



Department of State.

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

I, IRA H. MASTERS, 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

THE TEDDY MINING AND MILLING COMPANY, LIMITED
a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in
this office on the **third** day of **June, 1946**

original articles of amendment, as provided by Section **29-145 & 29-146, I.C.A.**, amending
Articles Second, Third, Fourth, Sixth and adding Article Eighth; increasing the
purposes; stating as to branch offices; extending corporate existence to perpe-
tuity; decreasing capital stock to \$300,000 and stipulating powers of board of
directors
and that the said articles of amendment contain the statement of facts required by law, and are
recorded on Film Roll No. **g** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That **the Articles 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 **3rd** day
of **June**, in the year of our Lord
one thousand nine hundred forty-**six**
and of the Independence of the United States of
America the One Hundred **Seventieth**

Secretary of State.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF THE TEDDY MINING AND MILLING COMPANY, LIMITED.

STATE OF IDAHO)
County of Shoshone) ss

THIS IS TO CERTIFY that the postponed annual meeting of the stockholders of The Teddy Mining and Milling Company, Limited, a corporation organized and existing under the laws of the State of Idaho, was held at the McConnell Hotel in the City of Kellogg, Shoshone County, Idaho, on the 6th day of May, 1946, duly called upon notice of the specific purposes thereof given by the secretary to all stockholders in good standing of said corporation at least thirty days prior to the date of said meeting in accordance with the by-laws of said company and the statutes of the State of Idaho, and pursuant to a resolution of the Board of Directors of said corporation duly adopted at a meeting held on April 1st, 1946, at which a quorum of the board of directors were present; that Harvey A. Miller, president of said corporation, acted as Chairman of said stockholders' meeting, and L. D. Hudson, secretary of said corporation, acted as secretary thereof; that upon a canvas of the stockholders present in person or by proxy, it appeared that stockholders of the corporation representing 354,270 shares were present in person and by proxy out of 500,763 shares issued and outstanding of the total authorized capital stock of the company of 1,500,000 shares; that thereupon the following resolution was introduced:

BE IT RESOLVED: That the Articles of Incorporation of The Teddy Mining and Milling Company, Limited, be amended in the following particulars, to-wit:

1. That the purposes for which said corporation was formed be enlarged and broadened and that for said purpose the Second Article of Incorporation be amended so as to provide as follows:

"SECOND. That the purposes for which said corporation is formed are to locate, buy, acquire, own, enter, lease, sell, convey, and deal in mines, mining claims and mineral lands of every kind and nature and description; also to purchase, locate, or otherwise acquire, own, enter, or lease, sell and deal in millsites, water rights, and terminal facilities; to work, prospect, or develop mines and mineral lands of every nature or description, either for itself or for other companies, corporations or individuals upon such terms or for such remuneration as it shall deem fit and proper, and to accept, take and hold mineral lands of every nature or description, either as an entirety or any interest in the same; to hold, purchase, or otherwise acquire or be interested in, and to sell, assign, pledge, or otherwise dispose of, shares of the capital stock, bonds, or other evidences of debt issued or created by any other corporation, whether foreign or domestic, and whether now or hereafter organized; and while the holder of any such shares of stock, to exercise all the rights and privileges of ownership, including the right to vote thereon to the same extent as a natural person might or could do; and subject to the provisions of law, to purchase or otherwise acquire, hold and

reissue the shares of its capital stock; to do everything that may be necessary or proper in the conduct of its business in the way of locating, prospecting, developing, acquiring, buying and selling mineral lands and mining claims of every kind, nature and description, and working such mines, and the production of ores and minerals to the most merchantable value, and in doing the same, to construct, build, buy, sell, own and operate all necessary mills, smelters, machinery, roads, railroads, tramways, ditches, flumes and such other property as shall be fit and necessary in carrying out the objects herein stated; to sell, buy, and lease mines and mining property of all kinds and property of every kind, nature and description useful and necessary in operating and maintaining the same, and in reducing the ores and in refining the minerals taken therefrom upon commission, whether such commission be paid in money or otherwise; to erect buildings, operate sawmills, and engage in trade of every kind, both in stores and provisions, steam and other transportation, road building and engineering, freighting and carrying: to conduct a general mining, milling and smelting business: to purchase, secure, use, own and enjoy any and all franchises useful and beneficial for the prosecution of the business of this corporation; to exercise the right of eminent domain according to law, and condemn and acquire rights of way for tunnels, shafts, hoisting works, dumps, cuts, ditches, canals, reservoirs, storage basins, dams, roads, railroads, and tramways incident, necessary, or convenient for the uses and purposes and objects of this corporation and to do all things incident to the general business of this corporation in the State of Idaho, in the other states and territories of the United States and elsewhere that this corporation may desire or conclude to do business: to buy and sell ores, bullion, metals, minerals and concentrates, and all other materials and supplies, and to reduce ores and minerals for pay; to borrow money on its notes, bonds, and other obligations for the general purposes of this corporation, and to mortgage, pledge, and give in trust any and all of its property, real and personal, to secure the payment thereof; and finally to do and perform all other things that may be found necessary or convenient to carry out the objects of this corporation."

