



Department of State.

CERTIFICATE OF INCORPORATION

I, J. D. (CY) PRICE, 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 original of the articles of incorporation of

DAY MINES, INC.

was filed in the office of the Secretary of State on the **first** day
of **October** A.D. One Thousand Nine Hundred **Forty-Seven** and
duly recorded on Film No. **10** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 29-103, Idaho Code,
Annotated.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at

Wallace

in the County of

Shoshone

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 **17th** day

of **October**, in the year of our Lord

ARTICLES OF INCORPORATION

of the

DAY MINES, INC.

KNOW ALL MEN BY THESE PRESENTS that the undersigned corporations, all of which are domestic corporations of the State of Idaho except the Hercules Mining Company and the Tamarack & Custer Consolidated Mining Company, which are incorporated under the laws of the State of Delaware and Nevada respectively, and which have qualified to do business as foreign corporations under the laws of the State of Idaho, have this day voluntarily associated themselves together for the purpose of forming a corporation under the authority of and pursuant to the terms and conditions outlined in Section 29-152 of the Idaho Code Annotated 1932 Edition and the laws of the States of Delaware and Nevada, and do hereby certify in writing as follows, to-wit:

I

That the name of this corporation is and shall be DAY MINES, INC.

II

The purposes for which this corporation is formed are:

To acquire by appropriation, discovery, location, lease, license, grant, bond, option, devise, purchase, agreement or otherwise, and to hold, own, possess, enjoy, develop, mine, work, operate and exploit gold, silver, lead, zinc, copper and any other lode or placer mines or deposits, tunnels,

mining and tunneling property, and any right, title or interest therein, and also such lands, mills, mill sites, tunnel sites, buildings, constructions, plants, appliances, equipments, fixtures, machinery, discoveries, improvements, inventions, patents, patent rights, dumps and dump rights, ditches, flumes, pipes and pipe lines, reservoirs, water, ditch and reservoir rights or priorities, railways, tramways, right-of-way easements, appurtenances, privileges, franchises and other property rights, real or personal, as may be deemed by the Directors for the time being of said corporation to be necessary or desirable for the practical working, development, mining, exploitation or enjoyment of all or any of the corporation's property, acquired or to be acquired.

To purchase, construct, lease or otherwise acquire, operate, maintain and repair milling, concentration, reduction, smelting, refining works for the treatment, reduction, smelting or refining, for hire or otherwise, of metalliferous or other ores, and the extraction or concentration of the metals contained therein.

To purchase, erect, lease or otherwise acquire, maintain and operate buildings, machinery, constructions, works and plants for the sampling and treatment of metalliferous or other ores. To buy, reduce, smelt, mill, sell and generally deal in all kinds of ores, concentrates, tailings, mill or smelter products, bullion, metals and minerals, either on its own account or on commission or otherwise for other persons or corporations.

To acquire by appropriation, location, purchase, lease or otherwise, water and water rights, ditches and ditch rights and water priorities and apply the same to beneficial uses, and to purchase or construct, operate and maintain ditches and flumes

for the distribution of water for irrigation, sanitary, domestic and other uses.

To acquire by location, lease, contract, grant, purchase, conveyance or otherwise, and to own, hold, possess and enjoy any rights, title or interest in or to any lands, tenements, hereditaments, appurtenances, mill sites, water or ditch rights, rights-of-way, franchises, easements or other property, real or personal incident, necessary or desirable in the operation of milling plants or machinery for the smelting, reducing, refining or treatment of ores or minerals, or the extraction of any ore or mineral therefrom or from any object or operation referred to herein.

To purchase, construct, lease or otherwise acquire and operate and maintain buildings, constructions, flumes, machinery, appliances, equipments, fixtures, easements and appurtenances for generating electricity for lighting and the distribution of power and for other purposes.

To maintain transmission lines for the purpose of distributing electricity; to furnish electricity for power and lighting purposes; to sell, deliver and distribute the same and to maintain, equip, hold, own, possess and enjoy all appliances incident or necessary thereto.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, and merchandise, and real and personal property of every class and description.

To acquire, and pay for in cash, stocks or bonds of this corporation or otherwise, the good will, rights, assets

and property, and to undertake or assume the whole or any part of the obligations or liability of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses, and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership.

To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed or trust, or otherwise.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided, further, that shares of its own capital stock belonging to it shall not be voted directly or indirectly.

To have one or more officers, to carry on all or any of its operations and business and without restriction or limit

as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories, colonies or possessions of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony, Possession or Country.

In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of Idaho upon corporations formed under the laws of said State, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the consolidated corporation.

III

The term for which this corporation is to exist is perpetual.

IV

That the registered office and the principal place where the business of said corporation is to be transacted is in the City of Wallace, County of Shoshone, State of Idaho.

V

That the amount of capital stock of this corporation shall be FIVE HUNDRED THOUSAND DOLLARS (\$500,000.00) divided into FIVE MILLION SHARES (5,000,000) of the par value of 10 cents each.

VI

The capital stock of this corporation shall be common stock, which will be fully paid when issued and non assessable.

VII

Under the terms of the Joint Agreement of Consolidation entered into by the consolidating corporations pursuant to the provisions of Section 29-151 of the Idaho Code Annotated, 1932 Edition, the following conversion ratio of constituent corporations' shares into consolidation corporation shares was adopted:

	No. of Shares Issued and Out- standing	Conversion Ratio of Constituent Shares into Consolidated Shares per 1,000 Con- stituent Shares (Fractions in proportion)	Number of Shares Consolidated Corporation to which entitled
✓ Tamarack & Custer Consolidated Mining Company	5,000,000	164	820,000
✓ Hercules Mining Co.	425,140	692	294,197
Sherman Lead Company	3,675,000	168	617,400
Dayrock Mining Co.	1,747,229	340	594,058
Monitor Mining Co.	1,807,328	212	383,154
King Mining Co.	1,884,040	60	113,042
Stanley Mining Co.	1,267,727	8	10,142
Duluth Mining Co	320,210	12.5	4,002
Happy Day Mining Company, Ltd.	573,507	7	4,015
Western Union Mining Company	1,855,711½	6	11,134
Crystal Lead Mines Company	1,498,996	21	31,479
Treasure Vault Mining Company, Ltd.	658,726	6	3,952
			<hr/>
Total Consolidated Shares to be Issued			2,886,575

The consolidating or constituent corporations are the incorporators of the consolidated corporation as provided for under Section 29-152 of the Idaho Code Annotated, 1932 Edition,

and the number of shares which each constituent corporation is entitled to receive under the terms of the Joint Agreement of Consolidation is hereinabove set forth opposite the name of such corporation, and totals 2,886,575 shares of consolidated corporation stock.

VIII

That the following named individuals shall hold office as directors of the consolidated corporation until their successors be chosen or appointed according to the by-laws of said corporation:

<u>Name of Directors</u>	<u>Residence</u>
Henry L. Day	Wallace, Idaho.
F. M. Rothrock	Spokane, Wash.
Paul B. Jessup	Wallace, Idaho.
Wray D. Farmin	Spokane, Wash.
Eleanor Day Boyce	Wallace, Idaho.
Clarence I. Paulsen	Spokane, Wash.
F. Wallace Rothrock	Spokane, Wash.

IX

That the following named individuals shall serve as officers of the consolidated corporation, until their successors be chosen or appointed according to the by-laws of said corporation:

<u>Name</u>	<u>Office</u>	<u>Residence</u>
Henry L. Day	President	Wallace, Idaho.
F. M. Rothrock	Vice-President	Spokane, Wash.
Paul B. Jessup	Vice-President	Wallace, Idaho.
Paul B. Jessup	Comptroller	
S. F. Heitfeld	Secretary	Wallace, Idaho.
S. F. Heitfeld	Treasurer	
R. W. Anno	Asst. Secretary	Wallace, Idaho.
R. W. Anno	Asst. Treasurer	

X

Except insofar as they may be changed by the Joint Agreement of Consolidation and these Articles of Incorporation,

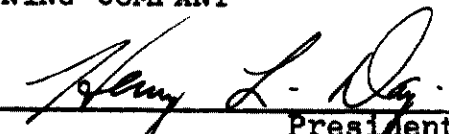
the by-laws of the consolidated corporation shall be the present by-laws of the King Mining Company, one of the incorporating constituent corporations herein, until changed or amended as provided therein.

