

125520

D E E D

National Copper Mining Company, Ltd.

to

King Mining Company

STATE OF IDAHO) ss.
COUNTY OF SHOSHONE

I hereby certify that the within instrument
was filed for record at the request of

John H. Wourms

Dec. 21, 1943

at 2:50 o'clock P. M., and recorded in Book
76 of Deeds, page 366, records
of said County.

ANNA K. BATTICK

County Recorder

By *Victoria M. T.*

Deputy

Fee \$ 5.25

Return To John H. Wourms

THIS INDENTURE made this 16th day of December, A. D. 1943, by and between the NATIONAL COPPER MINING COMPANY, LTD., an Idaho corporation, having its registered office and principal place of business in Wallace, Idaho, party of the first part, and KING MINING COMPANY, an Idaho corporation, having its registered office and principal place of business in Wallace, Idaho, party of the second part,

WITNESSETH: That the said party of the first part, for and in consideration of TWO HUNDRED NINE THOUSAND EIGHT HUNDRED EIGHT (209,808) shares of the capital stock of the King Mining Company, party of the second part herein, of the par value of TWENTY THOUSAND NINE HUNDRED EIGHTY DOLLARS (\$20,980.00), to it paid and delivered by said party of the second part, receipt whereof is hereby acknowledged, has granted, bargained, sold and conveyed, and by these presents does grant, bargain, sell and convey unto said party of the second part, its successors and assigns, all the following mining property located in Hunter Mining District, Shoshone County, Idaho, and more particularly described as follows, to-wit:

ALL of the BULL FROG GROUP, Mineral Survey No. 2245, comprising the VICTOR and BULL FROG Lode Mining Claims, a United States patent to which said lode mining claims was issued December 10, 1908, to the National Copper Mining Company, Limited and recorded on August 26, 1909 in Book 39 of Deeds at page 491 thereof of the records of Shoshone County, Idaho; to which said patent and said record thereof reference is hereby had and made for a more definite and specific description of said Victor and Bull Frog Lodes;

ALSO, ALL of the VICTOR GROUP, Mineral Survey No. 2242, comprising the VICTOR NO. 2, BILL NO. 1 and BILL NO. 2 Lode Mining

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Claims, a United States patent to which said lode mining claims was issued December 17, 1908, to the National Copper Mining Company, Limited, and recorded March 23, 1909 in Book 39 of Deeds at page 165 thereof of the records of Shoshone County, Idaho; to which said patent and said record thereof reference is hereby had and made for a more definite and specific description of said claims comprising the Victor Group;

ALSO, ALL of the MABEL MAY Lode mining and MABLE MAY MILLSITE claims, designated by the Surveyor General as Surveys Nos. 2246A and 2246B, a United States patent to which said lode mining claim and millsite was issued January 11, 1909, to the National Copper Mining Company, Limited, and recorded on March 23, 1909 in Book 39 of Deeds at page 163 thereof of the records of Shoshone County, Idaho; to which said patent and said record thereof reference is hereby had and made for a more definite and specific description of said Mabel May Lode and Mable May Millsite;

ALSO, ALL of the NELLIE Lode, designated by the Surveyor General as Survey No. 2302, a United States patent to which said lode mining claim was issued November 8, 1909, to Bert N. Barnett, and recorded January 4, 1910 in Book "B" of patents at page 32 thereof of the records of Shoshone County, Idaho; to which said patent and said record thereof reference is hereby had and made for a more definite and specific description of said Nellie Lode;

ALSO, ALL of the LITTLE BERT Lode Mining and LITTLE BERT MILLSITE claims, designated by the Surveyor General as Surveys Nos. 2724A and 2724B, a United States patent to which said lode mining claim and millsite was issued February 3, 1915, to the National

48N 5E 13.24, 25, 35

Copper Mining Company, Limited, and recorded February 19, 1915 in Book 47 of Deeds at page 560 thereof of the records of Shoshone County, Idaho; to which said patent and said record thereof reference is hereby had and made for a more definite and specific description of said Little Bert Lode and Little Bert Millsite;

ALSO, ALL of the MABEL MAY NO. 2 Lode, designated by the Surveyor General as Survey No. 2724A, a United States patent to which said lode mining claim was issued September 27, 1915, to the National Copper Mining Company, Limited, and recorded on November 9, 1915 in Book 48 of Deeds at page 563 thereof of the records of Shoshone County, Idaho; to which said patent and said record thereof reference is hereby had and made for a more definite and specific description of said Mabel May No. 2 Lode;

ALSO, ALL of the HOMESTAKE Lode, Mineral Survey No. 2572, located in Hunter Mining District, Shoshone County, Idaho, described by metes and bounds as follows, to-wit:

Beginning at Corner No. 1, the SW corner of said Homestake Lode, identical with Corner No. 3, the NE corner of the Liberti Mine Lode, and Corner No. 2 of the Patrie Lode, both designated as Mineral Survey No. 1927; thence N 26° 51' E 925.8 ft. to Cor. No. 2, the NW corner of said Homestake Lode; thence S 67° 44' E 600 ft. to Cor. No. 3, being the NE corner of said Homestake Lode; thence S 26° 51' W 925.8 ft. to Cor. No. 4, being the SE corner of said Homestake Lode; thence N 67° 44' W 600 ft. to Cor. No. 1, the place of beginning;

ALSO, ALL of the BISMARK Lode Mining Claim, located in Hunter Mining District, Shoshone County, Idaho, described by metes and bounds as follows, to-wit:

Beginning at the SW corner of said Bismark Lode and running

thence N 8° 15' W 480 ft. to the NW corner of said lode; thence N 61° 20' E 1560 ft. to the NE corner of said lode; thence S 18° 45' E 487 ft. to the SE corner of said lode and thence S 62° 20' W 1645 ft. to the SW corner of said lode, the place of beginning, comprising an area of 17.1 acres, more or less, and being the same claim conveyed to the National Copper Mining Company, Limited by John P. Gray by a certain deed dated December 26, 1913, and recorded January 13, 1914 in Book 45 of Deeds at page 463 thereof of the records of Shoshone County, Idaho;

ALSO, ALL of the N 1/2 of the NE 1/4 of Sec. 35, Twp. 48 N., R. 5 E. B. M., of Shoshone County, Idaho, being the same property conveyed to the National Copper Mining Company, Limited by John G. Mendy by a certain deed dated February 2, 1914, and recorded February 10, 1914 in Book 45 of Deeds at page 494 thereof of the records of Shoshone County, Idaho;

ALSO, ALL of the APRIL and JUNE Lode Mining Claims, situated in Hunter Mining District, Shoshone County, Idaho, located April 14, 1914 and recorded in the office of the County Recorder of Shoshone County, Idaho, May 12, 1914, and being the same lode mining claims conveyed to the National Copper Mining Company, Limited by John Mocine by a certain deed dated May 12, 1914, and recorded May 14, 1914 in Book 36 of Deeds at page 621 thereof of the records of Shoshone County, Idaho;

ALSO, ALL of the South 1/2 of the Northeast 1/4 of Sec. 35, Twp. 48 N., R. 5 E. B. M., of Shoshone County, Idaho, being the same property conveyed to the National Copper Mining Company, Limited by the Santa Fe Pacific Railroad Co. by a certain deed dated October

22, 1914 and recorded in the office of the County Recorder of Shoshone County, Idaho, January 4, 1915 in Book 47 of Deeds at page 458 thereof of the records of Shoshone County, Idaho;

48-5
ALSO, ALL of the GERTRUDE Lode Mining Claim, situated in Hunter Mining District, Shoshone County, Idaho, located by Charles McKinnis on December 2, 1913, and notice of location of which was duly recorded on December 11, 1913 in Book 13 of Quartz Locations at page 277 thereof of the records of Shoshone County, Idaho, and being the same lode mining claim conveyed to the National Copper Mining Co., Limited by Charles McKinnis, the original locator, by a certain deed dated July 27, 1920, and recorded August 4, 1920 in Book 54 of Deeds at page 474 thereof of the records of Shoshone County, Idaho;

ALSO, ALL of that right-of-way for a tunnel not exceeding 10 ft. in height by 10 ft. in width through and under the following lode mining claims, to-wit: No Good, Marguerite, Atlantis, Mendocino and Albion lode mining claims in Deadman Gulch, Hunter Mining District, Shoshone County, Idaho; said tunnel commencing upon the California No. 3 lode at a point from which Cor. No. 3 of the Homestake Lode, Min. Sur. No. 2572, bears N 86° 24' E 142.3 ft., extending thence N 26° 34' E 50 ft. to the North sideline of the California Lode; thence N in the same direction 447 ft. to the North sideline of the Baby Lode; thence in the same direction 425 ft. to the N sideline of the Paulin Lode, which is identical with the S sideline of the No Good lode; extending thence N 26° 34' E 609 ft. across the No Good Lode; 628 ft. through the Marguerite Lode; 618 ft. through the Atlantic Lode; 624 ft. through the Mendocino Lode; and 618 ft. through

the Albion Lode to the South sideline of the property of the National Copper Mining Company, Limited, as the same is more particularly described in that certain agreement wherein the Golden Marguerite Silver & Copper Mining Co. is the party of the first part and National Copper Mining Company, Limited is the party of the second part, dated December 26, 1910, and recorded December 28, 1910 in Book "F" of Agreements at page 431 thereof of the records of Shoshone County, Idaho;

ALSO, Certificate No. 32 of the King Mining Co., representing 46,615 shares of the capital stock of the King Mining Co., received by the National Copper Mining Company, Limited as its pro rata of the distribution of the stock received by the Homestake Mining Company from the King Mining Co. for all the property of said Homestake Mining Company;

ALSO, all tools, machinery and equipment owned by the National Copper Mining Company, Limited or used in connection with the operation of its said property;

ALSO, a strip of land 25 ft. in width, being 12 1/2 ft. on each side of the center line of the power line as now surveyed and located over and across those certain mining claims belonging to John Lenihan, the party of the first part, situated in Hunter Mining District, Shoshone County, Idaho, and known as and called the Gopher, Missoula and Iron Cap Lode Mining Claims, and more particularly described in that certain deed from John Lenihan to National Copper Mining Company, Limited dated July 20, 1907, and recorded July 20, 1907 in Book 34 of Deeds at page 379 thereof of the records of Shoshone County, Idaho;

ALSO, a strip of land 25 ft. in width, being 12 1/2 ft. on each side of the center line of the power line as now surveyed and located through, over and across those certain mining claims belonging to Patrick Donovan, situated in Hunter Mining District, Shoshone County, Idaho, and known as and called the Silver Reef and Crown Point Lode Mining Claims, and more particularly described in that certain deed from Patrick Donovan to National Copper Mining Company, Limited dated July 20, 1907 and recorded July 20, 1907 in Book 34 of Deeds at page 380 thereof of the records of Shoshone County, Idaho;

ALSO, a strip of land 25 ft. in width, being 12 1/2 ft. on each side of the center line of the power line as now surveyed and located through, over and across that certain mining claim in which Daniel Tuomey owns an undivided 1/2 interest, situated in Hunter Mining District, Shoshone County, Idaho, and known as and called the Missoula Lode Mining Claim, and more particularly described in that certain deed from Daniel Tuomey to National Copper Mining Company, Limited dated December 28, 1907 and recorded January 28, 1908 in Book 35 of Deeds at page 453 thereof of the records of Shoshone County, Idaho;