2. That the Third Article of Incorporation establishing the place where the principal business of said corporation shall be transacted be amended so as to provide as follows:

"THIRD. That the location and post office address of the registered office of the corporation in the State of Idaho be and the same is hereby established at the City of Kellogg, in the County of Shoshone, State of Idaho, with the right to establish branch offices elsewhere, either within or without the State of Idaho."

3. That the term of existence of said corporation be changed from fifty years from and after date of its incorporation so as to make its duration perpetual, and that for said purpose the Fourth Article of Incorporation be amended so as to provide as follows:

"FOURTH. That the duration of said corporation shall be perpetual."

4. That the Sixth Article of Incorporation providing for the amount of the capital stock of this company, the number of shares and the par value thereof, as amended at a meeting of the stockholders of this company duly and regularly held on the 25th day of March, 1930, be again amended so that the capital stock of said corporation be reduced from \$1,500,000 divided into 1,500,000 shares of the par value of \$1.00 per share, as now authorized, to \$300,000 divided into 3,000,000 shares of the par value of 10¢ each, and that for said purpose the Sixth Article of Incorporation be amended so as to provide as follows:

"SIXTH. That the amount of the capital stock of this corporation is \$300,000 and that the number of shares into which it is divided is 3,000,000 shares of the par value of 10¢ per share;"

it appearing from the books and records of this corporation that the total indebtedness of this corporation does not exceed the sum of \$1,200 and that the proposed reduction will not reduce the fair value of the assets of this corporation to an amount less than the total amount of its debts and liabilities plus the amount of its capital stock as so reduced.

5. That the power to repeal and amend the by-laws of this corporation and to adopt new by-laws be conferred upon the directors of this corporation and that for said purpose there be inserted in the original Articles of Incorporation of this corporation immediately following the Seventh Article of Incorporation a new and additional provision to be designated "EIGHTH" as follows:

"EIGHTH. That the board of directors of this corporation shall have power and authority to repeal and amend the by-laws of this corporation and to adopt new by-laws for this corporation, provided, however, that said board of directors shall not make or alter any by-law fixing their qualifications, classification, term of office, or compensation."

BE IT FURTHER RESOLVED: That the proper officers of this corporation be and they are hereby authorized and directed to make, execute and file the necessary and requisite articles of amendment of the articles of incorporation of this corporation, as are required by the present statutes of the State of Idaho in order to make said amendments effective.

That thereupon upon motion to adopt said resolution, stockholders holding 354,270 shares in said corporation, being more than two-thirds of the voting power of all the shareholders of said corporation, there being 500,763 shares of the authorized capital stock of the company issued and outstanding, voted in favor of said motion and said resolution; that no votes were cast against the same, and the Chairman declared that said motion had unanimously carried and said resolution and said amendments were duly adopted.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the seal of said corporation in triplicate this 29 day of May, 1946.

Harvey A. Miller

President

Attest:

J. D. Hudson

Secretary

THE TEDDY MINING AND MILLING COMPANY, LIMITED.

STATE OF IDAHO)
County of Shoshone)ss

Harvey A. Miller and L. D. Hudson, being duly sworn, on oath depose
and say:

That they are the President and Secretary respectively of The Teddy
Mining and Milling Company, Limited, a corporation; that they have read the
foregoing Articles of Amendment to Articles of Incorporation of said corpora-
tion and know the contents thereof, and that the facts therein stated are
true of their own knowledge.

Harvey A. Miller

L. D. Hudson

Subscribed and sworn to before me this 29 day of May, 1946.

Elmer A. Stout

Notary Public in and for the State of Idaho,
residing at Kellogg, Idaho.

Commission expires 20 March 1950 ✓