IN WITNESS WHEREOF the undersigned officers of the consolidating or constituent corporations have hereunto set their hands this 25th day of September, A. D. 1947.

TAMARACK & CUSTER CONSOLIDATED
MINING COMPANY

ATTEST:


Secretary

By 
President

HERCULES MINING COMPANY

ATTEST:

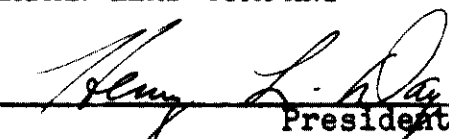

Secretary

By 
President

SHERMAN LEAD COMPANY

ATTEST:

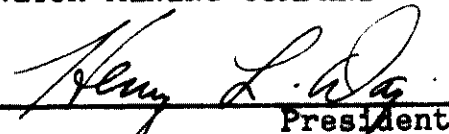

Secretary

By 
President

MONITOR MINING COMPANY

ATTEST:


Secretary

By 
President

DAYROCK MINING COMPANY

ATTEST:

By

F. M. Rothrock
President

A. H. Hildt
Secretary

KING MINING COMPANY

ATTEST:

By

Henry L. Day
President

B. W. Amos
Secretary

STANLEY MINING COMPANY

ATTEST:

By

Henry L. Day
President

A. H. Hildt
Secretary

DULUTH MINING COMPANY

ATTEST:

By

Henry L. Day
President

Henry Buhmester
Secretary

HAPPY DAY MINING COMPANY, LIMITED

ATTEST:

By

Henry L. Day
President

B. W. Amos
Secretary

WESTERN UNION MINING COMPANY

ATTEST:

By

Henry L. Day
President

A. H. Hildt
Secretary

CRYSTAL LEAD MINES COMPANY

ATTEST:

By

Henry L. Day
President

S. F. Heitfeld
Secretary

THE TREASURE VAULT MINING COMPANY,
LIMITED.

ATTEST:

By

Henry L. Day
President

B. W. Amos
Secretary

STATE OF IDAHO }
County of Shoshone } ss.

On this 25th day of September, A. D. 1947, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared HENRY L. DAY and S. F. HEITFELD, known by me to be the President and Secretary respectively of the TAMARACK & CUSTER CONSOLIDATED MINING COMPANY, and the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my notarial seal at my office in Wallace, Idaho, the day and year in this certificate first above written.

Kathryn G. Eichwald
Notary Public in and for the
State of Idaho residing at
Wallace.

STATE OF IDAHO)
County of Shoshone) ss.

On this 25th day of September, A. D. 1947, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared HENRY L. DAY and S. F. HEITFELD, known by me to be the President and Secretary respectively of the HERCULES MINING COMPANY and the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my notarial seal at my office in Wallace, Idaho, the day and year in this certificate first above written.

Kathryn A. Eichwald
Notary Public in and for the
State of Idaho residing at
Wallace.

STATE OF IDAHO)
County of Shoshone) ss.

On this 25th day of September, A. D. 1947, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared HENRY L. DAY and S. F. HEITFELD, known by me to be the President and Secretary respectively of the SHERMAN LEAD COMPANY and the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my notarial seal at my office in Wallace, Idaho, the day and year in this certificate first above written.

Kathryn A. Eichwald
Notary Public in and for the
State of Idaho residing at
Wallace.

STATE OF IDAHO)
County of Shoshone) ss.

On this 25th day of September, A. D. 1947,
before me, the undersigned, a Notary Public in and for the
State of Idaho, personally appeared HENRY L. DAY and S. F.
HEITFELD known by me to be the President and Secretary
respectively of the MONITOR MINING COMPANY and the persons
whose names are subscribed to the within instrument, and
acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand
and affixed my notarial seal at my office in Wallace, Idaho,
the day and year in this certificate first above written.

Kathryn A. Eichwald
Notary Public in and for the State
of Idaho residing at Wallace.

STATE OF IDAHO)
County of Shoshone) ss.

On this 25th day of September, A. D. 1947,
before me, the undersigned, a Notary Public in and for the
State of Idaho, personally appeared F. M. ROTHROCK and S. F.
HEITFELD known by me to be the President and Secretary
respectively of the DAYROCK MINING COMPANY, and the persons
whose names are subscribed to the within instrument, and
acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and
affixed my notarial seal at my office in Wallace, Idaho, the
day and year in this certificate first above written.

Kathryn A. Eichwald
Notary Public in and for the State
of Idaho residing at Wallace.

STATE OF IDAHO }
County of Shoshone } ss.

On this 25th day of September, A. D. 1947, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared HENRY L. DAY and R. W. ANNO, known by me to be the President and Secretary respectively of the KING MINING COMPANY and the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I HAVE hereunto set my hand and affixed my notarial seal at my office in Wallace, Idaho, the day and year in this certificate first above written.

Kathryn A. Eichwald
Notary Public in and for the State
of Idaho residing at Wallace.

STATE OF IDAHO }
County of Shoshone } ss.

On this 25th day of September, A. D. 1947, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared HENRY L. DAY and S. F. HEITFELD, known by me to be the President and Secretary respectively of the STANLEY MINING COMPANY and the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my notarial seal at my office in Wallace, Idaho, the day and year in this certificate first above written.

Kathryn A. Eichwald
Notary Public in and for the State
of Idaho residing at Wallace.

STATE OF IDAHO }
County of Shoshone } ss.

On this 25th day of September, A. D. 1947, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared HENRY L. DAY and HENRY BUHRMESTER known by me to be the President and Secretary respectively of the DULUTH MINING COMPANY and the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my notarial seal at my office in Wallace, Idaho, the day and year in this certificate first above written.

Kathryn A. Eichwald
Notary Public in and for the State
of Idaho residing at Wallace.

STATE OF IDAHO }
County of Shoshone } ss.

On this 25th day of September, A. D. 1947, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared HENRY L. DAY and R. W. ANNO, known by me to be the President and Secretary respectively of the HAPPY DAY MINING COMPANY, LIMITED, and the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my notarial seal at my office in Wallace, Idaho, the day and year in this certificate first above written.

Kathryn A. Eichwald
Notary Public in and for the State
of Idaho residing at Wallace.

STATE OF IDAHO }
County of Shoshone } ss.

On this 25th day of September, A. D. 1947, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared HENRY L. DAY and S. F. HEITFELD, known by me to be the President and Secretary respectively of the WESTERN UNION MINING COMPANY, and the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my notarial seal at my office in Wallace, Idaho, the day and year in this certificate first above written.

Kathryn A. Eichwald
Notary Public in and for the State
of Idaho residing at Wallace.

STATE OF IDAHO }
County of Shoshone } ss.

On this 25th day of September, A. D. 1947, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared HENRY L. DAY and R. W. ANNO, known by me to be the President and Secretary respectively of the TREASURE VAULT MINING COMPANY, LIMITED, and the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my notarial seal at my office in Wallace, Idaho, the day and year in this certificate first above written.

Kathryn A. Eichwald
Notary Public in and for the State
of Idaho residing at Wallace.

STATE OF IDAHO }
County of Shoshone } ss.

On this 25th day of September, A. D. 1947, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared HENRY L. DAY and S. F. HEITFELD, known by me to be the President and Secretary respectively of the CRYSTAL LEAD MINES COMPANY and the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my notarial seal at my office in Wallace, Idaho, the day and year in this certificate first above written.

Kathryn A. Eichwald
Notary Public in and for the State
of Idaho residing at Wallace.

