

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

COPPER CAMP CONSOLIDATED MINES, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Sixteenth** day of **May** 1961, original articles of amendment, as provided by Sections 30-150, 30-151 and 30-153, Idaho Code, merging COPPER CAMP COMPANY with and into COPPER CAMP CONSOLIDATED MINES, INC., the survivor,

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 **16th** day of **May**,
A. D., 1961.

Secretary of State

AGREEMENT OF MERGER

This Agreement, made and entered into this 22^d day
of March, 1961, between Otis I. Sheets—~~Leslie E. Bennett~~
Delbert H. Peterson—Walter E. Ray—~~Norman Walter~~.

being ^{a majority} ~~all~~ of the Directors of COPPER CAMP CONSOLIDATED MINES, INC.,
a corporation organized and existing under the laws of the State of
Idaho, and Otis I. Sheets—~~Leslie E. Bennett~~
Delbert H. Peterson—Walter E. Ray—Norman Walter

being a majority of the Directors of COPPER CAMP COMPANY, a corpor-
ation organized and existing under the laws of the State of Idaho,
WITNESSETH:

That the COPPER CAMP COMPANY shall transfer to the
COPPER CAMP CONSOLIDATED MINES, INC., all of its assets of whatso-
ever kind or nature including its mining leases, cash on hand,
equipment, all debts owing to it and other choses in action; that
COPPER CAMP COMPANY will furnish to the COPPER CAMP CONSOLIDATED
MINES, INC. a list of all of its creditors, if any; that the
COPPER CAMP CONSOLIDATED MINES, INC. will assume and agree to pay
all of the debts and liabilities of the COPPER CAMP COMPANY and
will deliver and issue to the shareholders of the COPPER CAMP
COMPANY one share of its Fifty Cent (50¢) par value non-assessable
common stock on the following basis:

1. One share of stock in COPPER CAMP CONSOLIDATED MINES,
INC. for each share of stock held by a shareholder of COPPER CAMP
COMPANY who acquired said stock on a basis of Fifty Cents (50¢)
per share.

2. One share of stock in COPPER CAMP CONSOLIDATED MINES,
INC. in exchange for each two shares of stock held by a shareholder
of COPPER CAMP COMPANY who acquired said stock on a basis of Twenty-
five Cents (25¢) per share.

3. One share of stock in COPPER CAMP CONSOLIDATED MINES, INC. in exchange for each three and one-third shares of stock held by a shareholder of COPPER CAMP COMPANY who acquired said stock on a basis of Fifteen Cents (15¢) per share.

4. One share of stock in COPPER CAMP CONSOLIDATED MINES, INC. in exchange for each five shares of stock held by a shareholder of COPPER CAMP COMPANY who acquired said stock on a basis of Ten Cents (10¢) per share.

5. See Note A below

Said exchange will be made upon such shareholder's surrendering his certificate of stock or right to stock in COPPER CAMP COMPANY, provided that for any shares of stock of COPPER CAMP COMPANY which are not fully paid for an adjustment will be made with such shareholder; that upon the surrender of such certificate or right in the COPPER CAMP COMPANY said certificate or right shall be cancelled.

That the corporation shall be merged and the COPPER CAMP CONSOLIDATED MINES, INC. shall survive the merger, and the merged company shall thereafter be known by that name.

The identity, existence, purposes, powers, rights and objectives of COPPER CAMP CONSOLIDATED MINES, INC. shall continue unaffected and unimpaired by the merger and the separate existences and corporate organization of COPPER CAMP COMPANY shall cease as soon as this agreement of merger shall be authorized and approved at meetings of the shareholders of COPPER CAMP CONSOLIDATED MINES, INC. and COPPER CAMP COMPANY, INC. The by-laws of the COPPER CAMP CONSOLIDATED MINES, INC. in effect immediately prior to the effective date of the merger shall be the by-laws of the surviving corporation until the same shall be altered, amended or repealed.

