

## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

IRA H. MASTERS

I, ~~SECRETARY OF STATE~~, 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

DOUGLAS 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 twenty-eighth day of November, 1951

original articles of amendment, as provided by Sections 30-146, 30-147, 30-149 and 30-160, Idaho Code, amending Article First, changing the name to DOUGLAS MINING COMPANY; amending Article Fourth, making the existence of the corporation perpetual; and amending Article Sixth, reducing the capital stock from \$1,200,000.00 divided into 1,200,000 shares of the par value of \$1.00 per share to \$120,000.00 divided into 1,200,000 shares of the par value of 10¢ per share,

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. 69 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 28th day of November, in the year of our Lord one thousand nine hundred fifty-one, and of the Independence of the United States of America the One Hundred Seventy-sixth

Secretary of State.

ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION  
OF THE  
DOUGLAS MINING COMPANY, LIMITED.

STATE OF IDAHO      )  
                            : ss.  
County of Shoshone)

ROBERT E. SORENSEN and LENNIS E. HILL, being first duly sworn, each for himself and not one for the other, deposes and says: That the DOUGLAS MINING COMPANY, LIMITED, was duly organized under and by virtue of the laws of the State of Idaho, on or about the 19th day of October, 1903, with a capital stock of One Million Two Hundred Thousand Dollars (\$1,200,000.00) divided into one million two hundred thousand shares (1,200,000) of the par value of One Dollar (\$1.00) per share and that at all times since it has been and now is a corporation duly organized and existing under and by virtue of the laws of the State of Idaho;

That on the 13th day of November, 1951, the said affiant, ROBERT E. SORENSEN, was and at all times since has been and now is the duly elected, qualified and acting Vice-President of said Douglas Mining Company, Limited, and that on the 13th day of November, 1951, the said affiant, LENNIS E. HILL was and at all times, since has been and now is the duly elected, qualified and acting Secretary of the said Douglas Mining Company, Limited;

That on the 5th day of October, 1951, all the directors of said corporation did, in writing, order the secretary of said corporation to call a special meeting of the shareholders of said corporation to be held at 3 o'clock P.M. (Mountain Standard Time)

on the 13th day of November, 1951, at the office of said corporation, to-wit, the Hecla Mining Company office in Wallace, County of Shoshone, Idaho, for the purposes set forth in said call, a copy of said call is hereto attached, marked "Exhibit A", and made part of this affidavit;

That the secretary of said corporation, pursuant to said call and the order of said Board of Directors, gave written notice of the time, place and purposes of the said shareholders' meeting pursuant to the laws of the State of Idaho, and the bylaws of said corporation, that is to say: On the 11th day of October, 1951, the secretary of said corporation placed in the United States mail at Wallace, Idaho, a written notice of said meeting, postage prepaid, addressed to each shareholder of said corporation at his last known post office address; that each of said notices so mailed to the said shareholders stated the purposes for which said meeting was called, as particularly set forth in the copy of Notice of Special Shareholders' Meeting attached hereto, marked "Exhibit B", and made part of this affidavit and, the purposes set forth in said notice are the same as the purposes set forth in the call of meeting ordered by the directors of said corporation and issued to the secretary of said corporation, above referred to;

That as provided in said notice said shareholders' meeting convened on the 13th day of November, 1951, at the office of said corporation, to-wit, the Hecla Mining Company in Wallace, County of Shoshone, Idaho, and was immediately adjourned to 203 Gyde-Taylor Building in the City of Wallace, County of Shoshone, Idaho;

That there were present at said shareholders' meeting

shareholders represented either in person or by proxy owning and entitled to vote eight hundred seventy-one thousand seven hundred nineteen (871,719) shares of the capital stock of said corporation, and there being more than two-thirds (2/3) of the stock voting power of said corporation present, (that is, more than two-thirds (2/3) of the one million two hundred thousand (1,200,000) shares of the outstanding capital stock of said corporation was represented at said meeting), the meeting was duly organized and, Stanly A. Easton, president of said corporation, was elected chairman of said meeting and, Lennis E. Hill, secretary of said corporation, was duly elected Secretary of said meeting;

That at said meeting the Articles of Incorporation of said corporation were amended and each resolution amending the Articles of Incorporation of said corporation were adopted by the unanimous vote of all stock represented at said meeting, either in person or by proxy, to-wit, eight hundred seventy-one thousand seven hundred nineteen (871,719) share votes, in the following particulars:

1. Article First of the Articles of Incorporation of this corporation was amended to read as follows:

"First. That the name of this corporation is and shall be DOUGLAS MINING COMPANY".

