



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

IRA H. MASTERS

I, ~~WYATT COOKE 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

THE WERDENHOFF MINING COMPANY

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the 24th day of June, 1953

original articles of amendment, as provided by Sections 30-146, 30-147, Idaho Code, amending Article VI.

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. 81 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 24th day of June, in the year of our Lord one thousand nine hundred fifty-three, and of the Independence of the United States of America the One Hundred Seventy-seventh.

Secretary of State.

ARTICLES OF AMENDMENT AND REDUCTION OF SUBSCRIBED AND/OR ISSUED CAPITAL
STOCK TO THE ARTICLES OF INCORPORATION OF THE WERDENHOFF
MINING COMPANY

Pursuant to the provisions of Title 30 Chapter 1 and law of the State of Idaho and more particularly, Section 30-147, 30-148 and 30-149, Idaho Code, 1947, the undersigned, The Werdenhoff Mining Company adopts the following Articles of Amendment to its Articles of Incorporation.

1

The name of the corporation is: The Werdenhoff Mining Company

II.

The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on the 5th day of June, 1953, at a special meeting of the stockholders thereof convened pursuant to thirty (30) days written notice given in the manner prescribed by the laws of the State of Idaho; that Article VI of the Articles of Incorporation be amended to read as follows:

"That of the capital stock of this corporation, the following number of shares of the following par value have been subscribed by the following named persons, to-wit:

<u>NAME</u>	<u>REDUCED NUMBER OF SHARES</u>	<u>REDUCED PAR VALUE</u>
C. W. Mason	3,419,250.	\$ 341,925.
C. A. Terry	17,625.	1,762.50
A. E. Nordi	17,625.	1,762.50
J. Rex Parker	17,625.	1,762.50
Roger B. Mullen	17,625.	1,762.50
J. W. Routson	52,875.	5,287.50
W. L. Holmes	17,625.	1,762.50
A. A. Crau	17,625.	1,762.50
Frank Ruffo	17,625.	1,762.50
Richard K. Ruffo	17,625.	1,762.50
J. B. Vogel	17,625.	1,762.50
Ray Thompson	3,419.250.	341,925.

III.

That the number of shares of the corporation subscribed at the time of such adoption was 20,000,000.; that the number of shares actually issued at the time of such adoption was 20,000. ; that the number of shares

1 entitled to vote thereon was 20,000,000. ;

2
3 IV.

4 The number of shares voting for such amendment was 20,000,000. , and the number
5 of shares voting against such amendment was None ;

6 V.

7 That the fair value of the assets of the corporation are of a value of the sum
8 of Seven Hundred Three Thousand two hundred eighty two and 59/100 DOLLARS;
9 that the total amount of the debts and liabilities of the corporation aggregate
10 a sum equal to None DOLLARS;
11 that the amount of the issued and/or subscribed capital stock as so reduced
12 has an aggregate par value of Seven Hundred Five Thousand two hundred thirty seven
13 & 50/100 DOLLARS; that the proposed amendment and reduction in the amount of
14 issued and/or subscribed capital stock will not reduce the fair market value
15 of the assets of the corporation to an amount less than the total amount of its
16 debts and liabilities plus the amount of its issued and/or subscribed stock as
17 so reduced.

18 Dated this 5th day of June, 1953.

Chromason
21 President.

22 ATTEST:

C. A. Terry
25 Secretary

1 STATE OF WASHINGTON)
2 : ss.
3 County of Pierce)

4 C. W. Mason and C. A. Terry, being each duly and severally sworn, each for
5 himself, deposes and says:

6 That we are President and Secretary, respectively, of The Werdenhoff Mining
7 Company; that on the 5th day of May, 1953, a meeting of the Board
8 of Directors of said company was legally called for the purpose of calling a
9 stockholders' meeting of said company, at which stockholders' meeting the ques-
10 tion of amending the Articles of Incorporation of said corporation so as to
11 reduce pro rata to all of the stockholders of said corporation the issued and/or
12 subscribed stock from 20,000,000 shares having a par value of \$2,000,000.00,
13 to 7,050,000 shares of the capital stock having a par value of \$705,000.00,
14 should be considered and voted upon;

15 That at said meeting, all of the Directors of said corporation were present and
16 at said Directors' meeting, a resolution was passed by the affirmative vote
17 directing the calling of a stockholders' meeting to be held on the 5th day
18 of June, 1953, at the hour of 8:00 o'clock P. M., at the office of
19 the corporation for the purpose of amending the Articles of Incorporation in the
20 manner above set forth;

