

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 BENTON MINING 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 **Eleventh** day of **October**, 1955,

original articles of amendment, as provided by Section 30-147, 30-160 Idaho Code, making the term of corporate existence perpetual.

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **92** 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 **11th** day
of **October**, in the year of our Lord
one thousand nine hundred **fifty-five**,
and the Independence of the United States of
America the One Hundred **Seventy-ninth**.

Secretary of State

ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION
OF THE
BENTON MINING COMPANY, LIMITED

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, George W. Zeller, the duly elected and acting chairman, and Betsy Rullman, the duly elected and acting secretary, of the special meeting of the stockholders of Benton Mining Company, Limited which was held in the City of Wallace, Idaho, at the hour of 4 o'clock, p.m., Mountain Standard Time on the 3rd day of October, 1955, do hereby certify:

That by a resolution duly adopted by the board of directors of Benton Mining Company, Limited at a special meeting of said board of directors held at the office of Chas. E. Horning in the White and Bender Building in Wallace, Idaho, at 9 o'clock, a.m., Mountain Standard Time, on the 17th day of September, 1955, a special meeting of the shareholders of Benton Mining Company, Limited was called for the hour of 4 o'clock, p.m., Mountain Standard Time on the 3rd day of October, 1955, to be held at said office of said Chas. E. Horning for the purpose of considering an extension of the corporate existence of said Benton Mining Company, Limited and adopting such resolutions and taking such other action as might be necessary in order to reinstate the charter of said company, obtain permission to use its former name and make the term of its corporate existence perpetual and for the further purpose of adopting such amendments of the articles of incorporation of said company as should be deemed necessary in the circumstances;

That notice of said special meeting of said shareholders was given, as required by law, that is to say, by mailing on the 22nd day of September, 1955, to each and every one of said shareholders to his or her last known post office address a notice of said meeting, which said notice set forth the date on which and the hour and place at which, and the purpose for which said meeting was to be held; and by publishing such notice of said meeting in two successive issues of the Wallace Miner, a weekly newspaper published in the City of Wallace, Shoshone County, Idaho, the first of such issues being published on September 22nd and the second of such issues being published on September 29, 1955.

That at the hour of 4 o'clock, p.m., Mountain Standard Time, on the 3rd day of October, 1955, at the office of said Chas. E. Horning in Wallace, Idaho, that being the time and place specified in said call and in said notice, shareholders owning 775,004 shares of the outstanding capital stock of said Benton Mining Company, Limited assembled in person or by duly authorized proxies and organized and convened in special meeting, pursuant to said call and to said notice;

That at said time and place the secretary of said meeting presented to said meeting the original call for said meeting and proof by affidavit that due notice of said meeting had been given; and that thereupon Josephine Lucas presented and moved the adoption of the following resolution:

RESOLVED that this special meeting of the stockholders of Benton Mining Company, Limited was duly and legally called and noticed; that more than two-thirds of the outstanding stock of the corporation is represented at the meeting, and that this meeting is competent to proceed with the transaction of the business for which it was called.

That the motion for the adoption of said resolution was seconded by George R. Gordon and upon being put to a vote was unanimously carried;

That thereupon George R. Gordon presented and moved the adoption of the following resolution:

BE IT RESOLVED by the stockholders of Benton Mining Company, Limited that the charter of said corporation be reinstated as of the time the corporate existence of said corporation expired and without lapse of time between the expiration of the term of the corporate existence of said corporation and such reinstatement and that application be, and it hereby is made to the Secretary of State of the State of Idaho for the reinstatement of the charter of said corporation and for the right of said corporation to use and to carry on business under its former name, to-wit, Benton Mining Company, Limited and that the term of the corporate existence of said corporation be made perpetual; and

BE IT FURTHER RESOLVED that Article Fourth of the original Articles of Incorporation of said Benton Mining Company, Limited be, and the same hereby is amended to read as follows: "That the term of the corporate existence of said corporation shall be perpetual."