2. Article Fourth of the Articles of Incorporation of this corporation was amended to read as follows:

"Fourth. That the term for which this corporation shall exist shall be perpetual".

3. Article Sixth of the Articles of Incorporation of this corporation was amended to read as follows:

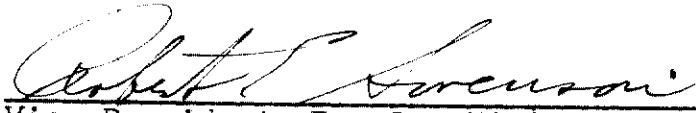
"Sixth. That the amount of the capital stock of Douglas Mining Company shall be One Hundred Twenty Thousand Dollars (\$120,000.00) divided into one million two hundred thousand (1,200,000) shares of the par value of ten cents (10¢) per share".

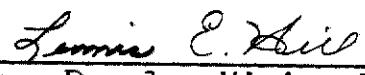
Each of the said affiants further deposes and says:

That said corporation has no indebtedness whatever; that it has on hand moneys and bonds belonging to it in excess of Twenty-five Thousand Dollars (\$25,000.00); that it owns seventeen (17) patented lode mining claims and one (1) unpatented lode mining claim situated in Yreka Mining District, Shoshone County, Idaho; that the fixing of the capital stock of said corporation at One Hundred Twenty Thousand Dollars (\$120,000.00) divided into one million two hundred thousand (1,200,000) shares of the par value of ten cents (10¢) per share will not reduce the fair value of the assets of the said corporation to an amount less than the total amount of its debts and liabilities plus the amount of its capital stock as so reduced;

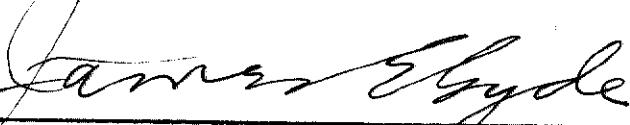
That there is attached hereto, marked "Exhibit C", and made a part hereof a true and correct copy of those portions of the minutes of the above mentioned shareholders' meeting that pertain to the resolutions that were passed by the shareholders in adopting the amendments to the Articles of Incorporation of said corporation hereinabove set forth.

IN WITNESS WHEREOF We have hereunto set our hands this  
26 day of November, 1951.

  
\_\_\_\_\_  
Robert L. Carson  
Vice-President, Douglas Mining Company, Limited.

  
\_\_\_\_\_  
Lannie E. Hile  
Secretary, Douglas Mining Company, Limited.

Subscribed and sworn to before me in triplicate, this 26 day of November, 1951.

  
\_\_\_\_\_  
James E. Hyde  
Notary Public for the State of Idaho,  
Residing at Wallace, Idaho.

"EXHIBIT A"

ORDER DIRECTING SECRETARY TO CALL A  
SPECIAL MEETING OF SHAREHOLDERS OF  
DOUGLAS MINING COMPANY, LIMITED.

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We, the undersigned Directors of the Douglas Mining Company, Limited, do hereby order the secretary of said company to call a special meeting of the shareholders of Douglas Mining Company, Limited, to be held at the office of said company, to-wit: At the office of the Hecla Mining Company in Wallace, Shoshone County, Idaho, on Tuesday the 13th day of November, 1951, at three o'clock P.M. (Mountain Standard Time), for the following purposes, to-wit:

1. Of submitting to the shareholders of said corporation for their consideration and voting upon the question whether Article First of the Articles of Incorporation of said corporation should be amended, changing the name of the corporation from Douglas Mining Company, Limited, to Douglas Mining Company.
2. Of submitting to the shareholders of said corporation for their consideration and voting upon the question whether Article Fourth of the Articles of Incorporation of said corporation should be amended, changing the existance of said corporation from fifty (50) years as is now provided, to a perpetual period.
3. Of submitting to the shareholders of said corporation for their consideration and voting upon the question whether Article Sixth of the Articles of Incorporation of said corporation should be amended, reducing the capital stock of said corporation from One Million Two Hundred Thousand Dollars (\$1,200,000.00) divided into one million two hundred thousand (1,200,000) shares, having a

par value of One Dollar (\$1.00) per share, to One Hundred Twenty Thousand Dollars (\$120,000.00) divided into one million two hundred thousand (1,200,000) shares, having a par value of ten cents (\$0.10) per share.

