

KNOW ALL MEN BY THESE PRESENTS: That ~~a~~ a special meeting of the stockholders of the Salmon River Mining Company, a Utah corporation, was duly held at the office of said company at room 44 Commercial Block, Salt Lake City, Utah, on the 29th day of June A.D. 1907 at ten o'clock in the forenoon of said day; that at said meeting 199,725 shares of the capital stock of said corporation was represented either in person or by proxy, being more than two-thirds of the issued and outstanding capital stock of said corporation; that said meeting was duly called for the purpose of considering and passing upon the question of amending the Articles of Incorporation of said company in the manner hereinafter specified and notice of such meeting was given by the president and secretary of the corporation in the Deseret News, a newspaper published in the English language and having a general circulation in the County of Salt Lake and State of Utah, (being the place of the general business of this corporation in said State), for twenty-one days next before the said 29th day of June 1907, stating the nature of the proposed changes and amendments and of the time and place of the holding of such meeting.

That at said meeting the following amendments to the Articles of Incorporation were duly presented and adopted by the unanimous vote of all stock represented thereof.

The changes and amendments to the Articles of Incorporation so presented and adopted at said meeting are as follows, to-wit:

Article 2 of the Articles of Incorporation of said Company was amended so that the same as amended shall read as follows:

Article 2.

The objects for which this corporation is formed are to purchase, own and acquire in any manner, mining and other property; to engage in and carry on the business of developing mines containing gold, silver, copper, iron, and other metals, ores and minerals, and mining, smelting, reducing, refining, milling and manufacturing the same and each and every product thereof; buying, locating, selling and otherwise trafficking and dealing in mines and the matters and things aforesaid; leasing, buying, locating and otherwise acquiring, erecting, operating, maintaining, letting, selling

and otherwise disposing of mines, mills, smelters, refineries, manufactories, plants, businesses, good will, and all rights, franchises and privileges in connection therewith; leasing, buying, locating, selling and otherwise disposing of mineral and other lands, mines, claims, mining rights, water rights, properties and appurtenances; acquiring, operating and maintaining and disposing of storage, transportation and all other facilities and conveniences whatsoever and wherever in connection with any of the purposes herein referred to; acting as financial, commercial and general agent for any and all corporations and individuals whatsoever and wherever in the conduct of its or their business; and engaging in all business and undertakings in any way growing out of or concerning or relating to any of the objects or purposes herein specified, or in any way developing the metal, ores and mineral industries and the products thereof; purchasing or otherwise acquiring and holding and selling or otherwise disposing of the property of the capital stock or stocks and bonds or other securities of any company or companies owning, manufacturing or producing materials or other property necessary for the business of this company; issuing to and receiving from others as consideration and purchasing the stocks, bonds, securities, or obligations of this company or of the vendors, lessors or other parties as the case may be and selling or otherwise disposing of the same; issuing bonds, debentures or obligations of this company from time to time for any of the objects or purposes of this company and securing the same by mortgage or mortgages on any or all of its property, rights, privileges and franchises wherever situated, acquired and to be acquired, and selling or otherwise disposing of the same, and in general to carry on any other business in connection therewith whether mining or otherwise with all the powers conferred by the aforesaid Acts of the Legislature of the State of Utah, and acts amendatory thereof and supplemental thereto.

The objects of this article shall not be limited by reference to or inference from the terms of any other articles, clause, paragraph or provision in this certificate contained.

Article 3 of the Articles of Incorporation of said Company was amended so that the same as amended shall read as follows:

Article 3.

The place of the general business of this corporation shall be at the City of Salt Lake and State of Utah; but the Board of Directors may establish and maintain business offices at such other place or places without the State of Utah at its discretion as it may see fit, and meetings of the Board of Directors may be held at such offices so established with the same power and effect as if such meetings were held and the business transacted thereat was transacted by the Board at the general office of the Company at Salt Lake City, Utah.

Article 4 of the Articles of Incorporation of said Company was amended so that the same as amended shall read as follows:

Article 4.

The limit of the capital stock of this corporation shall be Five Hundred Thousand (\$500,000) Dollars, divided into five hundred thousand (500,000) shares of the par value of one ^{dollar} (\$1) each.

Article 6 of the Articles of Incorporation of said Company was amended so that the same as amended shall read as follows:

Article 6.

The forty-nine thousand two hundred and thirty (49,250) shares of the capital stock of said company now remaining in said treasury and the increase in the number of shares of the capital stock of this company consisting of two hundred and fifty thousand (250,000) shares is hereby declared to be the property of said corporation and to constitute treasury stock and to be disposed of at such time or times, in such amounts, and at such price, or in exchange for such property or property interests as may be determined upon by the Board of Directors.

Article 8 of the Articles of Incorporation of said Company was amended by adding thereto the following provisions:

"Regular meetings of the Board of Directors shall be held at the office of said company in Salt Lake City, Utah, on the first Tuesday of each and every calendar month at 3 o'clock P.M. without

notice being given of the holding of such meetings, and all business properly coming before such meetings may be transacted thereat.

Special meetings of the Board of Directors may be called at any time by the president or any two members of the Board of Directors to be held either at the general office of the company in Salt Lake City, Utah, or at such other office without the State of Utah as may be established by said Board of Directors.

