

State of Idaho



Department of State

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

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

ROYAL MINES CORP.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Twenty-first** day of **February** 19 **64**, original articles of amendment, as provided by Sections **30-146, 30-147, and 30-149, Idaho Code, reducing capital stock to \$300,000.00 divided into 3,000,000 shares of the par value of 10¢ each,**

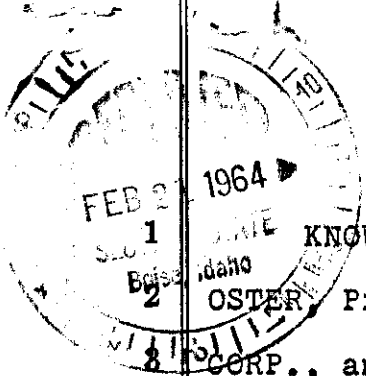
and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **127** of Record of Domestic Corporations of the State of Idaho.

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 **21st** day of **February**,
A. D., 19 **64**.

Secretary of State

ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION
OF
ROYAL MINES CORP.



KNOW ALL MEN BY THESE PRESENTS That the undersigned, CHARLES OSTER, President, and JAMES G. TOWLES, Secretary, of ROYAL MINES CORP., an Idaho corporation with its principal place of business in Wallace, Idaho, HEREBY CERTIFY that at a special meeting of the stockholders of said corporation, duly called and held at the Samuels Hotel, Wallace, Shoshone County, Idaho on the 22nd day of January, 1964, commencing at the hour of 10:00 o'clock a.m., M.S.T., pursuant to written notice given to each stockholder of record more than thirty (30) days prior to said meeting, the following resolution was adopted by a vote of more than two-thirds of the outstanding capital stock of said corporation, there being One Million Nine Hundred Eighty Four Thousand Six Hundred (1,984,600) shares of common capital stock of said corporation outstanding, and an affirmative vote of One Million Four Hundred Fourteen Thousand Two Hundred Twenty (1,414,220) shares was cast in favor of said resolution and no shares were voted against the adoption of said resolution, said resolution was and is as follows:

RESOLVED, that Article VI of the Articles of Incorporation of Royal Mines Corp. be amended to read as follows:
"That the amount of the capital stock of this corporation is Three Hundred Thousand (\$300,000.00) Dollars and the number of shares into which it is divided is Three Million (3,000,000) shares of the par value of Ten Cents (10¢) each."

Which amendment reduces the amount of capital of said corporation from Five Hundred Thousand (\$500,000.00) Dollars to Three Hundred Thousand (\$300,000.00) Dollars and increases the number of shares from Two Million (2,000,000) shares to Three Million (3,000,000) shares.

THIS IS TO FURTHER CERTIFY that said corporation is solvent and that the reduction of capital will not reduce the fair value of the assets of the corporation to an amount less than the total amount of its debts and liabilities, plus the amount of its capital stock as so reduced, in that no assets are being lost as a result of said reduction of capital.

IN WITNESS WHEREOF the President and Secretary of this corporation have hereunto set their hands and seals this 22nd day 1.

1 of January, 1964, the President thereof at Reno, Washoe County,
2 Nevada, and the Secretary thereof at Wallace, Shoshone County,
3 Idaho.

4 Charles Oster (SEAL)
5 President

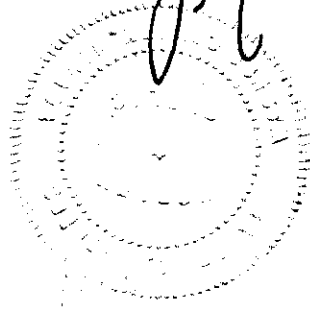
6 James H. Fowler (SEAL)
7 Secretary
8

9 STATE OF NEVADA)
10 County of Washoe) ss.

11 On this 30th day of January, 1964, before me, the undersigned,
12 a Notary Public in and for the State of Nevada, personally appeared
13 CHARLES OSTER, known to me to be the President of Royal Mines Corp.,
14 an Idaho corporation, and also known to me to be the person whose
15 name is affixed to the above and foregoing instrument, and acknow-
16 ledged to me that he executed the same.

17 IN WITNESS WHEREOF, I have hereunto set my hand and affixed
18 my official seal the day and year in this certificate first above
19 written.


20 James H. Fowler
21 Notary Public in and for the
22 State of Nevada, residing at
23 Reno, Washoe County, Nev.



1 STATE OF IDAHO)
2 County of Shoshone) ss.

3 On this 23rd day of January, 1964, before me, the
4 undersigned, a Notary Public in and for the State of Idaho, per-
5 sonally appeared JAMES G. TOWLES, known to me to be the Secretary
6 of Royal Mines Corp., an Idaho corporation, and also known to me
7 to be the person whose name is affixed to the above and foregoing
8 instrument, and acknowledged to me that he executed the same.

9 IN WITNESS WHEREOF, I have hereunto set my hand and affixed
10 my official seal the day and year in this certificate first above
11 written.

12 
13 Notary Public in and for the
14 State of Idaho, Residing at
15 Wallace
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