JOINT AGREEMENT OF CONSOLIDATION

THIS AGREEMENT made and entered into this 25th day of June, 1947, by and between the TAMARACK & CUSTER CONSOLIDATED MINING COMPANY, a Nevada corporation, qualified as a foreign corporation under the laws of the State of Idaho, whose principal office and place of business is at Wallace, Idaho, and the Directors thereof, PARTIES OF THE FIRST PART; the HERCULES MINING COMPANY, a Delaware corporation, qualified as a foreign corporation under the laws of the State of Idaho, whose principal office and place of business is at Wallace, Idaho, and the Directors thereof, PARTIES OF THE SECOND PART; the SHERMAN LEAD COMPANY, an Idaho corporation whose registered office and principal place of business is at Wallace, Idaho, and the Directors thereof, PARTIES OF THE THIRD PART, the DAYROCK MINING COMPANY, an Idaho corporation whose registered office and principal place of business is at Wallace, Idaho, and the Directors thereof, PARTIES OF THE FOURTH PART; the MONITOR MINING COMPANY, an Idaho corporation whose registered office and principal place of business is at Wallace, Idaho, and the Directors thereof, PARTIES OF THE FIFTH PART; the KING MINING COMPANY, an Idaho corporation whose registered office and principal place of business is at Wallace, Idaho, and the Directors thereof, PARTIES OF THE SIXTH PART; the STANLEY MINING COMPANY, an Idaho corporation whose registered office and principal place of business is at Wallace, Idaho, and the Directors thereof, PARTIES OF THE SEVENTH PART; the DULUTH MINING COMPANY, an Idaho corporation whose registered

office and principal place of business is at Wallace, Idaho, and the Directors thereof, PARTIES OF THE EIGHTH PART; the HAPPY DAY MINING COMPANY, LIMITED, an Idaho corporation whose registered office and principal place of business is at Wallace, Idaho, and the Directors thereof, PARTIES OF THE NINTH PART; the WESTERN UNION MINING COMPANY, an Idaho corporation whose registered office and principal place of business is at Wallace, Idaho, and the Directors thereof, PARTIES OF THE TENTH PART; the CRYSTAL LEAD MINES COMPANY, an Idaho corporation whose registered office and principal place of business is at Wallace, Idaho, and the Directors thereof, PARTIES OF THE ELEVENTH PART; and the TREASURE VAULT MINING COMPANY, LIMITED, an Idaho corporation whose registered office and principal place of business is at Wallace, Idaho, and the Directors thereof, PARTIES OF THE TWELFTH PART;

WHEREAS, the TAMARACK & CUSTER CONSOLIDATED MINING COMPANY has an authorized capital stock of Five Million Dollars (\$5,000,000.00) divided into 5,000,000 shares of common stock of the par value of \$1.00 each, and has issued and outstanding 5,000,000 shares of such stock; the HERCULES MINING COMPANY has an authorized capital stock of Five Million Dollars (\$5,000,000.00) consisting of 500,000 shares of common stock of the par value of \$10.00 each, and has issued and outstanding, exclusive of treasury stock held by the company 425,140 shares of such stock; the SHERMAN LEAD COMPANY has an authorized capital stock of Nine Hundred Eighteen Thousand Seven Hundred Fifty Dollars (\$918,750.00) divided into 3,675,000 shares of common stock of the par value of 25 cents each and has issued and outstanding 3,675,000 shares of such stock; the DAYROCK MINING COMPANY has an authorized capital stock of Two Hundred Thousand Dollars (\$200,000.00) divided into 2,000,000 shares

of the par value of 10 cents each and has issued and outstanding, exclusive of treasury stock held by the company, 1,747,229 shares of such stock; the MONITOR MINING COMPANY has an authorized capital stock of One Million Dollars (\$1,000,000.00) divided into 2,000,000 shares of the par value of 50 cents each and has issued and outstanding 1,807,328 shares of such stock; the KING MINING COMPANY has an authorized capital stock of Five Hundred Thousand Dollars (\$500,000.00) consisting of 5,000,000 shares of common stock of the par value of 10 cents each, and has issued and outstanding, exclusive of treasury stock held by the company, 1,884,040 shares of such stock; the STANLEY MINING COMPANY has an authorized capital stock of One Hundred Fifty Thousand Dollars (\$150,000.00) divided into 1,500,000 shares of the par value of 10 cents each, and has issued and outstanding, exclusive of treasury stock held by the company 1,267,727 shares of such stock; the DULUTH MINING COMPANY has an authorized capital stock of Three Hundred Seventy-five Thousand Dollars (\$375,000.00) divided into 1,500,000 shares of the par value of 25 cents each, and has issued and outstanding, exclusive of treasury stock held by the company, 320,210 shares of such stock; the HAPPY DAY MINING COMPANY, LIMITED, has an authorized capital stock of One Hundred THousand Dollars (\$100,000.00) divided into 1,000,000 shares of the par value of 10 cents each, and has issued and outstanding, exclusive of treasury stock held by the company 573,507 shares of such stock; the WESTERN UNION MINING COMPANY has an authorized capital stock of Two Hundred Thousand Dollars (\$200,000.00) divided into 2,000,000 shares of the par value of 10 cents each, and has issued and outstanding, exclusive of treasury stock,

1,855,711½ shares of such stock; the CRYSTAL LEAD MINES COMPANY has an authorized capital stock of One Hundred Fifty Thousand Dollars (\$150,000.00) divided into 1,500,000 shares of the par value of 10 cents each, and has issued and outstanding 1,498,996 shares of such stock; the TREASURE VAULT MINING COMPANY, LIMITED, has an authorized capital stock of One Million Dollars (\$1,000,000.00) divided into 1,000,000 shares of the par value of \$1.00 each, and has issued and outstanding, exclusive of treasury stock held by the company 658,726 shares of such stock.

WHEREAS, the above mentioned corporations are all organized for the purpose of carrying on a business of the same or a similar nature, and

WHEREAS, the respective Board of Directors of said corporation deem it advisable to the end that greater efficiency and economy of management and diversification of metal production may be accomplished and otherwise and generally to the advantage and welfare of said corporations for their several and respective stockholders to consolidate said corporations under and pursuant to provisions of Section 29-150, 151, 152, 153, 154 and 155 of the Idaho Code Annotated, 1932 Edition.

NOW, THEREFORE, in consideration of the premises and mutual agreements, provisions, covenants and grants herein contained it is hereby agreed by and between the said parties hereto and their respective Board of Directors, and in accordance with the laws of the State of Idaho, Delaware and Nevada, each of the above named corporations shall be, and the same are hereby consolidated into a new corporation to be organized under the laws of the State of Idaho as provided by the laws of such state.

And the parties hereto and their respective Board of Directors by these presents agree to and prescribe the terms and conditions of said consolidation and the mode of carrying the same into affect; which terms and conditions and mode of carrying the same into affect, the parties hereto and their respective Board of Directors do mutually and severally agree and covenant to observe, keep and perform as follows, to-wit:

1. The name of the consolidated corporation to be organized hereunder is and shall be the DAY MINES, INC., the same being hereafter called "The Consolidated Corporation".

2. The consolidated corporation shall be organized pursuant to the laws of the State of Idaho, and shall have perpetual existence.

3. The registered office and principal place of business of the consolidated corporation in the State of Idaho will be at the Day Building in the City of Wallace, County of Shoshone, State of Idaho.

4. The capital stock of the said consolidated corporation is and shall be Five Hundred Thousand Dollars (\$500,000.00) divided into 5,000,000 shares of the par value of 10 cents each, all of which are, and shall be, common stock. All the common stock of the consolidated corporation authorized and issued shall have equal rights under the law and such stock shall be non-assessable.

5. The manner of converting the capital stock of the constituent corporations, the parties hereto, to the capital stock of the consolidated corporation, shall be as follows:

The conversion ratio of constituent corporation stock into consolidated corporation stock is outlined in the following table:

<u>Name of Company</u>	<u>No. of Shares Issued and Outstanding</u>	<u>No. of Shares Consolidated Corporation to which entitled</u>	<u>Conversion ratio of Constituent Shares into Consolidated Shares per 1,000 Constituent Shares (Fractions in Proportion)</u>
Tamarack & Custer Consolidated Mining Company	5,000,000	820,000	164
Hercules Mining Co.	425,140	294,197	692
Sherman Lead Co.	3,675,000	617,400	168
Dayrock Mining Co.	1,747,229	594,058	340
Monitor Mining Co.	1,807,328	383,154	212
King Mining Co.	1,884,040	113,042	60
Stanley Mining Co.	1,267,727	10,142	8
Duluth Mining Co.	320,210	4,002	12.5
Happy Day Mining Company, Limited	573,507	4,015	7
Western Union Mining Company	1,855,711½	11,134	6
Crystal Lead Mines Company	1,498,996	31,479	21
Treasure Vault Mining Company, Limited	658,726	<u>3,952</u>	6
Total Consolidated Shares		2,886,575	

Each holder of stock in the constituent companies upon surrender of the certificate thereof duly endorsed in blank for transfer at the office of the consolidated corporation

in Wallace, Shoshone County, Idaho, shall receive for each 1,000 shares of stock so surrendered the number of shares of consolidated corporation stock outlined in this paragraph, fractions thereof in proportion.

