

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, ~~JOHN W. BRIDGE~~ ^{IRA H. MASTERS}, 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

CHESTER 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 26th day of December, 1952,

original articles of amendment, as provided by Sections 30-146, 30-147 and 30-148, Idaho Code, amending Article I changing name to: CHESTER MINING COMPANY; Article II enlarging purposes; Article III changing principal place of business and address to Wallace; Article VI making stock non-assessable with same rights, etc.; and adding Article VIII and Article IX.

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. 77 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 26th day
of December, in the year of our Lord
one thousand nine hundred fifty-two,
and of the Independence of the United States of
America the One Hundred Seventy-seventh.

Secretary of State.

ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION
OF THE
CHESTER MINING COMPANY, LIMITED

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, L. J. Randall, the duly elected and acting Chairman, and D. W. Morehouse, the duly elected and acting Secretary of a special meeting of the stockholders of Chester Mining Company, a corporation organized and existing under the laws of the State of Idaho, which was held in the offices of Hecla Mining Company in the City of Wallace, Idaho, at the hour of two (2) o'clock P. M., Mountain Standard Time, on the 23rd day of December, 1952, do hereby certify:

That, by a resolution duly adopted by the Board of Directors of Chester Mining Company at a special meeting held in the offices of Hecla Mining Company in Wallace, Idaho, at ten (10) o'clock A. M., Mountain Standard Time, on the 10th day of December, 1952, a special meeting of the stockholders of Chester Mining Company was called for the hour of two (2) o'clock P. M. on the 23rd day of December, 1952, to be held at said offices of said Hecla Mining Company for the purpose, among other things, of amending Section I of the Articles of Incorporation of said Chester Mining Company to read as follows, to-wit:

"I. That the name of this corporation shall be Chester Mining Company"

and for the purpose of amending Section II of the Articles of Incorporation of said Chester Mining Company to read as follows, to-wit:

"II. That the purposes for which this corporation is formed are as follows:

1. To locate, purchase, acquire, own, enter, lease, rent, sell, convey and deal in mines, mining claims and mineral lands of every kind, nature and description; also to purchase, acquire, enter, own, lease, rent, sell and deal in mill sites, water rights, timber claims and other timber lands, real estate, terminal facilities and easements of any and all kinds; to work, prospect and develop mines, mining claims and mineral lands of any and every kind, nature and description, either for itself or for other companies, corporations or individuals, and upon such terms and for such remuneration as it shall deem fit and proper to accept, and to purchase, take, lease, rent, own, hold or sell not only the whole of any and all such mines, mining claims, mineral lands and other property, but any interest or interests therein; to purchase or otherwise acquire, and to own, control, sell assign, pledge or otherwise dispose of shares of the capital stock, bonds or other evidences of debt issued or credited by any other corporation or corporations, whether foreign or domestic, and whether now or hereafter to be organized, and while the holder of any such shares of stock, to exercise all the rights and privileges of ownership, including the right to vote the same to the same extent as a natural person might or could do; to do everything that may be proper or necessary in the conduct of its business in the way of locating, prospecting, developing, acquiring, buying, leasing, holding, operating, renting and/or selling mining claims and mineral lands of every kind, nature and description and/or in the way of working and operating such mines, mining claims and mineral lands and producing ores and minerals therefrom and/or in the way of reducing such ores and minerals to the most merchantable value and in so doing to contract for, build, buy, lease, own, hold, sell and operate any and all necessary mills, smelters, machinery, equipment, roads, railroads, tramways, ditches, flumes and such other property as it shall deem necessary and proper in carrying out the objects herein stated; to purchase, lease, rent, erect, own, hold, operate and sell buildings, boarding houses,

hotels and sawmills and to conduct mercantile businesses of any and all kinds and to engage in steam and/or other transportation, road building and engineering, freighting and carrying.

2. To conduct a general mining, milling, smelting and reduction business.

3. To exercise the right of eminent domain according to law, and to condemn rights-of-way for tunnels, shafts, hoisting works, dumps, cuts, ditches, canals, reservoirs, storage basins, dams, roads, railroads, and tramways, incident necessary or convenient for the uses and purposes and objects of this corporation, and to do all things incident to the general business of this corporation in the State of Idaho and/or in any of the other states and/or territories of the United States, and elsewhere that this corporation may desire or conclude to do business.