4. Of submitting to the shareholders of said corporation for their consideration and voting upon the question whether the action of the Board of Directors in adopting a resolution on the 24th day of September, 1951, authorizing the execution of an agreement between the Douglas Mining Company, Limited, and the Spokane-Idaho Mining Company, an Idaho Corporation, shall be approved under the terms of which the Spokane-Idaho Mining Company shall have the right to enter into and upon all of the mining claims and other property of the Douglas Mining Company, Limited, and retain the exclusive possession and control of said mining company for a period of ten (10) years from and after the approval of said agreement to develop and mine any and all commercial ores which may be found and existing on said property, subject to the terms and conditions of the above mentioned agreement, a copy of which is made part of the minutes of the meeting of the Board of Directors of the said Douglas Mining Company, Limited, held on the 24th day of September, 1951, and reference is hereby made for the particulars therein contained.

5. Of the election of a Board of seven (7) directors to serve said company until the next meeting of the shareholders of said company or until their respective successors are elected and

qualified.

6. Of the transaction of any other business that may legally come before said meeting, including the voting upon the approval or disapproval of any actions of the shareholders, directors and/or officers the company heretofore had, or taken.

Dated at Wallace, Idaho, October 5th, 1951.

STANLY A. EASTON

ROBERT E. SORENSEN

LENNIS E. HILL

J. B. HAFFNER

GEO. T. EDMISTON

H. C. ADAMI

JAMES E. GYDE

# Notice of Special Shareholders' Meeting

*Office of Douglas Mining Company, Limited.*

**"EXHIBIT B"**

Wallace, Idaho, October 5th, 1951.

***To The Shareholders of Douglas Mining Company, Limited.***

Notice is hereby given that there will be a special meeting of the shareholders of Douglas Mining Company, Limited, to be held at the office of said company, to-wit: The office of the Hecla Mining Company, Wallace, Shoshone County, Idaho, on Tuesday, the 13th day of November, 1951, at three o'clock P. M. (Mountain Standard Time), for the following purposes:

1. Of submitting to the shareholders of said corporation for their consideration and voting upon the question whether Article First of the Articles of Incorporation of said corporation should be amended, changing the name of the corporation from Douglas Mining Company, Limited, to Douglas Mining Company.
2. Of submitting to the shareholders of said corporation for their consideration and voting upon the question whether Article Fourth of the Articles of Incorporation of said corporation should be amended, changing the existence of said corporation from fifty (50) years as now provided, to a perpetual period.
3. Of submitting to the shareholders of said corporation for their consideration and voting upon the question whether Article Sixth of the Articles of Incorporation of said corporation should be amended, reducing the capital stock of said corporation from One Million Two Hundred Thousand Dollars (\$1,200,000.00) divided into one million two hundred thousand (1,200,000) shares, having a par value of One Dollar (\$1.00) per share, to One Hundred Twenty Thousand Dollars (\$120,000.00) divided into one million two hundred thousand (1,200,000) shares, having a par value of ten cents (\$0.10) per share.
4. Of submitting to the shareholders of said corporation for their consideration and voting upon the question whether the action of the Board of Directors in adopting a resolution on the 24th day of September, 1951, authorizing the execution of an agreement between the Douglas Mining Company, Limited, and the Spokane-Idaho Mining Company, an Idaho Corporation, shall be approved under the terms of which the Spokane-Idaho Mining Company shall have the right to enter into and upon all of the mining claims and other property of the Douglas Mining Company, Limited, and retain the exclusive possession and control of said mining property for a period of ten (10) years from and after the approval of said agreement to develop and mine any and all commercial ores which may be found and existing on said property, subject to the terms and conditions of the above mentioned agreement, a copy of which is made part of the minutes of the meeting of the Board of Directors of the said Douglas Mining Company, Limited, held on the 24th day of September, 1951, and reference is hereby made for the particulars therein contained.
5. Of the election of a Board of seven (7) directors to serve said company until the next meeting of the shareholders of said company or until their respective successors are elected and qualified.
6. Of the transaction of any other business that may legally come before said meeting, including the voting upon the approval or disapproval of any actions of the shareholders, directors and/or officers the company heretofore had, or taken.