And BE IT FURTHER RESOLVED that the president or vice president and secretary or assistant secretary of said corporation be, and they hereby are authorized, empowered and directed to cause proper Articles of Amendment of the Articles of Incorporation of said Benton Mining Company, Limited to be prepared and executed, in triplicate, as required by law; that one executed copy thereof be filed in the office of the Secretary of State of the State of Idaho and that the two remaining executed copies thereof be certified by said Secretary of State, as required by law, and that one of such copies be then filed in the office of the County Recorder of Shoshone County, Idaho, where the principal place of business of said Benton Mining Company, Limited is located and that the remaining one of such copies be retained by the secretary of said corporation, as provided by law; and

BE IT FURTHER RESOLVED that the president or vice president and secretary or assistant secretary of said corporation be, and they hereby are authorized, empowered and directed to take any and all such further action as may be necessary and proper in order to reinstate and extend the corporate existence of said corporation, as provided by Section 30-160, Idaho Code, and any and all other statutes of the State of Idaho which are applicable in the premises.

That the motion for the adoption of said resolution was seconded by Mrs. Josephine Lucas.

That thereupon the chairman directed that the ayes and nays be taken on the motion for the adoption of said resolution

and directed the secretary to call the roll accordingly. On roll call all shares represented at said meeting, either by stockholders present in person or by proxies, voted in favor of said resolution and of the motion to adopt the same, and no shares were voted in opposition thereto;

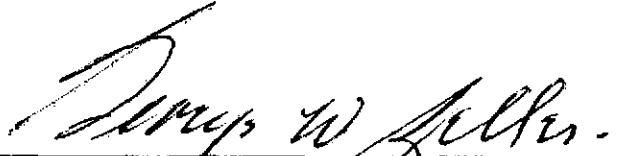
That thereupon the chairman declared that more than two-thirds of the outstanding shares of said corporation had voted in favor of said resolution and the motion to adopt the same and that said motion was duly carried and said resolution duly adopted and that said amendment of the Articles of Incorporation of said Benton Mining Company, Limited was duly approved and adopted.

We hereby further certify that annexed hereto, marked Exhibit "A", is a full, true and correct copy of the minutes of the hereinabove mentioned special meeting of the Board of Directors of Benton Mining Company, Limited held at 9 o'clock a.m., Mountain Standard Time, on September 17, 1955; and that annexed hereto, marked Exhibit "B" is a full, true and correct copy of the affidavit of Betsy Rullman in proof of her mailing to each and every stockholder written notice of the aforesaid special meeting of the stockholders of Benton Mining Company, Limited, and that annexed hereto, marked Exhibit "C" is a full, true and correct copy of the minutes of said special stockholders' meeting.

And we hereby further certify that as of the date of said special meeting of the stockholders of said Benton Mining Company, Limited there were 1,159,000 shares of the capital stock of said corporation outstanding and that there were represented at said special meeting of the stockholders of said corporation,

by stockholders present in person and by duly executed proxies,
775,004 shares.

IN WITNESS WHEREOF, the said George W. Zeller, chairman,
and the said Betsy Rullman, secretary of the aforesaid stock-
holders' meeting, have hereunto set their hands in triplicate
this 3rd day of October, 1955.



Chairman of said Stockholders' meeting



Secretary of said Stockholders' meeting

MINUTES OF SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF BENTON MINING COMPANY, LIMITED
Wallace, Idaho September 17, 1955

Pursuant to due call and to due notice, a special meeting of the Board of Directors of Benton Mining Company, Limited, was held at the office of Chas. E. Horning in the White and Bender Building in Wallace, Idaho, at the hour of 9 o'clock, a.m., Mountain Standard Time, on the 17th day of September, 1955.

The meeting was called to order by the Vice President, George W. Zeller who stated that the meeting had been called for the purpose of considering the adoption of a resolution calling a special meeting of the shareholders of Benton Mining Company, Limited, for the purpose of considering an extension of the corporate existence of the company and adopting such resolutions and taking such other action as may be necessary in order to reinstate the charter of the company, obtain permission to use its original name and make its corporate existence perpetual. Mr. Zeller stated that the corporation was organized on or about the 31st day of January, 1903 and that by its articles of incorporation the term of its corporate existence was fixed at fifty years and that through inadvertence said term was not extended prior to its expiration.