4. To buy and sell ores, bullion, metals, concentrates, tailings and other materials, and to reduce ores and minerals for pay.

5. To purchase, own and enjoy any and all franchises useful or beneficial for the prosecution of the business of this corporation.

6. To borrow money on its notes, bonds and/or other obligations for the general purposes of this corporation, and to mortgage, pledge and give in trust any and all of its property to secure the payment thereof.

7. To do and perform any and all other things that may be found necessary, convenient and proper in carrying out the objects of this corporation."

and for the purpose of further amending Section III of the Articles of Incorporation of said Chester Mining Company, as heretofore amended, to read as follows, to-wit:

"III. The principal place of business of this corporation shall be at Wallace, Shoshone County, Idaho, at which place this corporation shall maintain its registered office, the post office address of which shall be Wallace, Idaho."

and for the purpose of amending Paragraph VI of the Articles of Incorporation of said Chester Mining Company to read as follows, to-wit:

"VI. That the amount of the capital stock of this corporation shall be twenty-five thousand (\$25,000.) dollars, divided into one million (1,000,000) shares of the par value of two and one-half (2½¢) cents per share. Said stock shall all be non-assessable and shall all be of the same class and each and every share of said stock shall have the same rights and privileges as those enjoyed by each and every other share of said stock."

and for the purpose of further amending the Articles of Incorporation of said Chester Mining Company by repealing, striking and eliminating therefrom both Sections VIII and IX of said Articles of Incorporation.

And for the purpose of further amending the Articles of Incorporation of said Chester Mining Company by repealing and striking and eliminating therefrom that certain un-numbered paragraph of said Articles of Incorporation which reads as follows, to-wit:

"All of the capital stock of the Chester Mining Company is non-assessable."

and for the further purpose of amending the Articles of Incorporation of said Chester Mining Company by adding a new section to be numbered "VIII" and to read as follows:

"VIII. Notwithstanding the provisions of Section 30-120, Idaho Code, the Board of Directors of this corporation shall have power and authority from time to time to authorize the sale of, and to sell, for cash or otherwise, all or any portion of the unissued and/or of the treasury stock of this corporation without said stock or any portion thereof being first offered to the shareholders of this corporation."

and for the purpose of further amending the Articles of Incorporation of said Chester Mining Company by adding thereto a section to be numbered "IX" to read as follows:

"IX. The Board of Directors of this corporation shall, at any regular or special meeting of said Board, have power and authority to repeal and/or amend any or all of the by-laws of this corporation, and/or to adopt new by-laws, a majority vote of said Directors being required for the exercise of such power."

That notice of said special meeting of said stockholders was given as required by law and by the by-laws of said corporation, that is to say, by mailing to each and every one of said stockholders to his or its post office address, according to the books and records of the corporation, on the 12th day of December, 1952, a notice of said meeting, which said notice set forth the date on which and the hour and place at which and the purposes for which said meeting was to be held:

That at the hour of two (2) o'clock P. M., Mountain Standard Time, on the 23rd day of December, 1952, at the offices of said Hecla Mining Company in Wallace, Idaho, that being the time and place specified in said call and said notice, stockholders owning 740,541 out of a total of 916,645 shares of the outstanding capital stock of said Chester Mining Company assembled in person or by duly authorized proxies and organized and convened in special meeting pursuant to said call and to said notice;

That at said time and place the Secretary of said corporation presented to said meeting the original call for said meeting and proof by affidavit that due notice of said

meeting had been given and that thereupon **Geo. Zeller** presented and moved the adoption of the following resolution:

RESOLVED that this special meeting of the stockholders of Chester Mining Company was duly and legally called and noticed; that more than two-thirds of the outstanding stock of the corporation is represented at the meeting, and that this meeting is competent to proceed with the transaction of the purpose for which it was called.

That the motion for the adoption of said resolution was seconded by **O. L. Jones** and upon being put to vote was unanimously carried;

That thereupon **James E. Gyde** presented and moved the adoption of the following resolution:

BE IT RESOLVED by the stockholders of Chester Mining Company that Section I of the Articles of Incorporation of Chester Mining Company be and the same hereby is amended to read as follows:

"I. That the name of this corporation shall be Chester Mining Company."

