

M E R G E R A G R E E M E N T

THIS AGREEMENT, Made the 10th day of JANUARY, 1973, between SILVER STRIKE MINING COMPANY, INC., a corporation organized and existing under the laws of the State of Idaho, with its registered office at 4 McKinley Avenue, Kellogg, Idaho, and principal office at N. 3306 Monroe Street, Spokane, Washington, and BEST CORPORATION, a corporation organized and existing under the laws of the State of Montana.

R E C I T A L S

1. The total number of shares of stock which SILVER STRIKE MINING COMPANY, INC., is authorized to issue is 5,000,000 shares with par value of Ten (10¢) cents.
2. The total number of shares of stock which BEST CORPORATION, is authorized to issue is 50,000 shares with no par value.
3. The Boards of Directors of the respective corporation deem it desirable and in the best interest of the corporations and their shareholders that BEST CORPORATION be merged into SILVER STRIKE MINING COMPANY, INC.

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to Section 30-152, Idaho Code, that BEST CORPORATION shall be merged into SILVER STRIKE MINING COMPANY, INC., as a single corporation; and the parties hereto hereby agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of BEST CORPORATION into shares or other securities of SILVER STRIKE MINING COMPANY, INC., as follows:

I.

SILVER STRIKE MINING COMPANY, INC., TO BE SURVIVING
CORPORATION

BEST CORPORATION shall be merged into SILVER STRIKE MINING

COMPANY, INC. and the corporate existence of BEST CORPORATION shall cease and the corporate existence of SILVER STRIKE MINING COMPANY, INC. shall continue under the name SILVER STRIKE MINING COMPANY, INC. and SILVER STRIKE MINING COMPANY, INC. shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and SILVER STRIKE MINING COMPANY, INC. shall become subject to all the debts and liabilities of the constituent corporations in the same manner as if SILVER STRIKE MINING COMPANY, INC. had itself incurred them.

II.

PRINCIPAL OFFICE

The principal office of SILVER STRIKE MINING COMPANY, INC. shall remain the principal office of the corporation following this merger.

III.

OBJECTS AND PURPOSES

The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on by the corporation following the merger, are as follows:

To prospect and mine for gold, silver, lead, zinc, tungsten and other valuable mineral deposits in the State of Montana and elsewhere and to mill and treat such ores and to acquire mines and mining property and milling and processing equipment, as more completely and specifically stated in the Articles of Incorporation of SILVER STRIKE MINING COMPANY, INC.

IV.

ARTICLES OF INCORPORATION

The Articles of Incorporation of SILVER STRIKE MINING COMPANY, INC., shall on the effective date of the merger be the articles of the merged corporations.

V.

BY-LAWS

The present By-Laws of SILVER STRIKE MINING COMPANY, INC.

insofar as not inconsistent with this agreement of merger, shall be the By-Laws of the corporation following the merger until altered, amended or repealed as therein provided.

VI.

NAMES AND ADDRESSES
OF DIRECTORS

The names and addresses of the persons who shall constitute the Board of Directors of SILVER STRIKE MINING COMPANY, INC. following merger, and who shall hold office until the first annual meeting of the shareholders of SILVER STRIKE MINING COMPANY, INC. following merger, are as follows:

Raymond Koziuk S. 5912 Martin Spokane, Washington	President & Director
Donald Wilch W. 328-8th Avenue Spokane, Washington	Secretary-Treasurer & Director
Robert P. Dwyer 160 King Street Wallace, Idaho	Director
Francis Fredericks Osburn, Idaho	Director
Robert Buck 4119 Geiger Blvd. Spokane, Washington	Director

VII.

METHOD OF CONVERTING SHARES

Immediately upon this agreement of merger becoming effective, the shares of the constituent corporations shall, without any other action on the part of the respective holders thereof, become and be converted into shares of stock of SILVER STRIKE MINING COMPANY, INC. as follows:

One share of Silver Strike Mining
Company, Inc. stock for one share
of Best Corporation stock.

VIII.

DIVIDENDS PRIOR TO MERGER

Until this agreement of merger becomes effective or is abandoned the constituent corporations may not pay dividends on their shares of stock.

IX.

EXTRAORDINARY TRANSACTIONS

Neither corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this agreement.

X.

SUBMISSION TO STOCKHOLDERS: EFFECTIVE DATE

This agreement shall be submitted to the stockholders of the constituent corporations in the manner provided by Section 30-152, Idaho Code, and if the votes of stockholders of each such corporation representing $66\frac{2}{3}\%$ of the total number of shares of its capital stock shall be in favor of the adoption of this agreement, it shall, subject to the provisions of Section Eleven of this agreement, take effect as the agreement of merger of the constituent corporations on the date on which it is filed in the Office of the Secretary of State of Idaho, together with evidence of its adoption as required by law..

XI.

ABANDONMENT OF MERGER

Anything to the contrary herein notwithstanding, if the Board of Directors of SILVER STRIKE MINING COMPANY, INC., or the Board of Directors of BEST CORPORATION, should determine, either before or after the meeting of the stockholders of the respective corporations called to vote on the adoption or rejection of this

agreement of merger, that for any legal, financial, economic or business reason deemed sufficient by such Board it is not in the interest of the corporation it represents, or the stockholders of such corporation, or is otherwise inadvisable or impracticable to consummate the merger, such Board of Directors may abandon the merger by directing the officers of the corporations to refrain from executing or filing this agreement of merger, and thereupon this agreement shall be void and of no effect.

IN WITNESS WHEREOF, the Directors, or a majority thereof, of SILVER STRIKE MINING COMPANY, INC., and the directors, or a majority thereof of BEST CORPORATION, have executed this agreement under their respective corporate seals on the day and year first above written.