ALSO, a strip of land 50 ft. in width, being 25 ft. on each side of the center line of the power line as now surveyed and located, through, over and across those certain mining claims belonging to Alfred Andrieux, situated in Hunter Mining District, Shoshone County, Idaho, and known as and called the Mendocino, Atlantes, Marguerite, Nogood, Baby, Paulin, California No. 3, Uncle Sam and Saddle Lode Mining Claims, and more particularly described in that

certain deed from Alfred Andrieux to National Copper Mining Company, Limited dated November 29, 1907 and recorded May 28, 1908 in Book 38 of Deeds at page 136 thereof of the records of Shoshone County, Idaho;

ALSO, a strip of land 25 ft. in width, lying 12 1/2 ft. on each side of the following described lines: Beginning at said point in Dead Man Gulch, which lies S 49° 45' E 370 ft. to Cor. No. 3 of the America Lode, Sur. No. 1927, (which is identical with the NW corner of the Andrieux claim) and running thence S 28° 80 ft.; thence S 9° 45' W 84 ft.; thence S 19° 21' E 163 ft.; thence S 14° 27' E 100 ft. more or less until said line passes out of and beyond the Western boundary of the Alfred Claim, being approximately 1/4 Acres, as the same is more particularly described in that certain Final Decree of Condemnation from Alfred Andrieux to National Copper Mining Company, Limited, dated October 8, 1913, and recorded October 13, 1913 in Book 45 of Deeds at page 266 thereof of the records of Shoshone County, Idaho;

ALSO, a right-of-way for a flume over and across the Curragh Buck Lode Mining Claim, situated in Hunter Mining District, Shoshone County, Idaho; said right-of-way being 15 ft. in width, 7 1/2 ft. on either side of a center line particularly described as follows, to-wit:

Beginning at a point on the E endline of the Curragh Buck Lode Mining Claim at N 4° 10' E 270 ft. from the SE corner thereof; whence the 1/4 section corner between Secs. 25 and 36, Twp. 48 N., R. 5 EBM, bears S 84° 50' W 740 ft. and running thence N 74° 10' W 435 ft. along said flume line; thence N 76° 30' W 350 ft. along said

48N 5E 13,24,25,35

flume line and thence N 79° 10' W 705 ft. along said flume line to a point on the W endline of said Curragh Buck Lode mining claim, whence the SW corner thereof bears S 4° 10' W 165 ft., as the same is more particularly described in that certain deed from the Vindicator Mining Co. to National Copper Mining Company, Limited dated December 3, 1913, and recorded December 5, 1913 in Book 45 of Deeds at page 365 thereof of the records of Shoshone County, Idaho;

ALSO, a right-of-way for a flume described as follows:

A strip of land 25 ft. in width on either side of a line described as follows, to-wit: Beginning at a point whence the NW section corner of the NW 1/4 of Sec. 31, Twp. 48 N., R. 6 E. B. M., bears N 1800 ft. and running thence S 71° 50' E 216 ft. and thence S 84° 25' E 300 ft., it being the intention of this conveyance to grant to the National Copper Mining Company, Limited an easement 50 ft. in width, 25 ft. on either side of the center line as above described, and more particularly described in that certain deed from Maude E. Goldensmith to National Copper Mining Company, Limited, dated August 21, 1913 and recorded January 17, 1914, in Book 45 of Deeds at page 450 thereof of the records of Shoshone County, Idaho;

AND ALSO, any and all other rights-of-way, easements, tunnel rights, water rights of every kind, character and description now owned by the National Copper Mining Company, Limited, or in which it may have an interest, whether the same has been acquired by operation of law or otherwise, and located in Hunter Mining District, Shoshone County, Idaho;

TOGETHER with all the dips, spurs and angles, and also, all the metals, ores, gold and silver-bearing quartz, rock and earth therein, and all the rights, privileges and franchises thereto incident,

appendant and appurtenant, or therewith usually had or enjoyed; and also, all and singular, the tenements, hereditaments and appurtenances thereunto belonging, or in anywise appertaining, and the rents, issues and profits thereof; and also, all the estate, right, title, interest, property, possession, claim and demand whatsoever, as well in law as in equity of said party of the first part, of, in or to said premises and every part and parcel thereof, with appurtenances.

TO HAVE AND TO HOLD, all and singular, the said premises, together with the appurtenances and privileges thereto incident, unto said party of the second part, its successors and assigns forever.

IN WITNESS WHEREOF said National Copper Mining Company, Limited, by resolution of its Board of Directors adopted in pursuance of resolutions adopted by its shareholders, has caused these presents to be subscribed by its Vice-President and Secretary and its corporate name and seal to be hereunto affixed this the day and year first above written.

NATIONAL COPPER MINING COMPANY, LIMITED

By F. M. Rothschild
Vice President

ATTEST:

Henry Buchmeister
Asst. Secretary



STATE OF IDAHO

County of Shoshone

} ss.

On this 16th day of December, A. D. 1943, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared F. M. ROTHROCK, personally known to me to be the Vice-President of the National Copper Mining Company, Limited, the corporation that executed the within and foregoing instrument and acknowledged to me that such corporation 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 first above written.