That the motion for the adoption of said resolution was seconded by **R. E. Sorenson** ;

That thereupon the Chairman directed that the ayes and nays be taken on the motion for the adoption of said resolution and directed the Secretary to call the roll accordingly. That the roll call resulted as follows:

Ayes.....	740,541	shares
Nays.....	None	shares;

That thereupon the Chairman declared that more than two-thirds of the outstanding shares of said corporation had voted in favor of said resolution and the motion to adopt the same and that said motion was duly carried and said resolution

duly adopted and that said amendment of the Articles of Incorporation of said Chester Mining Company was duly approved and adopted.

That thereupon R. E. Sorenson presented and moved the adoption of the following resolution:

BE IT RESOLVED by the stockholders of Chester Mining Company that Section II of the Articles of Incorporation of said Chester Mining Company be and the same hereby is amended to read as follows:

"II. That the purposes for which this corporation is formed are as follows:

1. To locate, purchase, acquire, own, enter, lease, rent, sell, convey and deal in mines, mining claims and mineral lands of every kind, nature and description; also to purchase, acquire, enter, own, lease, rent, sell and deal in mill sites, water rights, timber claims and other timber lands, real estate, terminal facilities and easements of any and all kinds; to work, prospect and develop mines, mining claims and mineral lands of any and every kind, nature and description, either for itself or for other companies, corporations or individuals, and upon such terms and for such remuneration as it shall deem fit and proper to accept, and to purchase, take, lease, rent, own, hold or sell not only the whole of any and all such mines, mining claims, mineral lands and other property, but any interest or interests therein; to purchase or otherwise acquire, and to own, control, sell, assign, pledge or otherwise dispose of shares of the capital stock, bonds or other evidences of debt issued or credited by any other corporation or corporations, whether foreign or domestic, and whether now or hereafter to be organized, and while the holder of any such shares of stock, to exercise all

the rights and privileges of ownership, including the right to vote the same to the same extent as a natural person might or could do; to do everything that may be proper or necessary in the conduct of its business in the way of locating, prospecting, developing, acquiring, buying, leasing, holding, operating, renting and/or selling mining claims and mineral lands of every kind, nature and description and/or in the way of working and operating such mines, mining claims and mineral lands and producing ores and minerals therefrom and/or in the way of reducing such ores and minerals to the most merchantable value and in so doing to contract for, build, buy, lease, own, hold, sell and operate any and all necessary mills, smelters, machinery, equipment, roads, railroads, tramways, ditches, flumes and such other property as it shall deem necessary and proper in carrying out the objects herein stated; to purchase, lease, rent, erect, own, hold, operate and sell buildings, boarding houses, hotels and sawmills and to conduct mercantile businesses of any and all kinds and to engage in steam and/or other transportation, road building and engineering, freighting, and carrying.

2. To conduct a general mining, milling, smelting and reduction business.

3. To exercise the right of eminent domain according to law, and to condemn rights-of-way for tunnels, shafts, hoisting works, dumps, cuts, ditches, canals, reservoirs, storage basins, dams, roads, railroads, and tramways, incident, necessary or convenient for the uses and purposes and objects of this corporation, and to do all things incident to the general business of this corporation in the State of Idaho and/or in

any of the other states and/or territories of the United States, and elsewhere that this corporation may desire or conclude to do business.

4. To buy and sell ores, bullion, metals, concentrates, tailings and other materials, and to reduce ores and minerals for pay.

5. To purchase, own and enjoy any and all franchises useful or beneficial for the prosecution of the business of this corporation.

6. To borrow money on its notes, bonds and/or other obligations for the general purposes of this corporation, and to mortgage, pledge and give in trust any and all of its property to secure the payment thereof.

7. To do and perform any and all other things that may be found necessary, convenient and proper in carrying out the objects of this corporation."

That the motion for the adoption of said resolution was seconded by O. L. Jones ;

That thereupon the Chairman directed that the ayes and nays be taken on the motion for the adoption of said resolution and directed the Secretary to call the roll accordingly. That the roll call resulted as follows:

Ayes.....	740,541 shares
Nays.....	None shares;

That thereupon the Chairman declared that more than two-thirds of the outstanding shares of said corporation had voted in favor of said resolution and the motion to adopt the same and that said motion was duly carried and said resolution

duly adopted and that said amendment of the Articles of Incorporation of said Chester Mining Company was duly approved and adopted.

