

# State of Idaho



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, JAS. H. YOUNG, 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

#### METROPOLITAN MINES CORPORATION, LIMITED

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **12th** day of **November** 19**58**, original articles of amendment, as provided by Section **30-116 & 30-117**, Idaho Code, Amending Article V subdivision (a) & (b),

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **101** 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 **12th** day of **November**, A. D., 19**58**.

Secretary of State

ARTICLES OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION OF THE  
METROPOLITAN MINES CORPORATION, LTD.

State of Idaho       )  
County of Shoshone) ss.

John T. Kingsbury and A. J. Teske, being first duly sworn, on oath each for himself says-

That they are the duly elected, qualified and acting president and secretary, respectively, of Metropolitan Mines Corporation, Ltd., an Idaho corporation having its registered office and principal place of business at Wallace, Shoshone County, Idaho.

That on the 16th day of September, 1957, at the annual meeting of stockholders of Metropolitan Mines Corporation the Articles of Incorporation were amended, and the Amended Articles of Incorporation were duly filed to read as follows:

ARTICLE V.

The amount of the capital stock of this corporation shall be five hundred thousand dollars (\$500,000.00), which shall be divided into five million (5,000,000) shares of stock of the par value of ten cents (10¢) per share. Said stock shall be further divided into Class A and Class B as follows:

- (a) There shall be three million (3,000,000) shares of Class A stock, which stock is non-assessable.
- (b) There shall be two million (2,000,000) shares of Class B stock, which stock is assessable, as provided by the laws of the State of Idaho, and the By-laws of this corporation.
- (c) Both Class A and Class B stock shall be votable, and every shareholder of record shall have the right at every stockholder's meeting to vote one vote for every share, whether Class A or Class B, standing in his name on the books of the corporation, and may cumulate said votes, as provided by law, at all elections for directors or managers.

- (d) The relative amount of Class A stock and Class B stock may, if deemed advisable by the Board of Directors, be altered by preparing further Articles of Amendment of the Articles of Incorporation, changing all or any part of the Class B assessable stock into Class A non-assessable stock, and if it is deemed advisable by the Board of Directors, the procedure shall be as follows:
- (1) The Directors shall send out an "offering circular" to each Class B stockholder, giving them the voluntary choice of keeping their assessable stock and receiving, if and when available, a refund of assessments paid, as authorized at a stockholders meeting of Sept. 1, 1956, or of changing their Class B assessable certificates to non-assessable stock, and waiving such future refunds.
  - (2) The Directors shall close such offer, if made, after sixty (60) days and they shall tally the choice of the Class B stockholders and shall file an amendment to the Articles of Incorporation, changing the amount of assessable and non-assessable stock, as determined by the choice of the Class B assessable stockholders, maintaining the total amount of stock authorized at five million (5,000,000) shares.
  - (3) The Board of Directors shall be authorized to tally those not voting a choice within the 60 day period, after having been duly notified at their address of record, as choosing to change their stock from assessable to non-assessable. The change of stock shall not be made until after the proper Amendment to the Articles of Incorporation has been filed with the Idaho Secretary of State and become effective.  
(End of Article V.)

That at a meeting of the Board of Directors of Metropolitan Mines Corporation, Ltd., held on August 25, 1958, there being present A. J. Teske, George F. Ringel, John T. Kingsbury and John H. Usher, absent Jack D. Wyatt, Mr. Teske proposed the following resolution, which was moved for adoption by Mr. Ringel, seconded by

Mr. Usher, put to vote and duly carried.

"Resolved, that the Board of Directors take action at once to carry out the resolution adopted at the annual meeting of stockholders of Sept. 16, 1957, regarding the conversion of Class B assessable stock to Class A non-assessable."

The president then instructed the secretary-treasurer to send out notices as soon as possible.

That under date of August 30, 1958, a circular ~~was~~ mailed to all Class B stockholders, offering the stock exchange, as authorized; that at the end of 60 days such vote was tallied, as authorized, and ninety one thousand five hundred eighty five (91,585) shares voted to retain their Class B shares.

Whereupon, A. J. Teske offered the following -

RESOLUTION.

Whereas, as authorized at an annual meeting of stockholders and as incorporated in an Amendment to the Articles of Incorporation dated Sept. 16, 1957, the Board of Directors did on Aug. 30, 1958, send to each Class B stockholder an offer to change their Class B stock to Class A stock, giving them a free choice, and whereas, after a 60 day voting period the owners of 91,585 shares of assessable Class B stock voted to retain their stock under the conditions authorized,

NOW THEREFORE, BE IT RESOLVED that the subdivisions (a) and (b) of Article V. of the Amended Articles of Incorporation be further amended to read as follows;

- (a) There shall be four million nine hundred eight thousand four hundred fifteen (4,908,415) shares of Class A stock, which stock is non-assessable.
- (b) There shall be ninety one thousand five hundred eighty five (91,585) shares of Class B stock, which stock ~~is~~ assessable, as provided by the laws of the State of Idaho, and the By-laws of this corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the seal of the corporation this 10th day of November, 1958.

John T. Kingsbury  
President.

A. J. Teske  
Secy-Treasurer.

State of Idaho       )  
County of Shoshone) ss.

On this 10th day of November, 1958, before me, a Notary Public for the State of Idaho, personally appeared John T. Kingsbury and A. J. Teske, known to me to be the president and secretary respectively of Metropoliian Mines Corporation, Ltd., the corporation that executed the foregoing instrument, and the persons who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

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

John C. [Signature]  
Notary Public for the State of  
Idaho, residing at Wallace.