Alpha H. Hogan
Notary Public for the State of
Idaho, residing at Wallace, Idaho

State of Idaho



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

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

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,

1,855,711 $\frac{1}{2}$ 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

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:

NAME OF DIRECTORS

RESIDENCE

Henry L. Day
F. M. Rothrock
Paul B. Jessup
Wray D. Farmin
Eleanor Day Boyce
Clarence I. Paulsen
F. Wallace Rothrock

Wallace, Idaho.
Spokane, Wash.
Wallace, Idaho.
Spokane, Wash.
Wallace, Idaho.
Spokane, Wash.
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:

OFFICE

NAME

RESIDENCE

President
Vice-President
Vice-President
Secretary
Treasurer
Asst. Secretary
Asst. Treasurer
Comptroller

Henry L. Day
F. M. Rothrock
Paul B. Jessup
S. F. Heitfeld
S. F. Heitfeld
R. W. Anno
R. W. Anno
Paul B. Jessup

Wallace, Idaho.
Spokane, Wash.
Wallace, Idaho.
Wallace, Idaho.
Wallace, Idaho.
Wallace, Idaho.
Wallace, Idaho.
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

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

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

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.

B. Chanerley Bayne
H. Walter Edruch!
H. B. B. B. B.
Paul B. B. B.
F. M. B. B. B.
H. B. B. B. B.
H. B. B. B. B.

[Signature]

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

For HERCULES MINING COMPANY

By Edward Day Boyce
Mary Day Ellis
Paul B. [unclear]
Clarence J. Paulsen
F. M. Rotherick
Henry L. Day
A. [unclear]

ATTEST:

[Signature]
Secretary

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

For SHERMAN LEAD COMPANY

By [Signature]
[Signature]
Paul B. [unclear]
F. M. Rotherick
Henry L. Day

ATTEST:

[Signature]
Secretary

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

For MONITOR MINING COMPANY

By [Signature]
[Signature]
F. M. Rotherick
Henry L. Day
A. [unclear]

ATTEST:

[Signature]
Secretary

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

For DAYROCK MINING COMPANY

By Eleanor Day Boyce
H. Wallace Colburn
F. W. Rotrock
Henry L. Day
A. Knicker
Constituting a majority of the
Board of Directors of the
Dayrock Mining Company.

ATTEST:

A. Knicker
Secretary

For KING MINING COMPANY

By A. Knicker
R. W. Ames
Henry L. Day
F. W. Rotrock
Paul B. Jennings
Constituting a majority of the
Board of Directors of the
King Mining Company.

ATTEST:

R. W. Ames
Secretary

For STANLEY MINING COMPANY

By A. Knicker
Paul B. Jennings
F. W. Rotrock
Henry L. Day
Constituting a majority of the
Board of Directors of the
Stanley Mining Company.

ATTEST:

A. Knicker
Secretary

For DULUTH MINING COMPANY

By A. Knicker
F. W. Rotrock
Henry L. Day
Henry B. Buhse

By

Secretary

By

~~SECRET~~

By

100

Constituting a majority of the
Board of Directors of Crystal

For TREASURE VAULT MINING COMPANY,
LIMITED

By Paul B. [Signature]
Henry L. Day
[Signature]
[Signature]
Paul B. [Signature]
Constituting a majority of the
Board of Directors of the
Treasure Vault Mining Company,
Limited.

ATTEST:

[Signature]
Secretary

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 ~~unanimously~~ 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 ~~unanimously~~ 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:

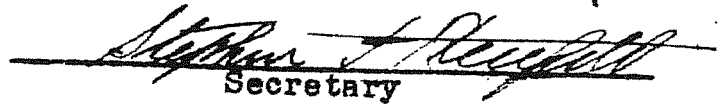
1. That the foregoing agreement for consolidation of said company was made by the Directors thereof at the duly convened meeting called for that purpose.

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.

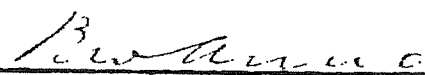
2. That the said agreement was duly submitted to the stockholders of said King Mining Company at a meeting thereof

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:

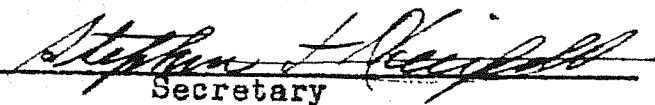
1. That the foregoing agreement for consolidation of said company was made by the Directors thereof at the duly convened meeting called for that purpose.

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.

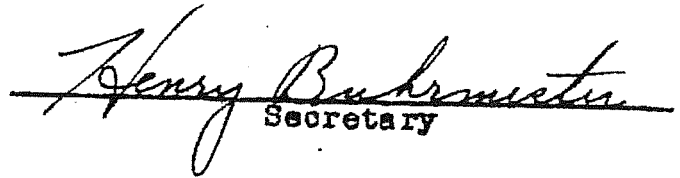

Secretary

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

I, 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.

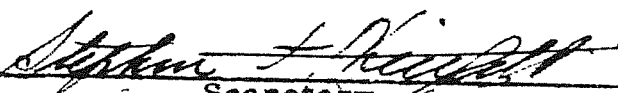
2. That the said agreement was duly submitted to the stockholders of said Crystal Lead Mines Company, at a meeting thereof called for the purpose of taking the same into consid-

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.

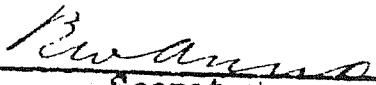
2. That the said agreement was duly submitted to the

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

TAMARACK & CUSTER CONSOLIDATED MINING
COMPANY

ATTEST:

A. H. Smith
Secretary

By *Henry L. Day*
President

HERCULES MINING COMPANY

ATTEST:

A. H. Smith
Secretary

By *Henry L. Day*
President

SHERMAN LEAD COMPANY

ATTEST:

A. H. Smith
Secretary

By *Henry L. Day*
President

DAYROCK MINING COMPANY

ATTEST:

A. H. Smith
Secretary

By *F. M. Rothrock*
President

MONITOR MINING COMPANY

ATTEST:

A. H. Smith
Secretary

By *Henry L. Day*
President

KING MINING COMPANY

ATTEST:

B. W. Quinn
Secretary

By *Henry L. Day*
President

STANLEY MINING COMPANY

ATTEST:

A. H. Smith
Secretary

By *Henry L. Day*
President

DULUTH MINING COMPANY

ATTEST:

Henry B. Brewster
Secretary

By Henry L. Day
President

HAPPY DAY MINING COMPANY, LIMITED

ATTEST:

B. W. Adams
Secretary

By Henry L. Day
President

WESTERN UNION MINING COMPANY

ATTEST:

A. B. Smith
Secretary

By Henry L. Day
President

CRYSTAL LEAD MINES COMPANY

ATTEST:

A. B. Smith
Secretary

By Henry L. Day
President

TREASURE VAULT MINING COMPANY, LTD.