BY ORDER OF THE BOARD OF DIRECTORS.

Dated at Wallace, Idaho, October 5th, 1951.

LENNIS E. HILL,  
Secretary, Douglas Mining Company, Limited.

IF YOU DO NOT EXPECT TO ATTEND THE MEETING, PLEASE SIGN AND RETURN THE  
ENCLOSED PROXY FORM, WHICH IS ENCLOSED HEREWITH FOR YOUR CONVENIENCE.

Wallace, Idaho  
November 13-1951

Minutes of Special Meeting of Shareholders of  
Douglas Mining Company, Ltd.

EXHIBIT C

Pursuant to a notice duly given, copy of which precedes these minutes, the special meeting of the shareholders of Douglas Mining Company, Ltd. was called to order at 3:00 P.M., Mountain Standard Time on the thirteenth day of November, 1951, in the office of Hecla Mining Company, Gyde-Taylor Building, Wallace, Idaho. The meeting was immediately adjourned and called to order in Room 203 of the Gyde-Taylor Building.

On motion duly made, seconded and unanimously carried, Stanly A. Easton acted as chairman of the meeting and Lennis E. Hill acted as secretary.

The Roll call of stock represented at the meeting was called for and the secretary reported as follows:

Represented by Proxy:

Stanly A. Easton, Robert E.	669,209 $\frac{1}{2}$
Sorenson	30,307
Stanly A. Easton	17,600
Robert E. Sorenson	1,000
Robert Bauman	80,130
James E. Gyde	8,650
George W. Tabor	1,000
L. S. Eddins	2,000
J. B. Haffner	809,896 $\frac{1}{2}$

In Person:

H. C. Adam	7,822 $\frac{1}{2}$
Robert N. Bauman	15,000
Joe Kieffer	39,000
	61,822 $\frac{1}{2}$

Total Shares Represented: 871,719

On motion of L. S. Eddins, proxy for Harold T. Anderson, seconded by Robert E. Sorenson, proxy for J. H. Metzel, and unanimously carried, the appointment of inspectors was waived and the above report of the secretary of the shares represented in the meeting was accepted as read and ordered made a part of these minutes.

More than a majority of the issued capital stock being represented, the chairman declared the meeting open for the transaction of business.

The secretary read the official call for the meeting, and certified that a copy of the call had been sent in due time to each shareholder of record.

Whereupon Robert E. Sorenson, proxy for Earl Chilcott, introduced the following resolution:

WHEREAS, Article First of the Articles of Incorporation of this corporation state, "That the name of this corporation shall be Douglas Mining Company, Limited", and,

WHEREAS, for many years last past this corporation has been generally known as Douglas Mining Company and it has been the common business practice of said company to delete the name "Limited", from its name, and,

WHEREAS, it is believed to be to the best interests of said corporation and the shareholders thereof that the name of said corporation be changed from Douglas Mining Company, Limited, to Douglas Mining Company.

NOW, THEREFORE, be it resolved that Article First of the Articles of Incorporation of said corporation be, and the same is hereby amended to read as follows:

"FIRST: That the name of this corporation is, and shall be, "Douglas Mining Company".

Be it Further Resolved: That this article of amendment shall be prepared in triplicate originals setting forth said amendment and the adoption thereof which shall be signed and sworn to by the president, vice-president, treasurer or secretary or assistant secretary of said corporation and that the same shall be delivered to the Secretary of State of the State of Idaho, pursuant to the provisions of Section 30-147, Idaho Code.