Thereupon Mr. Weideman presented and moved the adoption of the following resolution:

BE IT RESOLVED that a special meeting of the stockholders of Benton Mining Company, Limited, be, and the same hereby is called for the hour of 4 o'clock, P.M., Mountain Standard Time on the 3rd day of October, 1955, at the office of Chas. E. Horning in the White and Bender Building, Wallace, Idaho, for the purpose of considering an extension of the corporate existence of the company and adopting such resolutions and taking such other action as may be necessary in order to reinstate the charter of the company, obtain permission to use its former name, and make the term of

its corporate existence perpetual, and for the further purpose of adopting such amendments of the articles of incorporation of the company as may be deemed necessary in the circumstances;

And that the Secretary or Assistant Secretary of the corporation give notice of such special meeting of said stockholders by mailing a notice thereof to each and every stockholder at his or her last known post office address according to the records of the company at least ten (10) days prior to the date of said meeting, and that the Secretary or Assistant Secretary of the company, in addition to mailing such notices, cause a notice of said meeting to be published in the Wallace Miner, a newspaper of general circulation published in Wallace, Shoshone County, Idaho, in its issues of September 22 and September 29, 1955.

The motion for the adoption of said resolution was duly seconded and upon being put to a vote was unanimously carried. Thereupon the Vice President declared said motion carried and said resolution adopted.

There being no further business the Vice President declared the meeting adjourned.


Assistant Secretary

APPROVED:

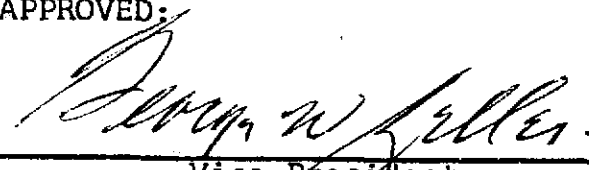

Vice President

EXHIBIT "B"

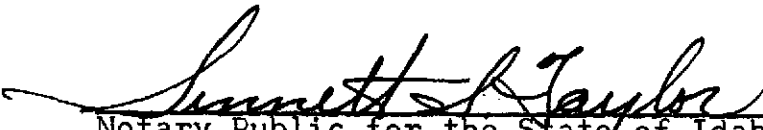
STATE OF IDAHO)
 ss.
COUNTY OF SHOSHONE)

BETSY RULLMAN, being first duly sworn, on her oath says:

That acting for and on behalf of the assistant secretary of Benton Mining Company, Limited on the 22nd day of September, 1955, she deposited in the United States Post office in Wallace, Idaho, with postage prepaid thereon, a full, true and correct copy of the hereunto annexed notice addressed to each and every stockholder of said corporation at his, her or its last known post office address, according to the books of the company, and that she caused said notice to be published in the September 22nd and September 29, 1955 issues of the Wallace Miner, a weekly newspaper printed and published in the City of Wallace, Shoshone County, Idaho.



Subscribed and sworn to before me this 3rd day of October, 1955.



Notary Public for the State of Idaho,
Residing at Wallace, Idaho.

MINUTES OF SPECIAL MEETING OF
THE STOCKHOLDERS OF BENTON MINING COMPANY,
LIMITED, WALLACE, IDAHO.

October 3, 1955

Pursuant to call by the Board of Directors of Benton Mining Company, Limited (said Board consisting of the persons who were members thereof at the time of the expiration of the corporate existence of said company), and to due notice given as required by law, a special meeting of the stockholders of said Benton Mining Company, Limited was held at the office of Chas. E. Horning in the White and Bender Building in Wallace, Idaho, at the hour of 4 o'clock, p.m., Mountain Standard Time, on the 3rd day of October, 1955. Upon motion duly made, seconded and carried, George W. Zeller was selected to act as chairman of the meeting and Betsy Rullman to act as secretary thereof. The chairman thereupon called the meeting to order and appointed George R. Gordon and Josephine Lucas to check the proxies which had been filed with the assistant secretary and to canvass the stock represented both by proxies and by stockholders present in person and instructed said committee to report back to the meeting the number of shares so represented. After a short recess said committee reported to the meeting that the following number of shares were represented:

By stockholders present in person.....	687,004 shares
By duly executed proxies.....	<u>88,000</u> "
Total.....	775,004 shares

The secretary reported to the meeting that there were a total of 1,159,000 shares outstanding, and it thus appearing that more than two-thirds of the outstanding shares were represented, the chairman declared the meeting open for the transaction of the business for which the meeting was called.

The secretary thereupon presented to the meeting the original call of said meeting and proof by affidavit that due

notice of the meeting had been given both by the publication of such notice in two successive issues of the Wallace Miner, a newspaper published in the City of Wallace, Shoshone County, Idaho, and by the mailing of such notice to each and every stockholder of the corporation at his or her last known post office address according to the records of the company.

Josephine Lucas thereupon moved the adoption of the following resolution:

RESOLVED that this special meeting of the stockholders of Benton Mining Company, Limited was duly and legally called and noticed; that more than two-thirds of the outstanding stock of the corporation is represented at the meeting, and that this meeting is competent to proceed with the transaction of the business for which it was called.

The motion for the adoption of said resolution was seconded by Mr. Gordon and upon being put to a vote was unanimously carried.

Thereupon George R. Gordon presented and moved the adoption of the following resolution:

BE IT RESOLVED by the stockholders of Benton Mining Company, Limited that the charter of said corporation be reinstated as of the time the corporate existence of said corporation expired and without lapse of time between the expiration of the term of the corporate existence of said corporation and such reinstatement and that application be, and it hereby is made to the Secretary of State of the State of Idaho for the reinstatement of the charter of said corporation and for the right of said corporation to use and to carry on business under its former name, to-wit, Benton Mining Company, Limited and that the term of the corporate existence of said corporation be made perpetual; and

BE IT FURTHER RESOLVED that Article Fourth of the original articles of incorporation of said Benton Mining Company, Limited be, and the same hereby is amended to read as follows: "That the term of the corporate existence of said corporation shall be perpetual."

AND BE IT FURTHER RESOLVED that the president or vice president and secretary or assistant secretary of said corporation be, and they hereby are authorized, empowered and directed to cause proper Articles of

Amendment of the Articles of Incorporation of said Benton Mining Company, Limited to be prepared and executed in triplicate, as required by law; and that one executed copy thereof be filed in the office of the Secretary of State of the State of Idaho and that the two remaining executed copies thereof be certified by said Secretary of State, as required by law, and that one of such copies be then filed in the office of the County Recorder of Shoshone County, Idaho, where the principal place of business of said Benton Mining Company, Limited is located and that the remaining one of such copies be retained by the secretary of said corporation, as provided by law; and

BE IT FURTHER RESOLVED that the president or vice president and secretary or assistant secretary of said corporation be, and they hereby are authorized, empowered and directed to take any and all such further action as may be necessary and proper in order to reinstate and extend the corporate existence of said corporation, as provided by Section 30-160, Idaho Code, and any and all other statutes of the State of Idaho which are applicable in the premises.

The motion for the adoption of said resolution was seconded by Josephine Lucas.

Thereupon the chairman directed that the ayes and nays be taken on the motion for the adoption of said resolution and directed the secretary to call the roll accordingly. On roll call all shares represented at said meeting, either by stockholders present in person or by proxies, voted in favor of said resolution and of the motion to adopt the same, and no shares were voted in opposition thereto.

Thereupon the president declared that more than two-thirds of the outstanding shares of said corporation had voted in favor of said resolution and the motion to adopt the same and that said motion was duly carried and said resolution duly adopted and that said amendment of the Articles of Incorporation of said Benton Mining Company, Limited was duly approved and adopted.

There being no further business, the chairman declared the meeting adjourned.

Approved:


Secretary of stockholders' meeting


Chairman of stockholders' meeting