Bob Buck
Director

ATTEST:

Donald D. Welch
Secretary

SILVER STRIKE MINING COMPANY, INC.

Raymond C. Buck
President

Donald D. Welch
Director

Francis Frederick
Director

Robert P. Stenger

BEST CORPORATION

Clayton Edwards
President

ATTEST:

Clayton Edwards
Secretary

STATE OF IDAHO)
:ss.
County of Shoshone)

On this 10 day of Jan, 1973, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared a majority of the Directors and the Secretary respectively of SILVER STRIKE MINING COMPANY, INC., known to me to be the persons whose signatures are subscribed to the within

instrument, and acknowledged to me that they executed the same on behalf of the said Corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year in this certificate first above appearing.

Robert P. Dwyer
Notary Public for State of Idaho;
Residing at Malheur, Idaho.

STATE OF MONTANA)
:ss.
County of)

On this 10 day of Jan, 1973, before me, the undersigned Notary Public in and for the State of Montana, personally appeared the President and Secretary respectively of BEST CORPORATION, known to me to be the persons whose signatures are affixed to the within instrument, and acknowledged to me that they executed the same on behalf of the said Corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year in this certificate first above appearing.

Donald R. Roney
Notary Public for State of Montana;
Residing at Chester, Montana.

STATE OF IDAHO)
:ss.
County of Shoshone)

On this 1st day of March, 1973, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared ROBERT P. DWYER, Director of SILVER STRIKE MINING COMPANY, INC., known to me to be the person whose signature is affixed to the within instrument and acknowledged to me that he executed the same.


IN WITNESS WHEREOF, I have set my hand and affixed my official seal the day and year in this certificate first above appearing.

Tommy B. Ketchum
Notary Public for State of Idaho;
Residing at Pinehurst, Idaho.

STATE OF WASHINGTON)
:ss.
County of Spokane)

On this 6TH day of March, 1973, before me, the undersigned Notary Public in and for the State of Washington, personally appeared ROBERT BUCK, a Director of SILVER STRIKE MINING COMPANY, INC., known to me to be the person whose signature is affixed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal the day and year in this certificate first above appearing.


Notary Public for State of
Washington; residing at Spokane.


CERTIFICATION

That at a special meeting of Shareholders of Silver Strike Mining Company, Inc., held on November 22, 1972, at 4 McKinley Avenue, Kellogg, Idaho, at 3:00 P.M., for the purpose of considering the Merger of said Corporation with Best Corporation, a Montana corporation, more than two-thirds of the Shareholders of Silver Strike Mining Company, Inc., either in person or by proxy, voted in favor of the Merger of said Corporation with Best Corporation, a Montana corporation, specifically of the 1,600,00 shares of Silver Strike Mining Company, Inc., issued and outstanding, 1,496,193 voted in favor of said Merger and 6,800 voted against said Merger.

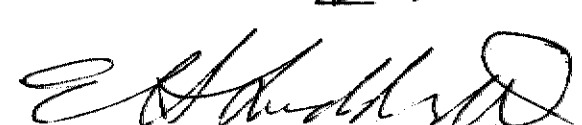
SILVER STRIKE MINING COMPANY, INC.

By 
President

ATTEST:


Secretary

SUBSCRIBED and sworn to before me this 16 day of March,
1973.


Notary Public for State of Washington;
Residing at Spokane, Washington

CERTIFICATION

That at a special meeting of Shareholders of Best Corporation, held on November 10, 1972, at its office in Chester, Montana, at 2:00 o'clock P.M., for the purpose of considering the Merger of said Corporation with Silver Strike Mining Company, Inc., an Idaho corporation, more than two-thirds of the shareholders of Best Corporation, either in person or by proxy, voted in favor of the Merger of said Corporation with Silver Strike Company, Inc., specifically of the 2 shares of Best Corporation issued and outstanding, 2 voted in favor of said Merger.

THE BEST CORPORATION

By *Robert P. Hoyer*
Attorney

WITNESS:

Robert P. Hoyer

Subscribed and sworn to before me this 20th day of March,
1973.

Tommy B. Ketchum
Notary Public for State of Idaho;
Residing at Pinehurst, Idaho.

RECEIVED

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SECRETARY OF
STATE

ROBERT P. DWYER

ATTORNEY AT LAW

4 McKINLEY AVENUE

KELLOGG, IDAHO 83837

March 20, 1973

Mr. Pete Cenarrusa
Secretary of State
State of Idaho
Boise, Idaho

Attn: Margaret Lawrence
Corporation Clerk

Re: Best-Silver Strike Merger

Dear Margaret:

As you might have guessed, The Best Corporation is a closely held family corporation.

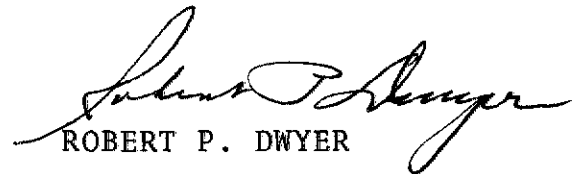
Best was originally incorporated April 3, 1970, with an authorized capitalization of 50,000 shares. Of the 50,000, only 4 shares were issued. One each to Mr. and Mrs. Edwards and 2 shares to Arthur C. Benson. Mr. Benson became ill and surrendered his 2 shares to the corporation.

As a consequence, at the time of the meeting, only 2 shares were issued, both of which voted in favor of the Merger.

It was believed that this explanation would assist in construing my affidavit.

Thank you again for your assistance in this matter and my very best wishes.

Very truly yours,



ROBERT P. DWYER

RPD:h
Enc.