ATTEST:

B. W. Adams
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 company.

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, 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 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, 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)
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, 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)
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 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)
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 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)
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 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 HALPY 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)
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 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.

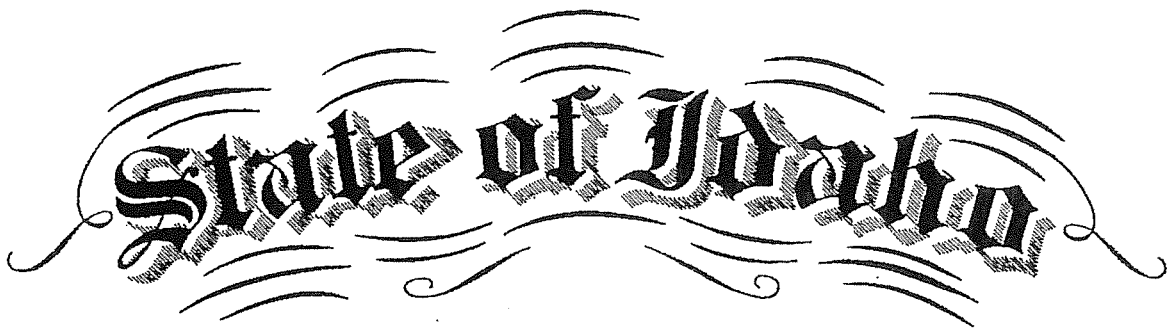
Kathryn A. Eichwald
Notary Public in and for the State
of Idaho, residing at Wallace.

STATE OF IDAHO)
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 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 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.



CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of Merger of _____

DAY MINES, INC., an Idaho corporation

into HECLA-DAY MINING CORPORATION, an Idaho corporation,

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

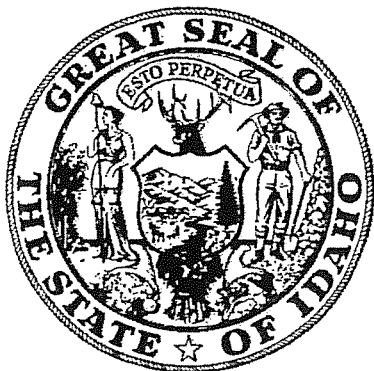
ACCORDINGLY and by virtue, of the authority vested in me by law, I issue this certificate of

Merger

, and attach hereto a duplicate original of the Articles of

Merger

Dated October 20, 19 81.



SECRETARY OF STATE

Corporation Clerk

State of Idaho

Department of State

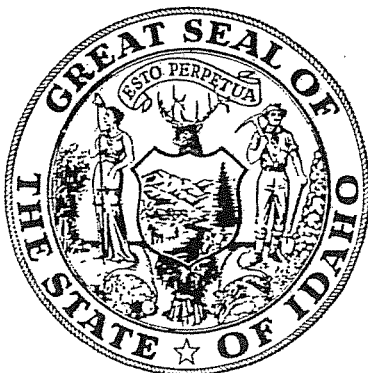
CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of Merger of _____
HECLA-DAY MINING CORPORATION, an Idaho corporation

into HECLA MINING COMPANY, a Washington Corporation,
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue, of the authority vested in me by law, I issue this certificate of
Merger, and attach hereto a duplicate original of the Articles of
Merger.

Dated August 3, 19 82.



Pete T. Cenarrusa

SECRETARY OF STATE

Debra Sumantel
Corporation Clerk



Department of State.

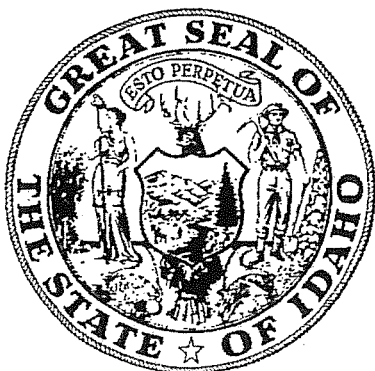
**CERTIFICATE OF AUTHORITY
OF**

HECLA MINING COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **HECLA MINING COMPANY** for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **HECLA MINING COMPANY** to transact business in this State under the name **HECLA MINING COMPANY** and attach hereto a duplicate original of the Application for such Certificate.

Dated **July 11, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Hecla Mining Company
2. *The name which it shall use in Idaho is Hecla Mining Company
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is March 21, 1983 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 306 State St., c/o United States Corporation Company, Dover, DE 19901
6. The address to which correspondence should be addressed, if different from that in item 5 P.O. Box 320, Seventh & Cedar Streets, Wallace, Idaho 83873
7. The street address of its proposed registered office in Idaho is Seventh & Cedar Streets
Wallace, Idaho, and the name of its proposed registered agent in Idaho at that address is William J. Grismer
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Minerals exploration, development and mining

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
PLEASE SEE ATTACHMENT		

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
30,000,000	Common	\$.25
5,000,000	Preferred	\$.25

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>18,740,696</u>	<u>Common</u>	<u>\$.25</u>
<u>0</u>	<u>Preferred</u>	

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated May 25, 1983.