In the event that a stockholder shall be entitled to receive fractional shares of common stock, the consolidated corporation will, in lieu of delivering certificates representing fractions of shares, issue fractional scrip certificates in bearer form, with such provisions as shall be approved by the Board of Directors of the consolidated corporation. Such fractional scrip certificates, when combined with other fractional scrip certificates, aggregating a full share, shall entitle the bearer to surrender the same to the consolidated corporation and receive in exchange therefor a certificate for a full share of common stock. If scrip certificates aggregating a fraction in excess of one (1) or more full shares are surrendered, a new script certificate for such excess fraction will be issued. The holders of scrip certificates shall not, as such holders, be stockholders of the consolidated corporation, and shall not be entitled to dividends or to exercise any voting rights or to have or to exercise any other rights or privileges of stockholders of the consolidated corporation. In case any scrip certificates have not been accumulated and surrendered in exchange for full shares, before the expiration of two years after the date as of which said scrip certificates are issued, the consolidated corporation may, as soon thereafter as shall be practicable, without notice, sell, for cash, on such stock exchange, if any, on which said shares are at the time listed or

in such other manner as the Board of Directors of the consolidated corporation may determine, the number of shares represented by such scrip certificates at the time outstanding, and thereafter, the proceeds of such sale shall be paid pro rata to each scrip holder upon surrender of his scrip.

6. The number, names and places of residence of the first Directors of said consolidated corporation who shall hold office until their successors be chosen or appointed according to the by-laws of the said corporation are as follows:

<u>NAME OF DIRECTORS</u>	<u>RESIDENCE</u>
Henry L. Day	Wallace, Idaho.
F. M. Rothrock	Spokane, Wash.
Paul B. Jessup	Wallace, Idaho.
Wray D. Farmin	Spokane, Wash.
Eleanor Day Boyce	Wallace, Idaho.
Clarence I. Paulsen	Spokane, Wash.
F. Wallace Rothrock	Spokane, Wash.

7. The first officers of said consolidated corporation shall be a President, two Vice-Presidents, a Secretary, a Treasurer, an Assistant Secretary, an Assistant-Treasurer and a Comptroller. The names, office held and place of residence of the new officers are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>RESIDENCE</u>
President	Henry L. Day	Wallace, Idaho.
Vice-President	F. M. Rothrock	Spokane, Wash.
Vice-President	Paul B. Jessup	Wallace, Idaho.
Secretary	S. F. Heitfeld	Wallace, Idaho.
Treasurer	S. F. Heitfeld	Wallace, Idaho.
Asst. Secretary	R. W. Anno	Wallace, Idaho.
Asst. Treasurer	R. W. Anno	Wallace, Idaho.
Comptroller	Paul B. Jessup	Wallace, Idaho.

8. The purposes for which the consolidated corporation is formed are:

To acquire by appropriation, discovery, location, lease, license, grant, bond, option, devise, purchase, agreement or otherwise, and to hold, own, possess, enjoy, develop, mine, work,

operate and exploit gold, silver, lead, zinc, copper and any other lode or placer mines or deposits, tunnels, mining and tunneling property, and any right, title or interest therein, and also such lands, mills, mill sites, tunnel sites, buildings, constructions, plants, appliances, equipments, fixtures, machinery, discoveries, improvements, inventions, patents, patent rights, dumps and dump rights, ditches, flumes, pipes and pipe lines, reservoirs, water, ditch and reservoir rights or priorities, railways, tramways, right-of-way easements, appurtenances, privileges, franchises and other property rights, real or personal, as may be deemed by the Directors for the time being of said corporation to be necessary or desirable for the practical working, development, mining, exploitation or enjoyment of all or any of the corporation's property, acquired or to be acquired.

To purchase, construct, lease or otherwise acquire, operate, maintain and repair milling, concentration, reduction, smelting, refining works for the treatment, reduction, smelting or refining, for hire or otherwise, of metalliferous or other ores, and the extraction or concentration of the metals contained therein.

To purchase, erect, lease or otherwise acquire, maintain and operate buildings, machinery, constructions, works and plants for the sampling and treatment of metalliferous or other ores. To buy, reduce, smelt, mill, sell and generally deal in all kinds of ores, concentrates, tailings, mill or smelter products, bullion, metals and minerals, either on its own account or on commission or otherwise for other persons or corporations.

To acquire by appropriation, location, purchase, lease or otherwise, water and water rights, ditches and ditch rights and water priorities and apply the same to beneficial uses, and to purchase or construct, operate and maintain ditches and flumes for the distribution of water for irrigation, sanitary, domestic and other uses.

To acquire by location, lease, contract, grant, purchase, conveyance or otherwise, and to own, hold, possess and enjoy any rights, title or interest in or to any lands, tenements, hereditaments, appurtenances, mill sites, water or ditch rights, rights-of-way, franchises, easements or other property, real or personal, incident, necessary or desirable in the operation of milling plants or machinery for the smelting, reducing, refining or treatment of ores or minerals, or the extraction of any ore or mineral therefrom or from any object or operation referred to herein.

To purchase, construct, lease or otherwise acquire and operate and maintain buildings, constructions, flumes, machinery, appliances, equipments, fixtures, easements and appurtenances for generating electricity for lighting and the distribution of power and for other purposes.

To maintain transmission lines for the purpose of distributing electricity; to furnish electricity for power and lighting purposes; to sell, deliver and distribute the same and to maintain, equip, hold, own, possess and enjoy all appliances incident or necessary thereto.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, and merchandise, and real and personal property of every class and description.

To acquire, and pay for in cash, stocks or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liability of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses, and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership.

To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed or trust, or otherwise.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided, further, that shares of its own capital stock belonging to it shall not be voted directly or indirectly.

To have one or more officers, to carry on all or any of its operations and business and without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories, colonies or possessions of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony, Possession or Country.

In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of Idaho upon corporations formed under the laws of said State, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the consolidated corporation.

9. The corporate names and organizations of the constituent corporations, parties hereto, except insofar as the same is continued by statute, or may be requisite for carrying out the purposes of this agreement, shall cease upon the filing at the office of the Secretary of State of the State of Idaho of this agreement, when adopted by the stockholders as hereinafter provided. Except insofar as may be changed by this consolidation agreement, the by-laws of the said consolidated corporation shall be the present by-laws of the King Mining Company until changed or amended as provided therein.

10. Upon the consummation of the act of consolidation herein provided for, all and singular, the rights, privileges, powers and franchises of each of said constituent corporations and all property, real, personal and mixed, and all debts due on whatever accounts, as well as for stock subscriptions as all other things and actions or belonging to each of said corporations, shall be vested in the consolidated corporation; and all property, rights, privileges, powers and franchises, and all and every other interest of the twelve constituent corporations, shall hereafter be as effectually the property of said consolidated corporation as they were of the several and constituent corporations, and the title to any and all real estate, whether by deed or otherwise vested in any of the said constituent corporations, shall not revert or be in anyway impaired by reason of said consolidation, provided that all rights of creditors and all liens upon the property, if any, of all of the said constituent corporations, shall be preserved unimpaired, and the respective constituent corporations, may be deemed to continue in existence in order to preserve the same; and all debts, liabilities and duties of either of said constituent corporations, shall forthwith attach to said consolidated corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. It being expressly provided that the consolidation of the constituent corporations, shall not in any manner impair the rights of any creditor or creditors of any of the said corporations. If at anytime said consolidated corporation shall deem or be advised that any further assignments, assurances in the law, or things are necessary or desirable to vest in the said consolidated corporation the title

to any property of the constituent corporations the proper officers and directors shall and will execute all proper assignments and assurances in the law and do all things necessary or proper to vest title to such property in said consolidated corporation and otherwise to carry out the purposes of this agreement.

