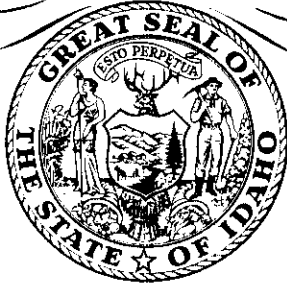


State of Idaho



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

SUNSHINE METALS CORPORATION

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Fourteenth** day of **September,** 19 **61**, original articles of amendment, as provided by Sections 30-146, 30-147, 30-151 and 30-152, Idaho Code, merging **NIGHTHAWK SILVER-LEAD MINING COMPANY** with and into **SUNSHINE METALS CORPORATION,**

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **114** 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 **14th** day of **September**, A. D., 19 **61**.

Secretary of State

A G R E E M E N T

THIS AGREEMENT, entered into this 31st day of July, 1961, between SUNSHINE METALS CORPORATION, an Idaho corporation, hereinafter referred to as Sunshine Metals, and NIGHTHAWK SILVER-LEAD MINING COMPANY, an Idaho corporation, hereinafter referred to as Nighthawk, WITNESSETH:

WHEREAS, Nighthawk is capitalized for five hundred thousand dollars (\$500,000.00) divided into five million (5,000,000) shares, par value ten cents (10¢) each, and Sunshine Metals is capitalized for two million, five hundred thousand dollars (\$2,500,000.00) divided into twenty-five million (25,000,000) shares at a par value of ten cents (10¢) per share; and

WHEREAS, a number of shareholders and the Directors have agreed to submit to a stockholders' meeting a charter amendment to change the name of the Company to Commonwealth Mining Company and a resolution to change all stock of the Company to non-assessable common shares with equal voting rights; and

WHEREAS, the Boards of Directors of each respective corporation are of the opinion that it would be for the benefit and to the advantage of each of said corporations and the stockholders thereof to merge Nighthawk into Sunshine Metals under and pursuant to the provisions of Sections 30-151 to 30-156, inclusive, Idaho Code, and under and pursuant to the corporation laws of Idaho pertaining to corporate mergers,

NOW, THEREFORE, in consideration of the premises and in consideration of the mutual covenants, and agreements hereinafter set out and by each of the parties hereto to be faithfully kept and performed, IT IS HEREBY MUTUALLY AGREED that Nighthawk shall be, and is hereby merged into Sunshine Metals under and pursuant to the provisions of Section 30-151 to 30-156, inclusive, Idaho Code.

IT IS MUTUALLY AGREED that Nighthawk will be so merged into Sunshine Metals in the manner and upon the terms as follows:

(a) There will be issued to each and every shareholder of Nighthawk one (1) share of non-assessable common stock of Sunshine Metals for each two (2) shares of Nighthawk owned by each and every shareholder of Nighthawk.

Upon consummation of this agreement and the completion of the merger of Nighthawk into Sunshine Metals, as hereinafter provided, Sunshine Metals shall cause to be issued and delivered to a responsible custodian one certificate for the number of shares which shall be required for issuance or transfer to Nighthawk stockholders at the rate of one (1) share of non-assessable stock of Sunshine Metals for every two (2) shares of Nighthawk. Each and every stockholder in Nighthawk shall be directed to deliver to such custodian for cancellation such stockholder's certificate of Nighthawk stock duly endorsed and guaranteed, and as such certificates are delivered to said custodian he shall cause to be transferred and delivered to each Nighthawk shareholder whose certificates shall have been so delivered to said custodian, out of the stock represented by the aforesaid certificate the number of shares of Sunshine Metals that each such stockholder shall be entitled to receive.

(b) Upon consummation of this agreement and the effectuation of the merger of Nighthawk and Sunshine Metals, said two corporations shall become and thereafter be one corporation, to-wit: Sunshine Metals Corporation, and a separate corporate existence of the Nighthawk shall cease and Sunshine Metals

shall possess all the rights, privileges, franchises and powers theretofore possessed by Nighthawk and Sunshine Metals, or either of them and the title to and the ownership of all property, real, personal, or mixed of each of said corporations, and all debts due and owing on whatsoever account to Nighthawk, and/or to Sunshine Metals shall be taken to and deemed to be transferred to Sunshine Metals without further act or deed and Sunshine Metals shall be responsible for all liabilities and obligations of Nighthawk, including the obligation to perform any and all contracts or agreements heretofore entered into by Nighthawk with any other corporation or person in the same manner and to the same extent as if Sunshine Metals had incurred such liabilities or obligations, and the liabilities of Sunshine Metals or Nighthawk or of their respective shareholders, directors, or officers shall not be affected, nor shall the rights of the creditors of Nighthawk or of Sunshine Metals, or of any persons who shall theretofore have had dealings with Nighthawk and/or Sunshine Metals be impaired by such merger and any claim existing or any action pending may be prosecuted to judgment as if such merger had not taken place and all property, rights, privileges, powers, and franchises, and all and every other interest of Nighthawk shall thereafter be effectually the property of Sunshine Metals as they were the property of Nighthawk and the title to any real estate vested by deed or otherwise in Nighthawk shall henceforth be attached to the property of Sunshine Metals.