Ten days written notice of the holding of special meetings of the Board of Directors shall be given by the president, or any two directors, to each of the members of the Board of Directors in person, or by mailing a notice thereof to each of said directors at their last known place of business or residence stating the object and purpose of such meeting and no business shall be transacted at any such meeting except that which is stated in the call or notice thereof, and the Board of Directors may adjourn any meeting regular or special from day to day or from time to time and reconvene and finish any uncompleted or new business without giving further notice of such adjourned meeting.

The time for the giving of notice for the holding of special directors meetings shall begin to run, in case of the mailing of the notice thereof, from the day of the mailing of such notice.

The Board of Directors are hereby given power to appoint an executive committee from among their number to consist of two members, one of whom shall be the president of said company, and said committee shall, when so constituted, be vested with the power to transact the usual and ordinary business of said corporation when said Board of Directors are not in session.

The Board of Directors may mortgage, sell, or otherwise dispose of any or all of the property of said corporation, whether real or personal, without any ratification of their act for so doing by the stockholders of the company, provided the directors voting for such sale, mortgage or disposition of said property own as shown by the books of the company at least a majority of the stock of said company issued and outstanding.

Article 10 of the Articles of Incorporation of said Company

was amended so that the same as amended shall read as follows:

Article 10.

The annual meetings of the stockholders of said corporation for the election of directors and for the transaction of any and all other business that shall lawfully come before them shall be held at the office of said company at Salt Lake City, Utah, at 3 o'clock P.M. on the second Wednesday in June of each year, and no notice of the holding of such meetings need be given.

Special meetings of the stockholders may be called by the president at his own volition or when requested so to do by two directors, or by stockholders representing a majority of the stock issued and outstanding; he shall likewise call such special meeting by the giving of at least 10 days written notice to each stockholder of record in person or by mailing a copy thereof to the last known place of business or residence of each stockholder, stating the object and purpose of the meeting in general terms and no business shall be transacted at any such special meeting except that which is stated in the notice thereof. The time for the giving of such notice, in case the same is mailed, shall begin to run from the date of the mailing thereof.

The transfer books of the company shall be closed for 10 days next preceding all meetings of the stockholders, whether general or special, and for a like time preceding the payment of any dividends which may be declared upon the capital stock of the company.

A representation of the majority of the capital stock of the corporation shall be necessary to legally hold said meetings as well as all stockholders meetings either general or special. The directors shall be elected by ballot and the persons receiving the majority of the votes of the stockholders cast at said meeting shall be held and declared to be elected as directors.

Each stockholder shall be entitled to as many votes as he holds shares of stock in his name on the books of the company and representation by proxy, duly created in writing, shall be allowed. Such authority in writing must previously be filed with the secretary of the company, and shall be left in his possession.

It is provided that a failure to hold any annual meeting or any general meeting of the stockholders of this corporation at the day appointed for the same, shall not forfeit nor in any way interfere with the corporate rights acquired under this agreement, but any such meeting may be held at any subsequent time upon giving ten days notice thereof in the manner hereinbefore provided.

The Articles of Incorporation of said Company were amended by inserting therein an Article to be known as "Article 15" to read as follows:

Article 15.

Any stockholder or other person entitled to notice of a meeting may waive the service or giving of such notice by signing a written waiver thereof and upon such waiver due and sufficient notice shall be deemed to have been given to such person of the holding of any such meeting.

IN WITNESS WHEREOF I, James McGregor, the president of said corporation and Hugh Anderson, the secretary of the same, have hereunto subscribed our names the 29th day of June A.D. 1907.

(SEAL)

J. McGregor

President
and

Hugh Anderson

Secretary
of Salmon River Mining Company.

STATE OF UTAH,)
COUNTY OF SALT LAKE.) SS.

I, J. U. ELDREDGE, Jr., County Clerk in and for the County of Salt Lake, in the State of Utah, do hereby certify that the foregoing is a full, true and correct copy of the original Amendment to the Articles of Incorporation of the SALMON RIVER MINING COMPANY, as appears of record in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 29th day of June A.D.1907.

J. U. ELDREDGE, Jr.,

(SEAL)

County Clerk.

STATE OF UTAH,)
Office of the Secretary of State.) SS.

I, CHARLES S. TINGEY, Secretary of State of the State of Utah, do hereby certify that the foregoing is a full, true and correct copy of certified copy of Amendment to the Articles of Incorporation of the SALMON RIVER MINING COMPANY filed in this office June 29th, 1907,

as appears on file in my office.

In Witness Whereof, I have hereunto set my hand and affixed the Great Seal of the State of Utah, this 29th day of June A. D. 1907.



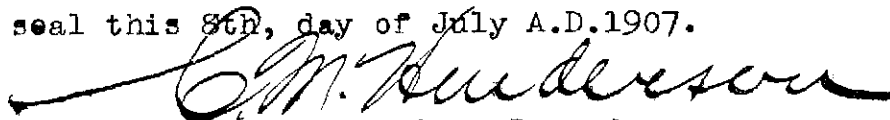
C. S. Tingley
Secretary of State.

By *George D. Quinn*
Deputy.

State of Idaho)
ss
County of Custer)

I, C.M.Henderson, Ex-officio Recorder in and for the County of Custer, State of Idaho, do hereby certify that the foregoing is a full true, and correct copy of certified copy of Amendment to the Articles of Incorporation of the Salmon River Mining Company filed in my office July 1st, 1907, as appears on file in my office.

In witness whereof, I have hereunto set my hand and affixed my official seal this 8th, day of July A.D.1907.


Ex-officio Recorder.