11. The parties hereto agree that pending the consideration of this plan of reorganization or consolidation they will not, issue any additional shares of stock or other securities; make any distribution to their shareholders by way of dividends, except dividends already declared and possibly partial liquidation dividends by the Hercules Mining Company of the capital stock of subsidiary corporations that are parties to this agreement; mortgage, pledge or subject to lien or encumbrance any of its properties or assets; sell or transfer any of its assets, except in each case in the ordinary and usual course of business; incur or become liable for any obligations or liabilities except current liabilities in the ordinary and usual course of business; or may any unusual or extraordinary expenditures be made, except for work already commenced or necessary in connection with the maintenance of its plant, equipment and mining properties.

12. The consolidated corporation shall pay all the expenses of this consolidation.

13. This agreement shall be submitted to the stockholders of each of the constituent corporations, parties hereto, as is provided by the laws of the State of Idaho, and shall take effect and be deemed and taken to be the agreement and act of consolidation of said corporations upon the adoption thereof

by the votes of the holders of two-thirds of all the shares of the capital stock of each of said corporations and upon doing of such other acts and things as shall be required by the laws of the State of Idaho; provided, however, that in the event the consolidation agreement is adopted by the votes of the holders of two-thirds of all the shares of the capital stock of the Tamarack & Custer Consolidated Mining Company, the Sherman Lead Company, the Dayrock Mining Company, the Monitor Mining Company, Hercules Mining Company and the King Mining Company, that such consolidation shall be effective according to the terms of this agreement even though such agreement is not adopted by the shareholders of the other parties named herein, and such consolidation agreement may be revised to include only those corporations that have adopted the same without the necessity of resubmitting such joint agreement to the shareholders of the adopting corporations for approval.

IN WITNESS WHEREOF, this Agreement has been executed by a majority of the Directors of each of the corporate parties hereto and the corporate seal of each of the corporate parties hereto has been hereunto affixed and attested as of the day and year first above written.

For TAMARACK & CUSTER CONSOLIDATED
MINING COMPANY

By Charles D. Raye
W. L. Lathrop
Paul B. [unclear]
F. M. [unclear]
Henry L. Day
[unclear]

ATTEST:

[Signature]
Secretary

Constituting a majority of the
Board of Directors of the Tamarack
& Custer Consolidated Mining Co.

For HERCULES MINING COMPANY

By Edward Day Boyce
Harry Day Ellis
Paul B. Davenport
Clarence J. Paulsen
F.M. Rothrock
Henry L. Day
A. H. Smith

ATTEST:

A. H. Smith
Secretary

Constituting a majority of the
Board of Directors of the
Hercules Mining Company.

For SHERMAN LEAD COMPANY

By A. H. Smith
Paul B. Davenport
F.M. Rothrock
Henry L. Day

ATTEST:

A. H. Smith
Secretary

Constituting a majority of the
Board of Directors of the
Sherman Lead Company.

For MONITOR MINING COMPANY

By A. H. Smith
F.M. Rothrock
Henry L. Day
A. H. Smith

ATTEST:

A. H. Smith
Secretary

Constituting a majority of the
Board of Directors of the
Monitor Mining Company.

For DAYROCK MINING COMPANY

By Eleanor Day Rogers
H. Wallace Colburn
F. W. Rothrock
Henry L. Day
A. H. Kinsell

ATTEST:

A. H. Kinsell
Secretary

Constituting a majority of the
Board of Directors of the
Dayrock Mining Company.

For KING MINING COMPANY

By A. H. Kinsell
R. W. Adams
Henry L. Day
F. W. Rothrock
Paul B. Jernigan

ATTEST:

R. W. Adams
Secretary

Constituting a majority of the
Board of Directors of the
King Mining Company.

For STANLEY MINING COMPANY

By A. H. Kinsell
Paul B. Jernigan
F. W. Rothrock
Henry L. Day

ATTEST:

A. H. Kinsell
Secretary

Constituting a majority of the
Board of Directors of the
Stanley Mining Company.

For DULUTH MINING COMPANY

By A. H. Kinsell
F. W. Rothrock
Henry L. Day
Henry Buchsmester
R. W. Adams

ATTEST:

Henry Buchsmester
Secretary

Constituting a majority of the
Board of Directors of the
Duluth Mining Company.

For HAPPY DAY MINING COMPANY,
LIMITED.

By Henry L. Day
F. M. Rothrock
A. H. Smith
B. W. Jones

ATTEST:

B. W. Jones
Secretary

Constituting a majority of the
Board of Directors of Happy Day
Mining Company, Limited.

For WESTERN UNION MINING COMPANY

By A. H. Smith
John H. Brown
Paul B. Jones
Clarence T. Paulsen
F. M. Rothrock
Henry L. Day
B. W. Jones

ATTEST:

A. H. Smith
Secretary

Constituting a majority of the
Board of Directors of Western
Union Mining Company.

For CRYSTAL LEAD MINES COMPANY

By A. H. Smith
John H. Brown
F. M. Rothrock
O. B. Jones
Henry L. Day

ATTEST:

A. H. Smith
Secretary

Constituting a majority of the
Board of Directors of Crystal
Lead Mines Company.

For TREASURE VAULT MINING COMPANY,
LIMITED

By Paul B. Jennings
Henry L. Day
W. H. Keith
W. M. R. H. H. H.
Paul B. Jennings

ATTEST:

Paul B. Jennings
Secretary

Constituting a majority of the
Board of Directors of the
Treasure Vault Mining Company,
Limited.

CERTIFICATE OF SECRETARY RELATIVE TO VOTE OF SHAREHOLDERS

I, STEPHEN F. HEITFELD, Secretary of the TAMARACK & CUSTER CONSOLIDATED MINING COMPANY, a corporation organized and existing under the laws of the State of Nevada and qualified as a foreign corporation under the laws of the State of Idaho, whose principal office and place of business is in Wallace, County of Shoshone, State of Idaho, do hereby certify that in accordance with the provisions of Section 29 - 151 of the Idaho Code Annotated, 1932 Edition:

1. That the foregoing agreement for consolidation of said company was made by the Directors thereof at the duly convened meeting called for that purpose.

2. That said agreement was duly submitted to the stockholders of said Tamarack & Custer Consolidated Mining Company at a meeting thereof called for the purpose of taking the same into consideration, of which meeting thirty (30) days notice

of time, place and object thereof was mailed to the last known Post Office address of each of said stockholders.

3. That said agreement was considered by the stockholders at said meeting and a vote of stockholders was taken ~~viva voce~~ for the adoption or rejection of said agreement, and that stockholders owning more than two-thirds of the shares of the capital stock of said Tamarack & Custer Consolidated Mining Company voted in favor of the adoption of said agreement.

4. That the meeting of stockholders of the Tamarack & Custer Consolidated Mining Company and the said vote ~~viva voce~~ of the adoption of said agreement were held and taken separately from the meetings of stockholders and vote of the other corporations who are parties to such agreement.

IN WITNESS WHEREOF I have hereunto signed my name as Secretary and affixed the seal of said Tamarack & Custer Consolidated Mining Company this 25th day of September, 1947.


Secretary

CERTIFICATE OF SECRETARY RELATIVE TO VOTE OF SHAREHOLDERS

I, STEPHEN F. HEITFELD, Secretary of the HERCULES MINING COMPANY, a corporation organized and existing under the laws of the State of Delaware and qualified as a foreign corporation under the laws of the State of Idaho, whose principal office and place of business is in Wallace, County of Shoshone, State of Idaho, do hereby certify that in accordance with the provisions of Section 29 - 151 of the Idaho Code Annotated, 1932 Edition:

1. That the foregoing agreement for consolidation of said company was made by the Directors thereof at the duly convened meeting called for that purpose.

2. That the said agreement was duly submitted to the stockholders of said Hercules Mining Company at a meeting thereof called for the purpose of taking the same into consideration, of which meeting thirty (30) days notice of time, place and object thereof was mailed to the last known Post Office address of each of said stockholders.

