



To all to Whom These Presents shall Come, Greeting:

I,

FRANCIS J. BYRNES

, SECRETARY OF THE ARIZONA

CORPORATION COMMISSION, DO HEREBY CERTIFY THAT the annexed is a true and complete copy of the ARTICLES OF INCORPORATION of CALLAHAN ZINC-LEAD COMPANY, including a change of name to CALLAHAN MINING CORPORATION, which was filed in the office of the Arizona Corporation Commission, on the 25th day of April, 1958, at 11:00 A. M., as provided by law.

IN WITNESS WHEREOF, I HAVE HEREUNTO
SET MY HAND AND AFFIXED THE OFFICIAL SEAL
OF THE ARIZONA CORPORATION COMMISSION, AT
THE CAPITOL, IN THE CITY OF PHOENIX, THIS 6th
DAY OF May, A. D. 1958.

Francis J. Byrnes
BY SECRETARY,

ASSISTANT SECRETARY

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That at the regular annual meeting of the stockholders of CALLAHAN ZINC-LEAD COMPANY, an Arizona Corporation, duly noticed, called and held according to law on Monday, April 14, 1958, at 12 o'clock noon, at Room 910 Valley National Building, Tucson, Arizona, a resolution was adopted, by the affirmative vote of a majority of the issued and outstanding shares of stock of said corporation, to amend Article I; Article III; Article V, Sections 1, 3, 4 and 5; Article VI, Section 1; and Article VII of the Articles of Incorporation of said corporation to read as follows:

"ARTICLE I

The name of the Corporation is Callahan Mining Corporation, and its principal place of transacting business in Arizona is Tucson. In addition thereto, it may conduct and carry on its business in other States, territories and possessions of the United States, and in foreign countries, and may have an office or more than one office, without the State of Arizona, as determined from time to time by the Board of Directors."

"ARTICLE III

The amount of the authorized capital stock of the Corporation is Five Million Dollars, divided into Five Million Shares of the par value of One Dollar each which shall be paid in, at such time or times as the Board of Directors may designate, in money or property received or for labor done, and all shares of the capital stock when issued in exchange for property received or labor done shall thereupon and thereby become and be full-paid the same as if paid for in money at par and shall be non-assessable forever, and the judgment of the Board of Directors as to the value of any such property received or labor done for which any shares shall be so issued shall be conclusive. None of the shares of capital stock of the Corporation shall carry any pre-emptive or preferential rights of any character with respect to the purchase of securities issued or sold by the Corporation, including, without limitation, additional securities convertible into, or carrying the right to purchase, shares of capital stock."

"ARTICLE V, Section 1

The affairs of this Corporation shall be conducted by and its government vested in a Board of not less than three, or more than fifteen directors."

"ARTICLE V, Section 3

In case of any vacancy or vacancies in the Board of Directors, through death, resignation, or otherwise, the remaining directors, although less than a quorum, may, by a majority vote, elect a successor to hold office for the unexpired portion of the term of the director whose office shall be vacant, and until the election of a successor."

"ARTICLE V, Section 4

The Board of Directors shall be chosen by the stockholders at annual meetings or adjournments thereof. Directors need not be stockholders. The annual meeting of stockholders of the Corporation shall be held at twelve o'clock noon on the second Monday of April in each year, at its principal office in Arizona, or at such other place in the United States as may from time to time be designated by the Board of Directors in so far as permitted by the laws of the State of Arizona."

"ARTICLE V, Section 5

Meetings of the Board of Directors may be held at the principal office of the Corporation in Arizona, or elsewhere at such place or places in the United States as the Board of Directors from time to time may determine."

"ARTICLE VI, Section 1

The Board of Directors, at its first meeting after the annual stockholders' meeting or any adjournment thereof, shall elect from its own number a President, may elect one or more Vice-Presidents, shall elect a Treasurer and a Secretary, and may elect an Assistant Treasurer and an Assistant Secretary, to hold office for one year next ensuing and until their successors are elected and qualify. Officers other than the President need not be members of the Board.

The offices of Vice-President and Treasurer, or Secretary and Treasurer, or of Assistant Secretary and Assistant Treasurer, may be held by the same person. All other officers, agents and factors may be appointed for such terms and upon such conditions as the Board of Directors from time to time by resolution shall prescribe."

"ARTICLE VII

The highest amount of indebtedness or liability to which the Corporation is at any time to subject itself is \$3,000,000.00."

IN WITNESS WHEREOF, we have hereunto affixed our signatures and the seal of said corporation, this 22 day of April, 1958.

/s/ Philip D. Wilson
Philip D. Wilson, Vice President
Callahan Zinc-Lead Company

(SEAL)

ATTEST:

/s/ J. G. McIntosh
J. G. McIntosh, Assistant Secretary
Callahan Zinc-Lead Company

STATE OF NEW YORK }
County of New York } ss.

Before me, WILLIAM P. LOHDEN, a notary public, in and for the county and state aforesaid, on this day personally appeared PHILIP D. WILSON and J. G. McINTOSH, known to me to be the Vice-President and the Assistant Secretary, respectively of CALLAHAN ZINC-LEAD COMPANY, and to me known to be the same persons whose names are subscribed to the foregoing instrument and they acknowledged to me that they voluntarily executed the same for and on behalf of said company, as its free act and deed, and for the purposes and consideration therein mentioned.

Given under my hand and seal of office this
22 day of April, 1953.

/s/ William P. Lohden
Notary Public

WILLIAM P. LOHDEN
Notary Public, State of New York
No. 24-2393383
Qualified in Kings County
Commission Expires March 30, 1959

24349

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

FILED

MAY 6 1958

At 11:00 A. M., at request of
Boyle, Bilby, Thompson & Shoenhair
Address, Valley National Building
Tucson, Arizona
Re Florence Barry
VCIS J. BYRNES, SECRETARY