

ARMSTEAD MINES INCORPORATED, a corporation organized and existing under and by virtue of the provisions of an Act of the General Assembly of the State of Delaware, entitled "An Act Providing a General Corporation Law", approved March 10, 1899, and the acts amendatory thereof and supplemental thereto, the certificate of incorporation of which was filed in the office of the Secretary of State of Delaware on the 2nd day of February, 1917, and recorded in the office of the Recorder of Deeds for New Castle County, State of Delaware, on the 3rd day of February, 1917, in Certificate of Incorporation Record "U", Vol. 7, Page 339, etc., DOES HEREBY CERTIFY:

First: That at a meeting of the Board of Directors of said Armstead Mines Incorporated, duly held and convened, a resolution was duly adopted setting forth an amendment proposed to the certificate of incorporation of said corporation for the purpose of increasing the capital stock of said corporation, as follows:

That the certificate of incorporation of said Armstead Mines Incorporated be amended by striking out all of the paragraph or article thereof numbered "Fourth" and by inserting in lieu thereof the following:

"Fourth: The amount of the total authorized capital stock of this corporation is One Million Six Hundred Thousand Dollars (\$1,600,000), divided into One Million Six Hundred Thousand (1,600,000) shares of the par value of One Dollar (\$1.00) each, of which said capital stock there shall be Six Hundred Thousand (600,000) shares, of the par value of \$1.00 each, of Preferred Stock, and One Million (1,000,000) shares, of the par value of \$1.00 each, of General or Common Stock. The holders of said Preferred

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Stock shall be entitled to receive in each year out of the accumulated profits of the Company in excess of such sum, if any, as shall have been fixed and reserved as a working capital, a cumulative dividend of seven per-cent, payable quarterly, half yearly or yearly, as the Board of Directors may from time to time determine, before any dividend shall be set apart or paid on the General or Common Stock of the Company. The said Preferred Stock may at any time after the expiration of one year from April 1, 1918, at the will of the Directors, be called in and paid off and discharged by the Company paying par therefor, with so much of the dividend thereon as shall then remain unpaid, said Preferred Stock and the unpaid accrued dividend thereon to be paid in full and retired before any dividend is paid on the General or Common Stock. Upon dissolution of the corporation, or upon final distribution of its assets and after the payment of its debts, the Preferred Stock (if it shall not have been called in and paid off as aforesaid) shall be redeemed at par if the assets of the Company, including surplus and accumulated profits, are sufficient. If the assets are not sufficient to redeem said stock at par, then all said assets or their proceeds shall be distributed ratably amongst the holders of such Preferred Stock. If the assets are more than sufficient to redeem the Preferred Stock at par, all remaining after such redemption shall be divided ratably among the holders of the General or Common Stock of the Company.

The amount of capital stock with which this corporation will commence business is One Thousand Dollars (\$1000) and declaring said amendment advisable and calling a meeting of the stockholders of said corporation for consideration

thereof.

Second. That thereafter, pursuant to the aforesaid resolution of its Board of Directors, a special meeting of the stockholders of said Armstead Mines Incorporated was duly called and held, in accordance with law and the by-laws of said corporation, at the office of the Company in the City of New York, on the 29th day of March, 1918, at 11 o'clock in the forenoon, at which all of the stockholders of said corporation were present in person or by proxy; that at said meeting a vote of the stockholders by ballot, in person and by proxy, was taken for and against said proposed amendment, which vote was conducted by R. S. Oglesby and Walter J. Heim, two judges appointed for that purpose by said meeting; and that at said meeting, by vote conducted as aforesaid, said amendment was adopted, the persons holding the majority of the stock of said corporation voting for said proposed amendment, to-wit:

Nine Hundred and Seventy-five Thousand (975,000) shares of common stock were voted for said proposed amendment, the said Nine Hundred and Seventy-five Thousand (975,000) shares of common stock being all of the Common Stock issued and outstanding, and no shares of Preferred Stock were voted either for or against said proposed amendment, there being no Preferred Stock issued or outstanding, all as appears by the duplicate certificate made by said Judges, one of which is hereto attached, marked "A", and made a part hereof.

IN WITNESS WHEREOF, said ARMSTEAD MINES INCORPORATED has caused its corporate seal to be hereunto affixed and this certificate to be signed by H. H. Armstead, its Presi-

dent, and C. C. Dula, its Secretary, this the 2nd day of
April, 1918.

ARMSTEAD MINES INCORPORATED,
By Henry M. Armstead, President.
By C. C. Dula, Secretary.

ARMSTEAD MINES INCORPORATED
CORPORATE SEAL, 1917
DELAWARE.

STATE OF NEW YORK }
COUNTY OF NEW YORK) SS.

BE IT REMEMBERED, that on this 2nd day of April, A. D., 1918, personally came before me, Frank T. Sullivan, a Notary Public in and for the County of New York, in the State of New York, H. H. Armstead, President of Armstead Mines Incorporated, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said H. H. Armstead, as such president, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said president and of the secretary of said corporation to said foregoing certificate are in the handwriting of the said president and secretary of said company, respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation, and that his act of sealing, executing, acknowledging and delivering the said certificate was duly authorized by the Board of Directors and stockholders of said corporation.

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

Frank T. Sullivan.

Notary Public, Kings County, N.Y.
No. 91, Kings County Register's No. 184
Certificate filed in New York County
N. Y. No. 204. New York County
Register's No. 10210. My Commission
expires March 30th, 1920.

" Frank T. Sullivan, for "
" New York & Kings Counties. "
" "
" Notary Public. "
" "

"A"

ARMSTEAD MINES INCORPORATED.

JUDGES' CERTIFICATE.

