Articles of the surviving corporation.

ARTICLE THREE

Vanguard Chemical Co. shall use, as the surviving corporation, the by-laws of Vanguard Chemical Co. in effect immediately prior to the effective date of the merger and said by-laws shall continue in effect as the by-laws of the surviving corporation, unless and until amended or repealed in the manner provided by law and said by-laws.

ARTICLE FOUR

Initially the Board of Directors of the surviving corporation shall

consist of the persons who are directors of Vanguard immediately prior to the effective date of the merger and they shall hold office until the annual meeting of shareholders next succeeding the effective date of the merger or until the election and qualification of their respective successors.

ARTICLE FIVE

The manner and basis of converting or otherwise dealing with the shares of each of the constituent corporations are as follows:

(A) Each share of Vanguard which is issued and outstanding or in the treasury of Vanguard immediately prior to the effective date of the merger shall continue to be one fully paid and non-assessable share of the surviving corporation.

(B) Ten (10) shares of Vanguard common stock shall be issued for one share of the outstanding common and preferred stock of C.Y.A.C. Mining and Development Company, Inc. PROVIDED, HOWEVER, that in the event that any one of the shareholders of C.Y.A.C., within 1 days of the execution of this merger agreement, demand or desire cash for his interest in C.Y.A.C., Vanguard shall pay the sum of \$ 20.00 per share for said C.Y.A.C. stock to the shareholder demanding the same.

ARTICLE SIX

On the effective date of the merger,

(A) the constituent corporations shall become one corporation, which shall be VANGUARD CHEMICAL CO. the surviving corporation, and the separate existence of C.Y.A.C. Mining and Development Company, Inc. shall cease, except insofar as continued by statute;

(B) the surviving corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises as well of a public as of a private nature of each of the constituent corporations; and all property, real, personal and mixed, of each of the constituent corporations, and all

debts due on whatever account to either of them, including subscriptions, if any, for shares, and all other things in action belonging to either of the constituent corporations shall be taken and be deemed to be transferred to and vested in, or shall continue to be vested in, the surviving corporation, without further act or deed, and shall be thereafter as effectually the property of the surviving corporation as they were of the respective constituent corporations, shall not revert or be in any way impaired by reason of the merger;

(C) The surviving corporation shall thenceforth be responsible for all liabilities and obligations of both of the constituent corporations in the same manner as if the surviving corporation had itself incurred such liabilities and obligations, but the liabilities of the constituent corporations or of their shareholders, directors or officers, shall not be affected, nor shall the rights of the creditors thereof, or any person dealing with any of the constituent corporations, or any liens upon the property thereof (limited in lien to the property subject thereto immediately prior to the effective date of the merger) be impaired by the merger, and any claim existing or action or proceeding pending by or against either of the constituent corporations may be prosecuted to judgment as if the merger had not taken place, or the surviving corporation may be proceeded against or substituted in its place, all as provided in the respective laws of the State of Idaho.

ARTICLE SEVEN

This agreement shall be submitted to the shareholders of each of the constituent corporations at meetings called separately for that purpose, and the merger shall become effective upon the approval of this agreement and the merger herein provided for by the requisite vote of the shareholders of each of said corporations and the signing, acknowledgment, filing and

recording of such documents as may be required under the respective laws of the State of Idaho and the State of Colorado. The term "effective date of the merger", as used in this agreement, means the point of time at which the last act required to make the merger effective under the respective laws of the said states shall have been performed.

ARTICLE EIGHT

Anything herein or elsewhere to the contrary notwithstanding, this agreement and the merger herein provided for may be terminated and abandoned at any time before it becomes effective as provided in Article Seven, without action by shareholders of either constituent corporation, by mutual consent of the Boards of Directors of both of the constituent corporations.

ARTICLE NINE

For the convenience of the parties and to facilitate the filing and recording of this agreement, any number of counterparts may be executed, and each such executed counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, the undersigned directors, being a majority of the Board of Directors of each of the constituent corporations and having voted in favor of entering into the foregoing merger agreement at directors' meetings of the respective constituent corporations duly called and regularly held for that purpose, have signed their names hereto and have caused the

respective corporate seals of the constituent corporations to be affixed
hereto on the ^{24th} day of September, 1960.