The members of the Board of Directors and the officers of the COPPER CAMP CONSOLIDATED MINES, INC., immediately prior to the effective date of the merger shall be the members of the Board of Directors and the officers respectively of the surviving corporation and they shall continue to hold office until their respective

successors shall have been elected and shall qualify pursuant to the by-laws of the surviving corporation.

The principal place of office of the surviving corporation shall be 2621 Woodlawn Avenue, Boise, Idaho.

IN WITNESS WHEREOF, the parties to this agreement have signed their names this day as Directors of their respective corporations.

e. One share of stock in Copper Camp Consolidated Mines, Inc., in exchange for each 2 1/2 shares of stock held by a shareholder of Copper Camp Company, Inc., who acquired said stock on a basis of 20¢ per share.

Charles Sheets
E. L. Bennett
Norman E. Walter
Robert H. Peterson
Walter E. Ray

Directors, COPPER CAMP CONSOLIDATED
MINES, INC.

Charles Sheets
E. L. Bennett
Walter E. Ray
Norman E. Walter
Robert H. Peterson

Directors, COPPER CAMP COMPANY

STATE OF IDAHO)
County of Ada)

On this 22nd day of March 1961 personally appeared before me *Charles Sheets, E. L. Bennett, Walter E. Ray, Norman E. Walter and Robert H. Peterson* to me known to be the Directors of Copper Camp Consolidated Mines, Inc., and acknowledge the above to be their free and voluntary act and deed for the uses and purposes therein mentioned.

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

James H. Hawley
Notary Public in and for the State of Idaho, residing at Boise.

STATE OF IDAHO)
County of Ada }

On this 22nd day of March 1961 personally appeared before me

Otis T. Sheets, Leslie E. Bennett, Herbert H. Peterson, Walter E. Ray and Norman G. Vally

to me known to be the Directors of Copper Camp Company, Inc., and acknowledge the above to be their free and voluntary act and deed for the uses and purposes therein mentioned.

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

James H. Hawley
Notary Public in and for the State of Idaho,
residing in Boise.

AFFIDAVIT

This is to certify that at a special meeting of the shareholders of the COPPER CAMP CONSOLIDATED MINES, INC., held at Boise, Idaho, pursuant to legal call, the holders of two-thirds of the shares of stock of such corporation voted in favor of the foregoing Agreement of Merger between the COPPER CAMP CONSOLIDATED MINES, INC., and the COPPER CAMP COMPANY. Said meeting was held on the 8th day of April, 1961.

COPPER CAMP CONSOLIDATED MINES, INC.

By Chris I. Sheets
President

STATE OF IDAHO)
County of Ada)

On this 8th day of April, 1961, personally appeared before me Chris I. Sheets, to me known to be the President of the COPPER CAMP CONSOLIDATED MINES, INC., the corporation that executed the within and foregoing instrument and agreement, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation [for the uses and purposes therein mentioned,] and on oath stated he was authorized to execute said instrument and that the seal affixed thereto is the corporate seal of said corporation.

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

James H. Hawley
Notary Public in and for the State
of Idaho, residing at Boise

AFFIDAVIT

This is to certify that at a special meeting of the shareholders of COPPER CAMP COMPANY held at Boise, Idaho, pursuant to legal call, on the 22nd day of March, 1961, the holders of two-thirds of the shares of stock of such corporation voted in favor of the foregoing Agreement of Merger between the COPPER CAMP CONSOLIDATED MINES, INC., and COPPER CAMP COMPANY.

COPPER CAMP COMPANY

By

Otis L. Sheets
President

STATE OF IDAHO)
County of Ada) ss.

On this 22nd day of March, 1961, personally appeared before me Otis L. Sheets, to me known to be the President of COPPER CAMP COMPANY, the corporation that executed the within and foregoing instrument and agreement, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated he was authorized to execute said instrument, and that the seal affixed thereto is the corporate seal of said corporation.

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

James H. Hawley
Notary Public in and for the State
of Idaho, residing at Boise