Hecla Mining Company
By William J. Grismer
William J. Grismer
Its Vice President - Finance
and Michael B. White
Michael B. White
Its Asst. Secretary

STATE OF IDAHO)
COUNTY OF SHOSHONE) ss:

I, Evelyn L. Kenyon, a notary public, do hereby certify that on
this 25th day of May, 1983, personally appeared before
me William J. Grismer, who being by me first duly sworn, declared that he
is the Vice President - Finance of Hecla Mining Company.

that he signed the foregoing document as Vice President- of the corporation and that the
statements therein contained are true. Finance

Evelyn L. Kenyon
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

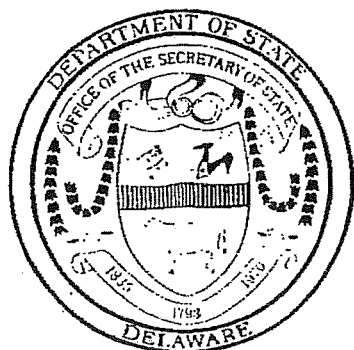


SECRETARY OF STATE

State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Incorporation
filed in this office on March 21, 1983



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *M. T. [Signature]*

DATE: June 16, 1983

**CERTIFICATE OF INCORPORATION
OF HECLA MINING COMPANY**

(a Delaware corporation)

FILED

MAR 21 1983 4 PM

Wm C. Kuylen
CLERK OF STATE

ARTICLE I

NAME

The name of the Corporation shall be HECLA MINING COMPANY.

ARTICLE II

REGISTERED OFFICE

The address of the registered office of the Corporation in the State of Delaware is 308 South State Street in the City of Dover, County of Kent, and the name of its registered agent at that address is United States Corporation Company.

ARTICLE III

PURPOSE

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

CAPITAL STOCK

SECTION 1. Authorized Capital Stock. The Corporation shall be authorized to issue two classes of shares of capital stock to be designated, respectively, "Preferred Stock" and "Common Stock"; the total number of shares of capital stock which the Corporation shall have authority to issue is 35,000,000; the total number of shares of Preferred Stock shall be 5,000,000, and each such share shall have a par value of \$0.25; the total number of shares of Common Stock shall be 30,000,000, and each such share shall have a par value of \$0.25.

SECTION 2. Issuance of Preferred Stock. Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (hereinafter referred to in this Certificate of Incorporation as the "Board") is hereby authorized to fix the voting rights, if any, designations, powers, preferences and the relative, participating, optional or other rights, if any, and the qualifications, limitations or restrictions thereof, of any unissued series of Preferred Stock; and to fix the number of shares constituting such series, and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding).

SECTION 3. No Pre-Emptive Rights. Without limiting the power of the Corporation to grant such rights by private contract, no holders of stock of the Corporation shall be entitled as such, as a matter of right, to the pre-emptive right to purchase or subscribe for any stock which the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation and whether out of unissued shares authorized by this Certificate of Incorporation as originally filed, or by any amendment hereof, or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor performed, personal property of any kind, including securities of other corporations, real property or interest therein, nor shall any holder of any shares of the capital stock of the Corporation be entitled as such, as a matter of right to purchase or subscribe for any obligation which the Corporation may issue or sell which shall be attached or appurtenant to any warrant or warrants or any other instrument or instruments that shall confer upon the holder or holders of such obligation the right to subscribe for or purchase from the Corporation any shares of its capital stock.

SECTION 4. Voting Rights. Except as otherwise provided by law or by the resolution or resolutions adopted by the Board designating the rights, powers and preferences of any series of Preferred Stock, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes, each holder of the Common Stock being entitled to one vote for each share held. Whenever this Certificate of Incorporation or the By-Laws of the Corporation shall require the affirmative vote of the holders of at least 50% of the voting power of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors (such capital stock is hereinafter referred to in this Certificate of Incorporation as "Voting Stock"), voting together as a single class, for the taking of corporate action: (i) such affirmative vote shall be in addition to any other affirmative vote required by law or by the resolution or resolutions designating the rights, powers and preferences of any outstanding series of Preferred Stock; and (ii) each outstanding share of Common Stock shall be entitled to one vote and each outstanding share of each series of Preferred Stock which is Voting Stock shall be entitled to the number of votes to which it is generally entitled, pursuant to the resolution or resolutions designating the rights, powers and preferences of such series of Preferred Stock, in the election of directors.

ARTICLE V.

By-Laws

In furtherance and not in limitation of the powers conferred by law, the Board is expressly authorized to make, repeal, alter, amend and rescind the By-Laws of the Corporation by a majority vote of the entire Board at any regular or special meeting of the Board; *provided, however, that, notwithstanding anything contained in this Certificate of Incorporation or the By-Laws of the Corporation to the contrary, the affirmative vote of the holders of at least 80% of the voting power of the then outstanding shares of Voting Stock, voting together as a single class, shall be required to (i) alter, amend or repeal any provision of the By-Laws which is substantially identical to and/or implements the last sentence of Article IV, or Articles VI, VII or VIII, of this Certificate of Incorporation or (ii) alter, amend or repeal any provision of this proviso to Article V.*

ARTICLE VI

BOARD OF DIRECTORS

SECTION 1. Number, Election and Terms. The business and affairs of the Corporation shall be managed under the direction of a Board of Directors which, subject to any right of the holders of any series of Preferred Stock then outstanding to elect additional directors under specified circumstances, shall consist of not less than five nor more than nine persons. The exact number of directors within the minimum and maximum limitations specified in the preceding sentence shall be fixed from time to time by the Board pursuant to a resolution adopted by a majority of the entire Board. The directors shall be divided into three classes, as nearly equal in number as possible, with the term of office of the first class to expire at the 1984 Annual Meeting of Shareholders, the term of office of the second class to expire at the 1985 Annual Meeting of Shareholders and the term of office of the third class to expire at the 1986 Annual Meeting of Shareholders. At each Annual Meeting of Shareholders following such initial classification and election, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding Annual Meeting of Shareholders after their election.