To C. C. Dula,

Secretary of Armstead Mines Incorporated:

We, the undersigned, R. S. Oglesby and Walter J. Heim, do hereby certify that at a special meeting of the stockholders of said Armstead Mines Incorporated held on the 29th day of March, A. D. 1918, at 11 o'clock in the forenoon, to consider the resolution duly adopted by the Board of Directors of said Company at a meeting of said board duly held and convened, proposing and declaring advisable an amendment to the certificate of incorporation of said Company for the purpose of increasing the capital stock of said corporation, as hereinafter set forth, we were appointed by said meeting of stockholders Judges for the purpose of conducting the vote of the stockholders taken at said meeting for and against the said amendment; that said proposed amendment was as follows:

"Resolved: That the proposal of the Board of Directors that the certificate of incorporation of said Armstead Mines Incorporated be amended by striking out all of the paragraph or article thereof numbered 'Fourth', to-wit:

'Fourth: The amount of the total authorized capital stock of this corporation is One Million Dollars (\$1,000,000) divided into One Million (1,000,000) shares of the par value of One Dollar (\$1.00) each, all of one class.

The amount of capital stock with which this corporation will commence business is One Thousand Dollars (\$1,000)',

and by inserting in lieu thereof,

Fourth. The amount of the total authorized capital stock of this corporation is One Million Six Hundred Thousand Dollars (\$1,600,000), divided into One Million, Six Hundred Thousand (1,600,000) shares of the par value of one Dollar (\$1.00) each, of which said capital stock there shall be Six Hundred Thousand (600,000) shares, of the par value of \$1.00 each, of Preferred Stock, and One Million (1,000,000) shares, of the par value of \$1.00 each, of General or Common Stock. The holders of said Preferred Stock shall be entitled to receive in each year out of the accumulated profits of the Company in excess of such sum, if any, as shall have been fixed and reserved as a working capital, a cumulative dividend of seven per-cent, payable quarterly, half yearly or yearly, as the Board of Directors may from time to time determine, before any dividend shall be set apart or paid on the General or Common Stock of the Company. The said Preferred Stock may, at any time after the expiration of one year from April 1, 1918, at the will of the Directors, be called in and paid off and discharged by the Company paying par therefor, with so much of the dividend thereon as shall then remain unpaid, said Preferred Stock and the unpaid accrued dividend thereon to be paid in full and retired before any dividend is paid on the General or Common Stock. Upon dissolution of the corporation, or upon final distribution of its assets and after the payment of its debts, the Preferred Stock (if it shall not have been called in and paid off as aforesaid) shall be redeemed at par if the assets of the Company, including surplus and accumulated profits, are sufficient. If the assets are not sufficient to redeem said stock at par, then all of said assets or their

proceeds shall be distributed ratably amongst the holders of such Preferred Stock. If the assets are more than sufficient to redeem the Preferred Stock at par, all remaining after such redemption shall be divided ratably among the holders of the General or Common Stock of the Company.

The amount of capital stock with which this corporation will commence business is One Thousand Dollars (\$1,000), be and the same is hereby adopted and approved, and that said certificate of incorporation be and it hereby is amended accordingly."

That at said stockholders' meeting the vote of said stockholders by ballot in person and by proxy was duly taken for and against said proposed amendment; that said vote was conducted by the subscribers as judges appointed as aforesaid for that purpose; that as said Judges, we decided upon the qualifications of the stockholders voting at said meeting for and against the said proposed amendment, and when said vote was completed, we did count and ascertain the number of shares voted, respectively, for or against the proposed amendment and did find and declare that the persons holding the majority of the stock of said corporation had voted for said proposed amendment, to-wit: Nine Hundred and Seventy five Thousand (975,000) shares of common stock were voted for said proposed amendment, the said Nine Hundred and Seventy-five Thousand (975,000) shares of common stock being all of the common stock issued and outstanding, and no shares of preferred stock were voted either for or against said proposed amendment, there being no preferred stock issued or outstanding.

IN WITNESS WHEREOF, we have made out the foregoing certificate in duplicate and subscribed our names hereto

this 29th day of March, 1918.

R. S. Oglesby

Walter J. Heim

Judges.

STATE OF DELAWARE
OFFICE OF SECRETARY OF STATE.

I, EVERETT E. JOHNSON, Secretary of State of the State of Delaware, DO HEREBY CERTIFY that the above and foregoing is a true and correct copy of
Certificate of Amendment of Certificate of Incorporation of the
"ARMSTEAD MINES INCORPORATED", as received and filed in this office
the eighteenth day of April, A. D. 1918, at 11 o'clock A. M.

IN TESTIMONY WHEREOF, I have hereunto set my hand
and official seal, at Dover, this eighteenth day of April
in the year of our Lord one thousand nine hundred and eighteen.

Official Seal
Secretary of State

Everett E. Johnson
Secretary of State

(Endorsed)

RECEIVED FOR RECORD

This 3rd day of

May A. D. 1918.

A. V. L. George
Recorder

(Endorsed)

STATE OF DELAWARE

New Castle County . ss.

Recorded in the Office for the Recording
of Deeds, &c., at Wilmington in and for the County aforesaid,
in Corporation Record G Volume 9 Page 498 &c., the 3rd day of
May A. D. 1918.

Witness my hand and the Seal of said Office the day
and year last aforesaid.

A. V. L. George Recorder.

(Recorder's Seal)

(Endorsed)

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STATE OF IDAHO,)
) SS.
County of Bonner.)

Filed for record at the
request of I. F. Thomas on the 13 day of July,
1918, at 2-10 o'clock P. M., and recorded in
Book _____ of _____ on page _____

Robt S. McCrea,
County Recorder

By S. G. Yoder
Deputy