

ARTICLES OF MERGER

58 MAR 19 AM 8:46
STATE OF IDAHO

NEW JERSEY MINING COMPANY
PLAINVIEW MINING COMPANY, INC.

FILED
98 MAR 27 AM 10:10
STATE OF IDAHO

(1) **Merger of New Jersey Mining Company and Plainview Mining Company, Inc.**

According to these Articles Of Merger, New Jersey Mining Company and Plainview Mining Company, Inc., both Idaho Corporations, hereby merge with New Jersey Mining Company being the surviving corporation.

(a) **Plan of Merger**

The Board of Directors of New Jersey Mining Company approved an exchange offer on September 29, 1997 whereby shareholders of Plainview Mining Company, Inc. would be offered 2 shares of the common stock of New Jersey Mining Company for each share of common stock of Plainview Mining Company, Inc. The Board of Directors of Plainview Mining Company, Inc. approved the exchange offer and recommended that their shareholders accept the exchange offer.

On December 30, 1997, New Jersey Mining Company and Plainview Mining Company, Inc. approved a merger agreement which involved Plainview Mining Company, Inc. delivering all of its assets to New Jersey Mining Company in exchange for stock with 2 shares of New Jersey Mining Company common stock being exchanged for each share of common stock of Plainview Mining Company, Inc., with New Jersey Mining Company to be the surviving corporation. The merger agreement was contingent upon the approval of shareholders of Plainview Mining Company, Inc.

(b) **Shareholder Approval**

The approval of the shareholders of Plainview Mining Company, Inc. was necessary to merge with New Jersey Mining Company. The approval of the shareholders of New Jersey Mining Company was not necessary under 30-1-1103 (7), however the majority shareholder of New Jersey Mining Company, who holds more than 50% of the outstanding shares of common stock, approved the merger.

(c) **Approval by Shareholders of Plainview Mining Company, Inc.**

(i) **Description of Outstanding Shares**

Plainview Mining Company, Inc. has 1,500,000 shares of common stock

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authorized, and all 1,500,000 shares were issued when the merger vote was held at a Special Meeting of Plainview Mining Company, Inc. on January 27, 1998. There are no other classes of stock or shareholders of Plainview Mining Company, Inc. The number of votes entitled to be cast on the merger proposal was 1,500,000.

(ii) **Results of the Vote**

The total number of votes cast for the merger plan was 886,841 by the shareholders of common stock of Plainview Mining Company, Inc., and there were no dissenting or disputed votes. Therefore, the merger was approved by the shareholders of Plainview Mining Company, Inc.

(2) **Effective Merger Date**

The effective date of this merger of New Jersey Mining Company and Plainview Mining Company, Inc. is March 12, 1998.

By:	<u>Fred W. Brackebusch</u> President, New Jersey Mining Company	<u>Fred W. Brackebusch</u> President, Plainview Mining Co. Inc.
Attest:	<u>Tim C. Beck</u> Secretary, New Jersey Mining Company	<u>Ronald E. Egert</u> Secretary, Plainview Mining Co., Inc.

STATE OF IDAHO)
) ss.
County of Shoshone)

On this 13th day of March, in the year 1998, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared FRED W. BRACKEBUSCH, known to me to be the President of NEW JERSEY MINING COMPANY, the corporation that executed the within Articles of Merger, and acknowledged to me that he executed the same for and on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year in this certificate above written.

Ronald E. Egert
Notary Public in and for the State of Idaho
Residing at Helena, MT
Commission expires 1-18-2003

STATE OF IDAHO)
) ss.
County of Shoshone)

On this 13th day of March, in the year 1998, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared FRED W. BRACKEBUSCH, known to me to be the President of PLAINVIEW MINING COMPANY, INC., the corporation that executed the within Articles of Merger, and acknowledged to me that he executed the same for and on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year in this certificate above written.

Ronald Eggart
Notary Public in and for the State of Idaho
Residing at Helena
Commission expires 1-18-2003