SECTION 2. Newly Created Directorships and Vacancies. Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled only by a majority vote of the directors then in office, and directors so chosen shall hold office for a term expiring at the Annual Meeting of Shareholders at which the term of the class to which they have been elected expires. No decrease in the number of directors constituting the Board shall shorten the term of any incumbent director.

SECTION 3. Removal. Subject to the rights of the holders of any series of Preferred Stock then outstanding, any director, or the entire Board, may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of at least 50% of the voting power of the then outstanding shares of the Voting Stock, voting together as a single class.

SECTION 4. Amendment, Repeal, etc. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 50% of the voting power of the then outstanding shares of Voting Stock, voting together as a single class, shall be required to alter, amend or repeal this Article VI.

ARTICLE VII.

ACTIONS BY SHAREHOLDERS.

Any action required or permitted to be taken by the shareholders of the Corporation must be effected at a duly called annual or special meeting of shareholders of the Corporation and may not be effected by any consent in writing by such shareholders. Special meetings of shareholders of the Corporation may be called only by the Board pursuant to a resolution approved by a majority of the entire Board. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 50% of the voting power of the then outstanding shares of Voting Stock, voting together as a single class, shall be required to alter, amend or repeal this Article VII.

ARTICLE VIII.

CERTAIN BUSINESS COMBINATIONS

SECTION 1. Vote Required for Certain Business Combinations.

A. Higher Vote for Certain Business Combinations. Except as otherwise expressly provided in Section 2 of this Article VIII:

(i) any merger or consolidation of the Corporation or any Subsidiary (as hereinafter defined) with (a) any Interested Shareholder (as hereinafter defined) or (b) any other corporation (whether or not itself an Interested Shareholder) which is, or after such merger or consolidation would be, an Affiliate (as hereinafter defined) of an Interested Shareholder; or

(ii) any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions) to or with any Interested Shareholder or any Affiliate of any Interested Shareholder of any assets of the Corporation or any Subsidiary having an aggregate Fair Market Value (as herein defined) of \$1,000,000 or more; or

(iii) the issuance or transfer by the Corporation or any Subsidiary (in one transaction or a series of transactions) of any securities of the Corporation or any Subsidiary to any Interested Shareholder or any Affiliate of any Interested Shareholder in exchange for cash, securities or other property (or a combination thereof) having an aggregate Fair Market Value of \$1,000,000 or more; or

(iv) the adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of an Interested Shareholder or any Affiliate of any Interested Shareholder; or

(v) any reclassification of securities (including any reverse stock split), or recapitalization of the Corporation, or any merger or consolidation of the Corporation with any of its Subsidiaries or any other transaction (whether or not with or into or otherwise involving an Interested Shareholder) which has the effect, directly or indirectly, of increasing the proportionate share of the outstanding shares of any class of equity or convertible securities of the Corporation or any Subsidiary which is directly or indirectly owned by any Interested Shareholder or any Affiliate of any Interested Shareholder;

shall require the affirmative vote of the holders of at least 80% of the voting power of the then outstanding shares of Voting Stock, voting together as a single class. Such affirmative vote shall be

required notwithstanding the fact that no vote may be required, or that a lesser percentage may be specified, by law or in any agreement with any national securities exchange or otherwise.

B. *Definition of "Business Combination"*. The term "Business Combination" as used in this Article VIII shall mean any transaction which is referred to in any one or more of clauses (i) through (v) of paragraph A of this Section 1.

SECTION 2. *When Higher Vote is Not Required*. The provisions of Section 1 of this Article VIII shall not be applicable to any particular Business Combination, and such Business Combination shall require only such affirmative vote as is required by law and any resolution or resolutions designating the rights, powers and preferences of any outstanding series of Preferred Stock, if all of the conditions specified in either of the following paragraphs A and B are met (it being intended that in the case of a Business Combination not involving any cash or consideration other than cash to be received by the holders of each class or series of outstanding Voting Stock (other than Institutional Voting Stock, as hereinafter defined), the provisions of such Section 1 shall not be applicable only if the condition specified in the following paragraph A is met):

A. *Approval by Continuing Directors*. The Business Combination shall have been approved by a majority of the Continuing Directors (as hereinafter defined).

B. *Price and Procedure Requirements*. All of the following conditions shall have been met:

(i) The aggregate amount of the cash and the Fair Market Value (as hereinafter defined) as of the date of the consummation of the Business Combination of consideration other than cash to be received per share by holders of Common Stock in such Business Combination shall be at least equal to the highest of the following:

(a) (if applicable) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the Interested Shareholder for any shares of Common Stock acquired by it (1) within the two-year period immediately prior to the first public announcement of the proposal of the Business Combination (the "Announcement Date") or (2) in the transaction in which it became an Interested Shareholder, whichever is higher;

(b) the Fair Market Value per share of Common Stock on the Announcement Date or on the date on which the Interested Shareholder became an Interested Shareholder (such latter date is referred to in this Article VIII as the "Determination Date"), whichever is higher; and

(c) (if applicable) the price per share equal to the Fair Market Value per share of Common Stock on the Announcement Date or the Determination Date, whichever is higher, multiplied by the ratio of (1) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the Interested Shareholder for any shares of Common Stock acquired by it within the two-year period immediately prior to the Announcement Date to (2) the Fair Market Value per share of Common Stock on the first day in such two-year period upon which the Interested Shareholder acquired any shares of Common Stock.