3. That said agreement was considered by the stockholders of said meeting and a vote of stockholders was taken ~~viva voce~~ for the adoption or rejection of said agreement, and that stockholders owning more than two-thirds of the shares of the capital stock of said Hercules Mining Company voted in favor of said agreement.

4. That the meeting of stockholders of the Hercules Mining Company and the said vote ~~viva voce~~ of the adoption of said agreement were held and taken separately from the meetings of stockholders and vote of the other corporations who are parties to such agreement.

IN WITNESS WHEREOF I have hereunto signed my name as Secretary and affixed the seal of said Hercules Mining Company this 25th day of September, 1947.


Secretary

CERTIFICATE OF SECRETARY RELATIVE TO VOTE OF SHAREHOLDERS

I, STEPHEN F. HEITFELD, Secretary of the Sherman Lead Company, an Idaho corporation whose registered office and principal place of business is in Wallace, County of Shoshone, State of Idaho, do hereby certify that in accordance with the provisions of Section 29 - 151 of the Idaho Code Annotated, 1932 Edition:

1. That the foregoing agreement for consolidation of said company was made by the Directors thereof at the duly convened meeting called for that purpose.

2. That the said agreement was duly submitted to the stockholders of said Sherman Lead Company at a meeting thereof called for the purpose of taking the same into consideration, of which meeting thirty (30) days notice of time, place and object thereof was mailed to the last known Post Office address of each of said stockholders.

3. That said agreement was considered by the stockholders at said meeting and a vote of stockholders was taken viva voce for the adoption or rejection of said agreement, and that stockholders owning more than two-thirds of the shares of the capital stock of said Sherman Lead Company voted in favor of said agreement.

4. That the meeting of stockholders of the Sherman Lead Company and the said vote viva voce of the adoption of said agreement were held and taken separately from the meetings of stockholders and vote of the other corporations who are parties to such agreement.

IN WITNESS WHEREOF I have hereunto signed my name
as Secretary and affixed the seal of said Sherman Lead Company
this 25th day of September, 1947.


Secretary

CERTIFICATE OF SECRETARY RELATIVE TO VOTE OF SHAREHOLDERS

I, STEPHEN F. HEITFELD, Secretary of the DAYROCK
MINING COMPANY, an Idaho corporation whose registered office and
principal place of business is in Wallace, County of Shoshone,
State of Idaho, do hereby certify that in accordance with the
provisions of Section 29 - 151 of the Idaho Code Annotated,
1932 Edition:

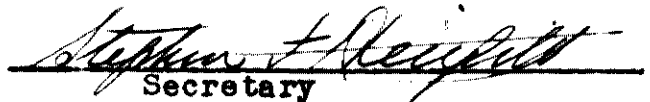
1. That the foregoing agreement for consolidation of
said company was made by the Directors thereof at the duly
convened meeting called for that purpose.

2. That the said agreement was duly submitted to the
stockholders of said Dayrock Mining Company at a meeting thereof
called for the purpose of taking the same into consideration,
of which meeting thirty (30) days notice of time, place and
object thereof was mailed to the last known Post Office address
of each of said stockholders.

3. That said agreement was considered by the stockholders
at said meeting and a vote of stockholders was taken viva voce
for the adoption or rejection of said agreement, and that stock-
holders owning more than two-thirds of the shares of the capital
stock of said Dayrock Mining Company voted in favor of said
agreement.

4. That the meeting of stockholders of the Dayrock Mining Company and the said vote viva voce of the adoption of said agreement were held and taken separately from the meetings of stockholders and vote of the other corporations who are parties to such agreement.

IN WITNESS WHEREOF I have hereunto signed my name as Secretary and affixed the seal of said Dayrock Mining Company this 25th day of September, 1947.


Secretary

CERTIFICATE OF SECRETARY RELATIVE TO VOTE OF SHAREHOLDERS

I, STEPHEN F. HEITFELD, Secretary of the MONITOR MINING COMPANY, an Idaho corporation whose registered office and principal place of business is in Wallace, County of Shoshone, State of Idaho, do hereby certify that in accordance with the provisions of Section 29 - 151 of the Idaho Code Annotated, 1932 Edition:

1. That the foregoing agreement for consolidation of said company was made by the Directors thereof at the duly convened meeting called for that purpose.

2. That the said agreement was duly submitted to the stockholders of said Monitor Mining Company at a meeting thereof called for the purpose of taking the same into consideration, of which meeting thirty (30) days notice of time, place and object thereof was mailed to the last known Post Office address of each of said stockholders.

3. That said agreement was considered by the stockholders at said meeting and a vote of stockholders was taken ~~viva voce~~ for the adoption or rejection of said agreement, and that stockholders owning more than two-thirds of the shares of the capital stock of said Monitor Mining Company voted in favor of said agreement.

4. That the meeting of stockholders of the Monitor Mining Company and the said vote viva voce of the adoption of said agreement were held and taken separately from the meetings of stockholders and vote of the other corporations who are parties to such agreement.

IN WITNESS WHEREOF I have hereunto signed my name as Secretary and affixed the seal of said Monitor Mining Company this 25th day of September, 1947.


Secretary

CERTIFICATE OF SECRETARY RELATIVE TO VOTE OF SHAREHOLDERS

I, R. W. ANNO, Secretary of the King Mining Company, an Idaho corporation whose registered office and principal place of business is in Wallace, County of Shoshone, State of Idaho, do hereby certify that in accordance with the provisions of Section 29 - 151 of the Idaho Code Annotated, 1932 Edition:

1. That the foregoing agreement for consolidation of said company was made by the Directors thereof at the duly convened meeting called for that purpose.

2. That the said agreement was duly submitted to the stockholders of said King Mining Company at a meeting thereof

called for the purpose of taking the same into consideration, of which meeting thirty (30) days notice of time, place and object thereof was mailed to the last known Post Office address of each of said stockholders.

3. That said agreement was considered by the stockholders at said meeting and a vote of stockholders was taken by ~~viva voce~~ for the adoption or rejection of said agreement, and that stockholders owning more than two-thirds of the shares of the capital stock of said King Mining Company voted in favor of said agreement.

4. That the meeting of stockholders of the King Mining Company and the said vote ~~viva voce~~ of the adoption of said agreement were held and taken separately from the meetings of stockholders and vote of the other corporations who are parties to such agreement.

IN WITNESS WHEREOF I have hereunto signed my name as Secretary and affixed the seal of said King Mining Company this 25th day of September, 1947.


Secretary

CERTIFICATE OF SECRETARY RELATIVE TO VOTE OF SHAREHOLDERS

I, STEPHEN F. HEITFELD, Secretary of the STANLEY MINING COMPANY, an Idaho corporation whose registered office and principal place of business is in Wallace, County of Shoshone, State of Idaho, do hereby certify that in accordance with the provisions of Section 29 - 151 of the Idaho Code Annotated, 1932 Edition:

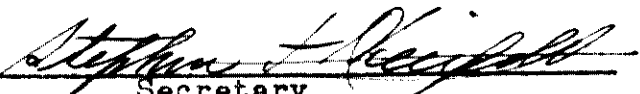
1. That the foregoing agreement for consolidation of said company was made by the Directors thereof at the duly convened meeting called for that purpose.

2. That the said agreement was duly submitted to the stockholders of said Stanley Mining Company at a meeting thereof called for the purpose of taking the same into consideration, of which meeting thirty (30) days notice of time, place and object thereof was mailed to the last known Post Office address of each of said stockholders.

3. That said agreement was considered by the stockholders at said meeting and a vote of stockholders was taken ~~viva voce~~ for the adoption or rejection of said agreement, and that stockholders owning more than two-thirds of the shares of the capital stock of said Stanley Mining Company voted in favor of said agreement.

4. That the meeting of stockholders of the Stanley Mining Company and the said vote ~~viva voce~~ of the adoption of said agreement were held and taken separately from the meetings of stockholders and vote of the other corporations who are parties to such agreement.

IN WITNESS WHEREOF I have hereunto signed my name as Secretary and affixed the seal of said Stanley Mining Company this 25th day of September, 1947.