Wayne Johnson
John M. Garren
Walter A. Trigg
Eugene C. Barr

Constituting a majority of the Board
of Directors of Vanguard Chemical
Co.

James P. Williams
Richard B. Peterson
Charles F. Sibley
Earl C. Stoyne
Walter Hodges Jr.

Constituting a majority of the Board
of Directors of C.Y.A.C. Mining
and Development Company, Inc.

I, John H. Garreau, Secretary of VANGUARD CHEMICAL CO., hereby certify as such Secretary and under the seal of that corporation, that the foregoing Joint Agreement of Merger, after having been first duly signed by a majority of the directors of each of the constituent corporations, was duly submitted to the shareholders of VANGUARD CHEMICAL CO., at a special meeting of said shareholders of VANGUARD CHEMICAL CO., at a special meeting of said shareholders called separately by the board of directors for the purpose of considering and taking action upon said Joint Agreement of Merger, which meeting was regularly held on the 15th day of October, 1960, pursuant to notice duly given to each shareholder as provided in the by-laws and the laws of the State of Idaho, and the holders of more than two-thirds of the total issued and outstanding shares of said corporation being duly represented thereat, a vote was taken for the adoption or rejection of said Joint Merger Agreement, and the holders of more than two-thirds of the voting power of all shareholders of said corporation voted in favor of the adoption of said Joint Agreement of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary and affixed the corporate seal of VANGUARD CHEMICAL CO., this 15th day of October, 1960.

John H. Garreau
Secretary of VANGUARD CHEMICAL CO.

I, Edward B. Peterson, Secretary of C.Y.A.C. Mining and Development Company, Inc. do hereby certify that as such Secretary and under the seal of that corporation, the foregoing Joint Agreement of Merger, after having been first duly signed by a majority of the directors of each of the constituent corporations, was duly submitted to the shareholders of C.Y.A.C. MINING AND DEVELOPMENT COMPANY, INC., at a special meeting of said shareholders called separately by the board of directors for the purpose of considering and taking action upon said Joint Agreement of Merger, which meeting was regularly held on the 24th day of September, 1960, pursuant to notice duly given to each shareholder as provided in the by-laws and the laws of the State of Colorado, and the holders of more than two-thirds of the total issued and outstanding shares of said corporation being duly represented thereat, a vote was taken for the adoption or rejection of said Joint Agreement of Merger, and the holders of more than two-thirds of the voting power of all shareholders of said corporation voted in favor of the adoption of said Joint Agreement of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary and affixed the corporate seal of C.Y.A.C. MINING AND DEVELOPMENT COMPANY, INC. this 24th day of September, 1960.

Edward B. Peterson
Secretary of C.Y.A.C. Mining and
Development Company, Inc.

IN WITNESS WHEREOF, each of the constituent corporations
has caused its President and Secretary to sign their names hereto and to
affix the corporate seals thereof hereto, as of the date of the foregoing certi-
fication by its Secretary.

C.Y.A.C. MINING AND DEVELOPMENT
COMPANY, INC.

By: *James C. Williams*
President

By: *Edward B. Robinson*
Secretary

VANGUARD CHEMICAL CO.

By: *Wayne Johnson*
President

By: *James G. Haddock*
Secretary

STATE OF)
) ss.
County of)

BE IT REMEMBERED, that on this 29 day of December, 1960, before me, a Notary Public in and for the county and state aforesaid, personally came [Signature], President of C.Y.A.C. MINING AND DEVELOPMENT COMPANY, INC., a corporation of the State of Colorado, one of the corporations described in, and which executed the foregoing instrument, known to me personally to be such, and acknowledged to me the said instrument to be his act and deed and the act and deed of said corporation and that the signature of the President and the Secretary of said corporation to the foregoing instrument are in the handwriting of said President and Secretary, respectively, and that the seal affixed to said instrument is the corporate seal of the corporation, and that his act of sealing, executing acknowledging and delivering the said instrument was duly authorized by the board of directors of said corporation.

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

[Signature]
Notary Public