That thereupon **James E. Gyde** presented and moved the adoption of the following resolution:

BE IT RESOLVED by the stockholders of Chester Mining Company that Section III of the Articles of Incorporation of said Chester Mining Company be and the same hereby is amended to read as follows:

"III. The principal place of business of this corporation shall be at Wallace, Shoshone County, Idaho, at which place this corporation shall maintain its registered office, the post office address of which shall be Wallace, Idaho."

That the motion for the adoption of said resolution was seconded by **R. E. Sorenson** ;

That thereupon the Chairman directed that the ayes and nays be taken on the motion for the adoption of said resolution and directed the Secretary to call the roll accordingly. That the roll call resulted as follows:

Ayes.....	740,541	shares
Nays.....	None	shares;

That thereupon the Chairman declared that more than two-thirds of the outstanding shares of said corporation had voted in favor of said resolution and the motion to adopt the same and that said motion was duly carried and said resolution duly adopted and that said amendment of the Articles of Incorporation of said Chester Mining Company was duly approved and adopted.

That thereupon **O. L. Jones** presented and moved the adoption of the following resolution:

BE IT RESOLVED by the stockholders of Chester Mining Company that Section VI of the Articles of Incorporation of said Chester Mining Company be and the same hereby is amended to read as follows:

"VI. That the amount of the capital stock of this corporation shall be twenty-five thousand (\$25,000.) dollars, divided into one million (1,000,000) shares of the par value of two and one-half (2½) cents per share. Said stock shall all be non-assessable and shall all be of the same class and each and every share of said stock shall have the same rights and privileges as those enjoyed by each and every other share of said stock."

That the motion for the adoption of said resolution was seconded by James E. Gyde ;

That thereupon the Chairman directed that the ayes and nays be taken on the motion for the adoption of said resolution and directed the Secretary to call the roll accordingly. That the roll call resulted as follows:

Ayes.....	740,541 shares
Nays.....	None shares;

That thereupon the Chairman declared that more than two-thirds of the outstanding shares of said corporation had voted in favor of said resolution and the motion to adopt the same and that said motion was duly carried and said resolution duly adopted and that said amendment of the Articles of Incorporation of said Chester Mining Company was duly approved and adopted.

That thereupon O. L. Jones presented and moved the adoption of the following resolution:

BE IT RESOLVED by the stockholders of Chester Mining Company that Sections VIII and IX of the Articles of Incorporation of Chester Mining Company be, and each of said sections hereby is repealed.

That the motion for the adoption of said resolution was seconded by R. E. Sorenson ;

That thereupon the Chairman directed that the ayes and nays be taken on the motion for the adoption of said resolution and directed the Secretary to call the roll accordingly. That the roll call resulted as follows:

Ayes..... 740,541 shares
Nays..... None shares;

That thereupon the Chairman declared that more than two-thirds of the outstanding shares of said corporation had voted in favor of said resolution and the motion to adopt the same and that said motion was duly carried and said resolution duly adopted and that said amendment of the Articles of Incorporation of said Chester Mining Company was duly approved and adopted.

That thereupon O. L. Jones presented and moved the adoption of the following resolution:

BE IT RESOLVED by the stockholders of Chester Mining Company that un-numbered paragraph of said Articles of Incorporation of Chester Mining Company which reads as follows, to-wit:

"All of the capital stock of Chester Mining Company is non-assessable.",

be and the same hereby is repealed.

That the motion for the adoption of said resolution was seconded by James E. Gyde ;

That thereupon the Chairman directed that the ayes and nays be taken on the motion for the adoption of said resolution and directed the Secretary to call the roll accordingly. That the roll call resulted as follows:

Ayes..... 740,541 shares
Nays..... None shares;

That thereupon the Chairman declared that more than two-thirds of the outstanding shares of said corporation had voted in favor of said resolution and the motion to adopt the same and that said motion was duly carried and said resolution duly adopted and that the repeal of said un-numbered paragraph was duly approved by the stockholders of said corporation.

That thereupon O. L. Jones presented and moved the adoption of the following resolution:

BE IT RESOLVED by the stockholders of Chester Mining Company that the Articles of Incorporation of said Chester Mining Company be further amended by adding thereto a new section to be numbered "VIII" and to read as follows:

"VIII. Notwithstanding the provisions of Sections 30-120, Idaho Code, the Board of Directors of this corporation shall have power and authority from time to time to authorize the sale of, and to sell, for cash or otherwise, all or any portion of the un-issued and/or of the treasury stock of this corporation without said stock or any portion thereof being first offered to the shareholders of this corporation."