(c) Any and all expenses which may be incurred under or in connection with this agreement shall be assumed and paid by Sunshine Metals.

IT IS FURTHER UNDERSTOOD AND AGREED that upon the consummation of this agreement and the effectuation of Nighthawk into Sunshine Metals, Sunshine Metals shall be governed by the laws of the State of Idaho.

This agreement shall be executed initially by Nighthawk and Sunshine Metals' respective Boards of Directors upon the same being approved by a majority vote of each of said Boards of Directors and thereupon this agreement shall be presented for the separate consideration by the shareholders of Nighthawk and by the shareholders of Sunshine Metals at a meeting of stockholders of each company duly called in the manner provided by Section 30133, Idaho Code; and at each of said meetings, which shall be called and held separately, this agreement shall be considered and a vote by ballot, in person or by proxy, shall be taken for the adoption or rejection of the same, each share entitling the holder thereof to one vote; and if the votes of the stockholders of each of said corporations representing two-thirds (2/3) of the total number of shares of its capital stock shall be for the adoption of this agreement, then that fact shall be certified on this agreement by the Secretary of each of said corporations, under the seal thereof; and this agreement, so adopted and certified shall be signed in duplicate by the President and Secretary of each of said corporations under the respective corporate seals thereof and acknowledged by the Secretary of each of said corporations, under the seal thereof; and this agreement, so adopted and certified, shall be signed in duplicate by the President and Secretary of each of said corporations before a duly appointed and qualified Notary Public in and for the State of Washington, to be the respective act, deed and agreement of each of said corporations and one duplicate original of this agreement, so adopted, certified and acknowledged, shall be filed in the office of the Secretary of State of Idaho and a copy thereof certified by said Secretary of State shall be filed in the County Recorder's Office in the County of Kootenai and in all other counties of Idaho in which either of said corporations have mining claims, land or property to be transferred as a result of said merger.

And notwithstanding any of the foregoing provisions of this agreement, it is expressly understood and agreed that this agreement shall not become effective for any purpose unless at the aforesaid meeting of stockholders this agree-

IN WITNESS WHEREOF, This agreement has been executed on behalf of Nighthawk by each and all of the members of the Board of Directors pursuant to a resolution adopted by unanimous vote of the members of said Board of Directors at a duly called special meeting of said Board; and this agreement has been executed on behalf of Sunshine Metals by each and all of the members of the Board of Directors of Sunshine Metals, and pursuant to a resolution adopted by a majority vote of the members of said Board of Directors at a duly called special meeting of said Board, the day and year hereinabove set forth.

Walter R. Johnson
Abner M. Ingraham
Wm. L. Ellis
Arthur Childe
Wilbur Hodson

)Seal)

Walter R. Johnson
Abner M. Sybilson
Wm. L. Lillie
A. H. Richardson
Edward Hagen

STATE OF WASHINGTON)
) ss
COUNTY OF SPOKANE)

Phyllis D. Schoedel
Secretary

of the Nighthawk Silver-Lead Mining Company

STATE OF WASHINGTON)

COUNTY OF SPOKANE)

ss

I, Walter R. Johnson, Secretary of The Sunshine Metals Corporation a corporation organized under the laws of the State of Idaho hereby certify that the foregoing agreement was on the 6th day of September, 1961 submitted to the stockholders of said corporation at a meeting called for the purpose of considering same, notice thereof having been given, as required by law, and that two-thirds or more of all the outstanding stock voted to approve such merger.

(seal)

Walter R. Johnson
Secretary
of the Sunshine Metals Corporation

In witness whereof, the Secretary of each of the above named corporations and the President of each of said corporations do hereby sign the foregoing merger agreement.

SUNSHINE METALS CORPORATION

By Walter R. Johnson
President
Walter R. Johnson
Secretary

NIGHTHAWK SILVER-LEAD MINING
COMPANY

By Walter R. Johnson
President
Phyllis A. Schoedel
Secretary

STATE OF WASHINGTON)

COUNTY OF SPOKANE)

ss

I, Beatrice M. Eray, a Notary Public, do hereby certify that on the 7th day of September, 1961, personally appeared before me WALTER R. JOHNSON, and declared to me that he is President of both of the corporations, the Nighthawk Silver-Lead Mining Company and Sunshine Metals Corporation, executing the foregoing document and being first duly sworn, acknowledged that he signed the foregoing articles of merger in the capacity therein set forth for each of said companies and declared that the statements contained therein are true.

In witness whereof, I have hereunto set my hand and seal the day and year before written.

My commission expires:

5-14-62

Beatrice M. Eray
Notary Public in and for the State of
Washington; residing in Spokane.