21 That pursuant to said resolution so adopted, such stockholders' meeting was called
22 and the Secretary mailed to each stockholder on or before the 5th day of
23 May, 1953, a notice of said special meeting of stockholders, which
24 notice specified that said meeting would be held at the office of said corporation
25 at Tacoma, Washington, on the 5th day of June, 1953, at the hour of 8:00
26 o'clock P. M., and contained the following statement: "Said meeting has been
27 called and will be held for the express purpose of considering the following
28 question: Shall the Articles of Incorporation be amended so that the issued
29 and/or subscribed
30 capital stock be reduced pro-rata to all of the stockholders from
31 20,000,000 shares having a par value of \$2,000,000.00 to 7,050,000 shares having
32 a par value of \$705,000.00;

1 That pursuant to said notice said meeting of the stockholders of said corporation
2 was held at the time and place specified in said notice; that at said meeting
3 stockholders owning more than two thirds of the capital stock of said corporation
4 were present in person or by proxy; that at said meeting the following resolu-
5 tion was introduced;

6

7 RESOLUTION

8

9 "WHEREAS, The books of The Werdenhoff Mining Company, a
10 corporation, disclose that said corporation has current
11 assets of a fair value of \$ 45.09;

12 AND, WHEREAS, The books of said corporation disclose that
13 there are current liabilities of said corporation aggregating
14 the sum of \$ None;

15 AND, WHEREAS, It is proposed to reduce the issued and/or
16 subscribed capital stock pro rata to each share holder from
17 20,000,000 shares having a par value of \$2,000,000.00, to
18 7,050,000 having an aggregate par value of \$705,000.00;

19 AND WHEREAS, The fair value of the assets of said corporation
20 being of a value of the sum of \$ 703,282.59, exceeds the
21 total amount of the debts and liabilities of the corporation
22 which aggregate a sum equal to \$ None plus the
23 amount of the capital stock as so reduced being of a par
24 value of \$ 705,237.50;

25 AND, WHEREAS, It, therefore, appears that said capital stock
26 can be reduced lawfully in accordance with the laws of the State
27 of Idaho;

28 NOW, THEREFORE, BE IT RESOLVED THAT The issued and/or subscribed
29 capital stock of The Werdenhoff Mining Company, a corporation,
30 be reduced pro rata to all of the stockholders from 20,000,000
31 shares of capital stock having a par value of \$2,000,000.00
32 to 7,050,000 shares of the capital stock having a par value of
15,000.00; that the amounts of such reductions for the
respective stockholders of record this 5th day of June,
1953, shall be as follows, to-wit:

	<u>NAME</u>	<u>FORMER NUMBER OF SHARES</u>	<u>FORMER PAR VALUE</u>
27	C. W. Mason	9,700,000.00	\$ 970,000.
28	C. A. Terry	50,000.	5,000.
29	A. E. Nordi	50,000.	5,000.
30	J. Rex Parker	50,000.	5,000.
31	Roger B. Mullen	50,000.	5,000.
32	J. W. Routson	150,000.	15,000.
	W. L. Holmes	50,000.	5,000.
	A. A. Crau	50,000.	5,000.
	Frank Ruffo	50,000.	5,000.
	Richard K. Ruffo	50,000.	5,000.
	J. B. Vogel	50,000.	5,000.
	Ray Thompson	9,700,000.	970,000.

1	NAME	REDUCED NUMBER OF SHARES	REDUCED PAR VALUE
2	C. W. Mason	3,419,250.	\$ 341,925.
3	C. A. Terry	17,625.	1,762.50
4	A. E. Nordi	17,625.	1,762.50
5	J. Rex Parker	17,625.	1,762.50
6	Roger B. Mullen	17,625.	1,762.50
7	J. W. Routson	52,875.	5,287.50
8	W. L. Holmes	17,625.	1,762.50
9	A. A. Creu	17,625.	1,762.50
10	Frank Ruffo	17,625.	1,762.50
11	Richard K. Ruffo	17,625.	1,762.50
12	J. B. Vogel	17,625.	1,762.50
13	Ray Thompson	3,419,250.	341,925.

That said reduction in issued and/or subscribed capital stock apply only to issued and/or subscribed capital stock and that the same not apply to the amount of authorized capital stock.

And the officers of the corporation be directed through the corporation's attorneys to do all things necessary to accomplish said reduction in capital stock."

That said Resolution was read at length, thoroughly discussed, its adoption was moved and seconded, and it was adopted by the affirmative vote of stockholders holding more than two-thirds of the capital stock of said corporation, and entered on the minutes of said meeting.

C. W. Mason

C. W. Mason, President

C. A. Terry

C. A. Terry, Secretary

Subscribed and sworn to before me this 17th day of June, 1953.

H. J. Stone
Notary Public,
Residing at Tacoma, Washington.

My Commission Expires: 1/3/54