Secretary

CERTIFICATE OF SECRETARY RELATIVE TO VOTE OF SHAREHOLDERS

I, HENRY BUHRMESTER, Secretary of the DULUTH MINING COMPANY, an Idaho corporation whose registered office and principal place of business is in Wallace, County of Shoshone, State of Idaho, do hereby certify that in accordance with the provisions of Section 29 - 151 of the Idaho Code Annotated, 1932 Edition:

1. That the foregoing agreement for consolidation of said company was made by the Directors thereof at the duly convened meeting called for that purpose.

2. That the said agreement was duly submitted to the stockholders of said Duluth Mining Company at a meeting thereof called for the purpose of taking the same into consideration, of which meeting thirty (30) days notice of time, place and object thereof was mailed to the last known Post Office address of each of said stockholders.

3. That said agreement was considered by the stockholders at said meeting and a vote of stockholders was taken ~~viva-voce~~ for the adoption or rejection of said agreement, and that stockholders owning more than two-thirds of the capital stock of said Duluth Mining Company voted in favor of said agreement.

4. That the meeting of stockholders of the Duluth Mining Company and the said vote ~~viva-voce~~ of the adoption of said agreement were held and taken separately from the meetings of stockholders and vote of the other corporations who are parties to such agreement.

IN WITNESS WHEREOF I have hereunto signed my name
as Secretary and affixed the seal of Duluth Mining Company this
25th day of September, 1947.


Secretary

CERTIFICATE OF SECRETARY RELATIVE TO VOTE OF SHAREHOLDERS

I, R. W. ANNO, Secretary of the HAPPY DAY MINING
COMPANY, LIMITED, an Idaho corporation whose registered office
and principal place of business is in Wallace, County of
Shoshone, State of Idaho, do hereby certify that in accordance
with the provisions of Section 29 - 151 of the Idaho Code
Annotated, 1932 Edition:

1. That the foregoing agreement for consolidation of said
company was made by the Directors thereof at the duly convened
meeting called for that purpose.

2. That the said agreement was duly submitted to the
stockholders of said Happy Day Mining Company, Limited, at a
meeting thereof called for the purpose of taking the same into
consideration, of which meeting thirty (30) days notice of time,
place and object thereof was mailed to the last known Post
Office address of each of said stockholders.

3. That said agreement was considered by the stockholders
at said meeting and a vote of stockholders was taken ~~viva voce~~
for the adoption or rejection of said agreement, and that
stockholders owning more than two-thirds of the capital stock
of said Happy Day Mining Company, Limited, voted in favor of
said agreement.

4. That the meeting of stockholders of the Happy Day Mining Company, Limited, and the said vote ~~viva voce~~ of the adoption of said agreement were held and taken separately from the meetings of stockholders and vote of the other corporations who are parties to such agreement.

IN WITNESS WHEREOF I have hereunto signed my name as Secretary and affixed the seal of Happy Day Mining Company, Limited, this 25th day of September, 1947.


Secretary

CERTIFICATE OF SECRETARY RELATIVE TO VOTE OF SHAREHOLDERS

I, STEPHEN F. HEITFELD, Secretary of the Western Union Mining Company, an Idaho corporation whose registered office and principal place of business is in Wallace, County of Shoshone, State of Idaho, do hereby certify that in accordance with the provisions of Section 29 - 151 of the Idaho Code Annotated, 1932 Edition:

1. That the foregoing agreement for consolidation of said company was made by the Directors thereof at the duly convened meeting called for that purpose.

2. That the said agreement was duly submitted to the stockholders of said Western Union Mining Company, at a meeting thereof called for the purpose of taking the same into consideration, of which meeting thirty (30) days notice of time, place and object thereof was mailed to the last known Post Office address of each of said stockholders.

3. That said agreement was considered by the stockholders at said meeting and a vote of stockholders was taken ~~viva-voce~~ for the adoption or rejection of said agreement, and that stockholders owning more than two-thirds of the capital stock of said Western Union Mining Company, voted in favor of said agreement.

4. That the meeting of stockholders of the Western Union Mining Company, and the said vote ~~viva-voce~~ of the adoption of said agreement were held and taken separately from the meetings of stockholders and vote of the other corporations who are parties to such agreement.

IN WITNESS WHEREOF I have hereunto signed my name as Secretary and affixed the seal of Western Union Mining Company, this 25th day of September, 1947.


Secretary

CERTIFICATE OF SECRETARY RELATIVE TO VOTE OF SHAREHOLDERS

1, STEPHEN F. HEITFELD, Secretary of the CRYSTAL LEAD MINES COMPANY, an Idaho corporation whose registered office and principal place of business is in Wallace, County of Shoshone, State of Idaho, do hereby certify that in accordance with the provisions of Sections 29 - 151 of the Idaho Code Annotated, 1932 Edition:

1. That the foregoing agreement for consolidation of said company was made by the Directors thereof at the duly convened meeting called for that purpose.

2. That the said agreement was duly submitted to the stockholders of said Crystal Lead Mines Company, at a meeting thereof called for the purpose of taking the same into consid-

eration, of which meeting thirty (30) days notice of time, place and object thereof was mailed to the last known Post Office address of each of said stockholders.

3. That said agreement was considered by the stockholders at said meeting and a vote of stockholders was taken ~~viva voce~~ for the adoption or rejection of said agreement, and that stockholders owning more than two-thirds of the capital stock of said Crystal Lead Mines Company, voted in favor of said agreement.

4. That the meeting of stockholders of the Crystal Lead Mines Company, and the said vote ~~viva voce~~ of the adoption of said agreement were held and taken separately from the meetings of stockholders and vote of the other corporations who are parties to such agreement.

IN WITNESS WHEREOF I have hereunto signed my name as Secretary and affixed the seal of Crystal Lead Mines Company this 25th day of September, 1947.


Secretary

CERTIFICATE OF SECRETARY RELATIVE TO VOTE OF SHAREHOLDERS

I, R. W. ANNO, Secretary of the TREASURE VAULT MINING COMPANY, LIMITED, an Idaho corporation whose registered office and principal place of business is in Wallace, County of Shoshone, State of Idaho, do hereby certify that in accordance with the provisions of Section 29 - 151 of the Idaho Code Annotated, 1932 Edition:

1. That the foregoing agreement for consolidation of said company was made by the Directors thereof at the duly convened meeting called for that purpose.

2. That the said agreement was duly submitted to the

stockholders of said Treasure Vault Mining Company, Limited, at a meeting thereof called for the purpose of taking the same into consideration, of which meeting thirty (30) days notice of time, place and object thereof was mailed to the last known Post Office address of each of said stockholders.

3. That said agreement was considered by the stockholders at said meeting and a vote of stockholders was taken ~~viva voce~~ for the adoption or rejection of said agreement, and that stockholders owning more than two-thirds of the capital stock of said Treasure Vault Mining Company, Limited, voted in favor of said agreement.

4. That the meeting of stockholders of the Treasure Vault Mining Company, Limited, and the said vote ~~viva voce~~ of the adoption of said agreement were held and taken separately from the meetings of stockholders and vote of the other corporations who are parties to such agreement.

IN WITNESS WHEREOF I have hereunto signed my name as Secretary and affixed the seal of the Treasure Vault Mining Company, Limited, this 25th day of September, 1947.


Secretary

This joint agreement of consolidation as adopted by the Directors and Shareholders of each of the corporations which are parties thereto, as hereinabove certified by the Secretaries of each of said corporations, is hereby executed by the undersigned Presidents and Secretaries, respectively, of each of said corporations and acknowledged by the Presidents

thereof as required by Section 29, 151, (2) of the Idaho Code
Annotated, 1932 Edition, this 25th day of September, A. D. 1947.

