



Department of State.

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

PETE T. CENAKUSA

I, **ARNOLD WILLIAMS**, 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

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the _____ day of _____, 19____, original articles of amendment, as provided by Section _____, Idaho Code, _____.

_____ and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. _____ 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 _____ day of _____, A. D., 19____.

Secretary of State

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
CALEDONIA SILVER-LEAD MINING COMPANY

WE HEREBY CERTIFY that a special meeting of the shareholders of Caledonia Silver-Lead Mining Company, a corporation organized and operating under and by virtue of the laws of the State of Idaho and qualified to do business in said state and maintain its principal office in Shoshone County, State of Idaho, was held on the 29th day of July, 1969, at the hour of 9:00 o'clock, A. M., of said day, at the Washington Water Power Auditorium, Kellogg, Idaho, Shoshone County. Said meeting was held pursuant to more than thirty (30) days' notice to all shareholders of record, notifying said shareholders of said special meeting and the purposes thereof. That at said meeting more than two-thirds (2/3) of the issued and outstanding stock entitled to vote at said meeting was present and voting. A copy of said notice of said meeting, together with Affidavit of Mailing said notice, is filed in the record book of said corporation.

That at said special meeting of shareholders of said corporation, the meeting was called to order by the president and the secretary recorded the minutes thereof. A canvas of the shareholders present, both in person and by proxy, disclosed that the holders of more than two-thirds (2/3) of the voting power of all shareholders was present and voting at said meeting.

Among other things that took place at said meeting, the following Resolutions were adopted, to-wit:

R E S O L U T I O N

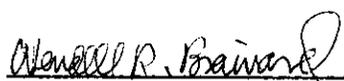
BE IT RESOLVED that the Articles of Incorporation of Caledonia Silver-Lead Mining Company be amended to show that the capitalization of this corporation which is now \$250,000.00 divided into 2,000,000 shares of common assessable stock, par value 10¢, and 10,000 shares of preferred, non-assessable, stock, par value \$5.00 per share, be increased to \$500,000.00 divided into 5,000,000 shares of common, non-assessable stock with a par value of 10¢.

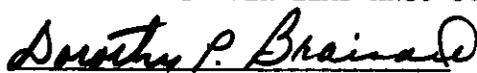
And:

BE IT RESOLVED that the president and secretary of the corporation be and they are hereby authorized to cause to be prepared all necessary and proper certificates for filings in the office of the Secretary of State of Idaho at Boise, Idaho, and with the county auditor and recorder of Shoshone County, Idaho, at Wallace, Idaho, and that they sign thereto the corporate name anywhere needed, and that they take all necessary and proper steps that may be required in the premises to place the corporation in proper standing pursuant to the adoption of the resolutions heretofore adopted at this meeting.

That said Resolutions were adopted by a vote of more than two-thirds (2/3) of the issued and outstanding stock of said corporation at the said special meeting.

WITNESS our hands this 30th day of July, 1969.


Wendell R. Brainard, President
CALEDONIA SILVER-LEAD MNG. CO.


Dorothy P. Brainard, Secretary
CALEDONIA SILVER-LEAD MNG. CO.