Robert E. Sorenson, proxy for Earl Chilcott, moved that said resolution be adopted which motion was seconded by shareholder H. C. Adam and upon the same being put to a vote all shareholders present, either in person or by proxy, that is to say, 871,719 share votes, being more than 2/3 of the outstanding stock of said corporation, voted in favor of said motion and thereupon the chairman of said meeting declared said motion carried and said resolution adopted.

Whereupon J. B. Haffner, proxy for C. S. Adams, introduced the following resolution:

WHEREAS, this corporation was organized under the laws of the State of Idaho on the 19th day of October, 1903, and was incorporated for an existence of fifty (50) years, and,

WHEREAS, the charter of this corporation will expire on the 19th day of October, 1953, and it is believed to be to the best interests of said corporation and the shareholders thereof, that the existence of said corporation be extended and that the existence of said corporation should be perpetual,

NOW, THEREFORE, be it resolved that Article Fourth of the Articles of Incorporation of said corporation be amended and the same is hereby amended to read as follows:

"FOURTH: That the term for which this corporation shall exist shall be perpetual".

Be it Further Resolved that this article of amendment shall be prepared in triplicate originals setting forth said amendment and the adoption thereof which shall be signed and sworn to by the president, vice-president, treasurer or secretary or assistant secretary of said corporation and that the same shall be delivered to the Secretary of State of the State of Idaho, pursuant to the provisions of Section 30-147, Idaho Code.

J. B. Haffner, proxy for C. S. Adams moved that said resolution be adopted which motion was seconded by shareholder H. C. Adam and upon the same being put to a vote all shareholders present, either in person or by proxy, that is to say 871,719 share votes, being more than 2/3 of the outstanding stock of said corporation, voted in favor of said motion and thereupon the chairman of said meeting declared said motion carried and said resolution adopted.

Whereupon James E. Gyde, proxy for Geo. T. Edmiston, introduced the following resolution:

WHEREAS, Article Sixth of the Articles of Incorporation of Douglas Mining Company, Limited, provides, "That the amount of the capital stock of this corporation shall be One Million Two Hundred Thousand Dollars (\$1,200,000.00) divided into one million two hundred thousand (1,200,000) shares of the par value of One Dollar (\$1.00) per share", and,

WHEREAS, it is believed to be the best interests of said corporation and the shareholders thereof that said Article Sixth of said corporation be amended, and,

WHEREAS, said corporation has no debts whatever and has moneys and bonds on hand of a value in excess of Twenty-five Thousand Dollars (\$25,000.00) and to reduce or fix the capital stock of said corporation at One Hundred Twenty Thousand Dollars (\$120,000.00), will not reduce the fair value of the assets of said corporation to an amount less than the total amount of its debts and liabilities, plus the amount of its capital stock as the same may be so reduced, and,

WHEREAS, it is believed to be to the best interests of said corporation and the shareholders thereof that its capital stock be fixed at One Hundred Twenty Thousand Dollars (\$120,000.00) divided into one million two hundred thousand shares of the par value of ten cents (10¢) per share.

NOW, THEREFORE, be it resolved that Article Sixth of said corporation be, and the same is hereby amended to read as follows:

"SIXTH: That the amount of the capital stock of Douglas Mining Company shall be One Hundred Twenty Thousand Dollars (\$120,000.00) divided into one million two hundred thousand (1,200,000) shares of the par value of ten cents (10¢) per share".

Be it Further Resolved That this article of amendment shall be prepared in triplicate originals setting forth said amendment, and the adoption thereof which shall be signed and sworn to by the president, vice-president, treasurer or secretary or assistant secretary of said corporation and that the same shall be delivered to the Secretary of State of the State of Idaho, pursuant to the provisions of Section 30-147, Idaho Code.

James E. Gyde, proxy for Geo. T. Edmiston, moved that said resolution be adopted which motion was seconded by shareholder Robert Bauman and upon the same being put to a vote all shareholders present, either in person or by proxy, that is to say 871,719 share votes, being more than 2/3 of the outstanding stock of said corporation, voted in favor of said motion and thereupon the chairman of said meeting declared said motion carried and said resolution adopted.

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There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

/s/ Lennis E. Hill  
Secretary

/s/ Stanley A. Easton  
President