That the motion for the adoption of said resolution was seconded by R. E. Sorenson ;

That thereupon the Chairman directed that the ayes and nays be taken on the motion for the adoption of said resolution and directed the Secretary to call the roll accordingly.

That the roll call resulted as follows:

Ayes.....	740,541	shares
Nays.....	None	shares;

That thereupon the Chairman declared that more than two-thirds of the outstanding shares of said corporation had voted in favor of said resolution and the motion to adopt the

same and that said motion was duly carried and said resolution duly adopted and that said amendment of the Articles of Incorporation of said Chester Mining Company was duly approved and adopted.

That thereupon **Frank H. Jeffries** presented and moved the adoption of the following resolution:

BE IT RESOLVED by the stockholders of Chester Mining Company that the Articles of Incorporation of said Chester Mining Company be and the same hereby are further amended by adding thereto a new section to be numbered "IX" and to read as follows:

"IX The Board of Directors of this corporation shall, at any regular or special meeting of said Board, have power and authority to repeal and/or amend any or all of the by-laws of this corporation, and/or to adopt new by-laws, a majority vote of said Directors being required for the exercise of such power."

That the motion for the adoption of said resolution was seconded by **James E. Syde** ;

That thereupon the Chairman directed that the ayes and nays be taken on the motion for the adoption of said resolution and directed the Secretary to call the roll accordingly. That the roll call resulted as follows:

Ayes.....	738,841	shares
Nays.....	1,700	shares;

That thereupon the Chairman declared that more than two-thirds of the outstanding shares of said corporation had voted in favor of said resolution and the motion to adopt the same and that said motion was duly carried and said resolution duly adopted and that said amendment of the Articles of Incorporation of said Chester Mining Company was duly approved and adopted.

That thereupon **Frank H. Jeffries** presented and moved the adoption of the following resolution:

BE IT RESOLVED by the stockholders of Chester Mining Company that L. J. Randall, the President of said corporation and the Chairman of the present meeting, and D. W. Morehouse, the Secretary of the corporation and the Secretary of the present meeting, be and hereby are authorized and directed to cause proper Articles of Amendment of the Articles of Incorporation of said Chester Mining Company to be prepared and executed in triplicate, as required by law; That one executed copy thereof be filed in the office of the Secretary of State of the State of Idaho and that one of the remaining executed copies, after endorsement by the Secretary of State, be filed then in the office of the County Recorder of Shoshone County, Idaho, where the principal place of business of said Chester Mining Company is located, and that the remaining one of said copies be retained by the Secretary of the corporation, as required by law.

That the motion for the adoption of said resolution was duly seconded by **O. L. Jones**.

That thereupon the Chairman of the meeting directed that the ayes and nays be taken on the motion for the adoption of said resolution and directed the Secretary to call the roll of the stockholders present at the meeting. The roll call resulted as follows:

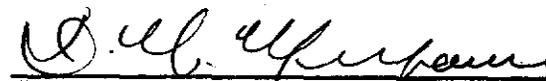
Ayes.....	740,541	shares.
Nays.....	None	shares;

That thereupon the Chairman of the meeting declared that more than two-thirds of the outstanding shares of said corporation had voted in favor of the resolution and in favor of the motion to adopt the same, and that said motion was duly carried and that said resolution was duly adopted.

IN WITNESS WHEREOF, the said L. J. Randall, President of said Chester Mining Company and Chairman of said meeting, and the said D. W. Morehouse, Secretary of said Chester Mining Company and Secretary of said meeting, have hereunto set their hands in triplicate this 23rd day of December, 1952.



President of Chester Mining Company
and Chairman of said stockholders'
meeting.



Secretary of Chester Mining Company
and Secretary of said stockholders'
meeting.

STATE OF IDAHO)
) ss.
COUNTY OF SHOSHONE)

L. J. RANDALL and D. W. MOREHOUSE, being severally
duly sworn according to law, each for himself on oath
deposes and says:

That he has read the foregoing certificate of Articles
of Amendment of Articles of Incorporation of Chester Mining
Company and knows the contents thereof and that the facts
therein set forth are true.





Subscribed and sworn to before me this 23rd day of
December, 1952.



Notary Public for the State of Idaho,
Residing at Wallace, Idaho.