

ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
INTERMOUNTAIN MINERALS, INC.

FILED EFFECTIVE
2013 FEB 11 AM 9:11
SECRETARY OF STATE
STATE OF IDAHO

To the Secretary of State of the State of Idaho:

Pursuant to Title 30, Chapter 1, Idaho Code, Intermountain Minerals, Inc. amends its articles of incorporation as follows:

ARTICLE FIVE shall be amended in its entirety to read as follows:

ARTICLE FIVE

The corporation shall have authority to issue fifteen million (15,000,000) shares of common stock with a par value of one cent (\$0.01) per share. All such shares shall be non-assessable, and;

The corporation shall have authority to issue one million (1,000,000) shares of one series of Convertible Preferred Stock (Series A) at the price of one (1) dollar per share; that each such share is non-assessable; that each such share shall have the right to vote at all shareholder meetings on the equivalent basis of six (6) shares of the common stock of the Corporation; that each such share shall have preferential claim over common stock to net assets of the Corporation upon a liquidation, merger, or acquisition in proportion to the then total ownership thereof on the equivalent basis of six (6) shares of the common stock of the Corporation; that each such share shall receive a distribution, only annually, from its registered date of issue, of 0.000094 ounces troy of gold, 0.999 fine; that each such share have the right to convert at anytime into six shares of the common stock of the corporation, the preferred share thus converted to be voided; and that five years from the date of original issue each such share must be converted into one of two outcomes to be chosen and exercised by the then registered owner thereof as follows: (1) 0.00047 ounces troy of gold, 0.999 fine, or (2) six shares of the common stock of the corporation.

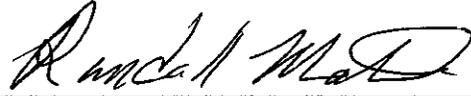
The foregoing amendment to the Articles of Incorporation was duly adopted by the Shareholders of the corporation as required by Title 30, Idaho Code on the 7th day of February, 2013.

IDAHO SECRETARY OF STATE
02/11/2013 05:00
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DATED this 7th day of February, 2013.

The undersigned President of the Corporation hereby declares that the foregoing Amendment to the Articles of Incorporation is true and correct to the best of his knowledge and belief.

A handwritten signature in cursive script, appearing to read "Randall Mattson".

RANDALL D. MATTSON, President
Intermountain Minerals, Inc.