TAMARACK & CUSTER CONSOLIDATED MINING
COMPANY

ATTEST:

By

Henry L. Day
President

[Signature]
Secretary

HERCULES MINING COMPANY

ATTEST:

By

Henry L. Day
President

[Signature]
Secretary

SHERMAN LEAD COMPANY

ATTEST:

By

Henry L. Day
President

[Signature]
Secretary

DAYROCK MINING COMPANY

ATTEST:

By

F. M. Rothrock
President

[Signature]
Secretary

MONITOR MINING COMPANY

ATTEST:

By

Henry L. Day
President

[Signature]
Secretary

KING MINING COMPANY

ATTEST:

By

Henry L. Day
President

[Signature]
Secretary

STANLEY MINING COMPANY

ATTEST:

By

Henry L. Day
President

[Signature]
Secretary

DULUTH MINING COMPANY

ATTEST:

Henry Budmeister
Secretary

By Henry L. Day
President

HAPPY DAY MINING COMPANY, LIMITED

ATTEST:

B. W. Anne
Secretary

By Henry L. Day
President

WESTERN UNION MINING COMPANY

ATTEST:

A. Smith
Secretary

By Henry L. Day
President

CRYSTAL LEAD MINES COMPANY

ATTEST:

A. Smith
Secretary

By Henry L. Day
President

TREASURE VAULT MINING COMPANY, LTD.

ATTEST:

B. W. Anne
Secretary

By Henry L. Day
President

STATE OF IDAHO }
County of Shoshone } ss.

On this 25th day of September A. D. 1947, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared HENRY L. DAY, known to me to be the President of the TAMARACK & CUSTER CONSOLIDATED MINING COMPANY, a party to the within and foregoing joint agreement of consolidation and acknowledged to me that he executed the same for and on behalf of such corporation.

IN WITNESS WHEREOF I have hereunto set my hand and
affixed my notarial seal at my office in Wallace, Idaho, the
day and year in this certificate first above written.

Kathryn G. Eichwald
Notary Public in and for the State
of Idaho, residing at Wallace.

STATE OF IDAHO)
) ss.
County of Shoshone)

On this 25th day of September, A. D. 1947,
before me, the undersigned, a Notary Public in and for the
State of Idaho, personally appeared HENRY L. DAY, known to me
to be the President of the HERCULES MINING COMPANY, a party
to the within and foregoing joint agreement of consolidation
and acknowledged to me that he executed the same for and on
behalf of such corporation.

IN WITNESS WHEREOF I have hereunto set my hand and
affixed my notarial seal at my office in Wallace, Idaho, the
day and year in this certificate first above written.

Kathryn G. Eichwald
Notary Public in and for the State
of Idaho, residing at Wallace.

STATE OF IDAHO)
) ss.
County of Shoshone)

On this 25th day of September A. D. 1947,
before me, the undersigned, a Notary Public in and for the State
of Idaho, personally appeared HENRY L. DAY, known to me to be
the President of the SHERMAN LEAD COMPANY, a party to the
within and foregoing joint agreement of consolidation and ack-

nowledged to me that he executed the same for and on behalf of such corporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my notarial seal at my office in Wallace, Idaho, the day and year in this certificate first above written.

Kathryn A. Eichwald
Notary Public in and for the State
of Idaho, residing at Wallace.

STATE OF IDAHO)
) ss.
County of Shoshone)

On this 25th day of September A. D. 1947,
before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared F. M. ROTHROCK, known to me to be the President of the DAYROCK MINING COMPANY, a party to the within and foregoing joint agreement of consolidation and acknowledged to me that he executed the same for and on behalf of such corporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my notarial seal at my office in Wallace, Idaho, the day and year in this certificate first above written.

Kathryn A. Eichwald
Notary Public in and for the State
of Idaho, residing at Wallace.

STATE OF IDAHO)
) ss.
County of Shoshone)

On this 25th day of September A. D. 1947,
before me, the undersigned, a Notary Public in and for the State

of Idaho, personally appeared HENRY L. DAY, known to me to be the President of the MONITOR MINING COMPANY, a party to the within and foregoing joint agreement of consolidation and acknowledged to me that he executed the same for and on behalf of such corporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my notarial seal at my office in Wallace, Idaho, the day and year in this certificate first above written.

Kathryn G. Eichwald
Notary Public in and for the State
of Idaho, residing at Wallace.

STATE OF IDAHO)
) ss.
County of Shoshone)

On this 25th day of September A. D. 1947, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared HENRY L. DAY, known to me to be the President of the KING MINING COMPANY, a party to the within and foregoing joint agreement of consolidation and acknowledged to me that he executed the same for and on behalf of such corporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my notarial seal at my office in Wallace, Idaho, the day and year in this certificate first above written.

Kathryn G. Eichwald
Notary Public in and for the State
of Idaho, residing at Wallace.

STATE OF IDAHO)
) ss.
County of Shoshone)

On this ~~25th~~ day of September A. D. 1947,
before me, the undersigned, a Notary Public in and for the
State of Idaho, personally appeared HENRY L. DAY, known to me
to be the President of the STANLEY MINING COMPANY, a party to
the within and foregoing joint agreement of consolidation and
acknowledged to me that he executed the same for and on behalf
of such corporation.

IN WITNESS WHEREOF I have hereunto set my hand and
affixed my notarial seal at my office in Wallace, Idaho, the
day and year in this certificate first above written.

Kathryn A. Eichwald
Notary Public in and for the State
of Idaho, residing at Wallace.

STATE OF IDAHO)
) ss.
County of Shoshone)

On this 25th day of September A. D. 1947,
before me, the undersigned, a Notary Public in and for the State
of Idaho, personally appeared HENRY L. DAY, known to me to be
the President of the DULUTH MINING COMPANY, a party to the
within and foregoing joint agreement of consolidation and ack-
nowledged to me that he executed the same for and on behalf
of such corporation.

IN WITNESS WHEREOF I have hereunto set my hand and
affixed my notarial seal at my office in Wallace, Idaho, the
day and year in this certificate first above written.

Kathryn A. Eichwald
Notary Public in and for the State
of Idaho, residing at Wallace.

STATE OF IDAHO)
) ss.
County of Shoshone)

On this 25th day of September A. D. 1947,
before me, the undersigned, a Notary Public in and for the
State of Idaho, personally appeared HENRY L. DAY, known to me
to be the President of the HAPPY DAY MINING COMPANY, LIMITED,
a party to the within and foregoing joint agreement of
consolidation and acknowledged to me that he executed the same
for and on behalf of such corporation.

IN WITNESS WHEREOF I have hereunto set my hand and
affixed my notarial seal at my office in Wallace, Idaho, the
day and year in this certificate first above written.

Kathryn A. Eichwald
Notary Public in and for the State
of Idaho, residing at Wallace.

STATE OF IDAHO)
) ss.
County of Shoshone)

On this 25th day of September A. D. 1947,
before me, the undersigned, a Notary Public in and for the
State of Idaho, personally appeared HENRY L. DAY, known to me
to be the President of the WESTERN UNION MINING COMPANY, a
party to the within and foregoing joint agreement of consolida-
tion and acknowledged to me that he executed the same for and
on behalf of such corporation.

IN WITNESS WHEREOF I have hereunto set my hand and
affixed my notarial seal at my office in Wallace, Idaho, the
day and year in this certificate first above written.

Kathryn A. Eichwald
Notary Public in and for the State
of Idaho, residing at Wallace.

STATE OF IDAHO)
) ss.
County of Shoshone)

On this 25th day of September A. D. 1947,
before me, the undersigned, a Notary Public in and for the
State of Idaho, personally appeared HENRY L. DAY, known to me
to be the President of the CRYSTAL LEAD MINES COMPANY, a party
to the within and foregoing joint agreement of consolidation
and acknowledged to me that he executed the same for and on
behalf of such corporation.

IN WITNESS WHEREOF I have hereunto set my hand and
affixed my notarial seal at my office in Wallace, Idaho, the day
and year in this certificate first above written.

Kathryn A. Eichwald
Notary Public in and for the State
of Idaho, residing at Wallace.

STATE OF IDAHO)
) ss.
County of Shoshone)

On this 25th day of September A. D. 1947, before
me, the undersigned, a Notary Public in and for the State of
Idaho, personally appeared HENRY L. DAY, known to me to be the
President of the TREASURE VAULT MINING COMPANY, LIMITED, a party
to the within and foregoing joint agreement of consolidation
and acknowledged to me that he executed the same for and on be-
half of such corporation.

IN WITNESS WHEREOF I have hereunto set my hand and
affixed my notarial Seal at my office in Wallace, Idaho, the
day and year in this certificate first above written.

Kathryn A. Eichwald
Notary Public in and for the State
of Idaho, residing at Wallace.