(ii) The aggregate amount of the cash and the Fair Market Value as of the date of the consummation of the Business Combination of consideration other than cash to be received per share by holders of shares of any other series of outstanding Voting Stock (other than Institutional Voting Stock, as hereinafter defined) shall be at least equal to the highest of the following (it being intended that the requirements of this paragraph B(ii) shall be required to be met with respect to every series of outstanding Voting Stock (other than Institutional Voting Stock), whether or not the Interested Shareholder has previously acquired any shares of a particular series of Voting Stock):

(a) (if applicable) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the Interested Shareholder for any shares of such series of Voting Stock acquired by it (1) within the two-year period immediately prior to the Announcement Date or (2) in the transaction in which it became an Interested Shareholder, whichever is higher;

(b) (if applicable) the highest preferential amount per share to which the holders of shares of such series of Voting Stock are entitled in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

(c) the Fair Market Value per share of such series of Voting Stock on the Announcement Date or on the Determination Date, whichever is higher; and

(d) (if applicable) the price per share equal to the Fair Market Value per share of such series of Voting Stock on the Announcement Date or the Determination Date, whichever is higher, multiplied by the ratio of (1) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the Interested Shareholder for any shares of such series of Voting Stock acquired by it within the two-year period immediately prior to the Announcement Date to (2) the Fair Market Value per share of such series of Voting Stock on the first day in such two-year period upon which the Interested Shareholder acquired any shares of such series of Voting Stock.

(iii) The consideration to be received by holders of a particular class (in the case of Common Stock) or series (in the case of Preferred Stock) of outstanding Voting Stock shall be in cash or in the same form as the Interested Shareholder has previously paid for shares of such class or series of Voting Stock. If the Interested Shareholder has paid for shares of any class or series of Voting Stock with varying forms of consideration, the form of consideration for such class or series of Voting Stock shall be either cash or the form used to acquire the largest number of shares of such class or series of Voting Stock previously acquired by it.

(iv) After such Interested Shareholder has become an Interested Shareholder and prior to the consummation of such Business Combination: (a) except as approved by a majority of the Continuing Directors, there shall have been no failure to declare and pay at the regular date therefor any full quarterly dividends (whether or not cumulative) on the outstanding Preferred Stock; (b) there shall have been (1) no reduction in the annual rate of dividends paid on the Common Stock (except as necessary to reflect any subdivision of the Common Stock), except as approved by a majority of the Continuing Directors, and (2) an increase in such annual rate of dividends as necessary to reflect any reclassification (including any reverse stock split), recapitalization, reorganization or any similar transaction which has the effect of reducing the number of outstanding shares of Common Stock, unless the failure so to increase such annual rate is approved by a majority of the Continuing Directors; and (c) such Interested Shareholder shall have not become the beneficial owner of any additional shares of Voting Stock except as part of the transaction which results in such Interested Shareholder becoming an Interested Shareholder.

(v) After such Interested Shareholder has become an Interested Shareholder, such Interested Shareholder shall not have received the benefit, directly or indirectly (except proportionately as a shareholder), of any loans, advances, guarantees, pledges or other financial assistance or any tax credits or other tax advantages provided by the Corporation, whether in anticipation of or in connection with such Business Combination or otherwise.

(vi) A proxy or information statement describing the proposed Business Combination and complying with the requirements of the Securities Exchange Act of 1934 and the rules and regulations thereunder (or any subsequent provisions replacing such Act, rules or

regulations) shall be mailed to public shareholders of the Corporation at least 30 days prior to the consummation of such Business Combination (whether or not such proxy or information statement is required to be mailed pursuant to such Act or subsequent provisions).

SECTION 3. Certain Definitions. For the purposes of this Article VIII:

A. A "person" shall mean any individual, firm, corporation or other entity.

B. "Interested Shareholder" shall mean any person (other than the Corporation or any Subsidiary) who or which:

(i) is the beneficial owner, directly or indirectly, of more than 12½% of the voting power of the outstanding Voting Stock; or

(ii) is an Affiliate of the Corporation and at any time within the two-year period immediately prior to the date in question was the beneficial owner, directly or indirectly, of 12½% or more of the voting power of the then outstanding Voting Stock; or

(iii) is an assignee of or has otherwise succeeded to any shares of Voting Stock which were at any time within the two-year period immediately prior to the date in question beneficially owned by any Interested Shareholder, if such assignment or succession shall have occurred in the course of a transaction or series of transactions not involving a public offering within the meaning of the Securities Act of 1933.

C. A person shall be a "beneficial owner" of any Voting Stock:

(i) which such person or any of its Affiliates or Associates (as hereinafter defined) beneficially owns, directly or indirectly; or

(ii) which such person or any of its Affiliates or Associates has (a) the right to acquire (whether such right is exercisable immediately or only after the passage of time), pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or (b) the right to vote pursuant to any agreement, arrangement or understanding; or

(iii) which are beneficially owned, directly or indirectly, by any other person with which such person or any of its Affiliates or Associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of any shares of Voting Stock.

D. For the purposes of determining whether a person is an Interested Shareholder pursuant to paragraph B of this Section 3, the number of shares of Voting Stock deemed to be outstanding shall include shares deemed owned through application of paragraph C of this Section 3 but shall not include any other shares of Voting Stock which may be issuable pursuant to any agreement, arrangement or understanding, or upon exercise of conversion rights, warrants or options, or otherwise.

E. "Affiliate" or "Associate" shall have the respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as in effect on March 1, 1983.

F. "Subsidiary" means any corporation of which a majority of any class of equity security is owned, directly or indirectly, by the Corporation; provided, however, that for the purposes of

the definition of Interested Shareholder set forth in paragraph B of this Section 3, the term "Subsidiary" shall mean only a corporation of which a majority of each class of equity security is owned, directly or indirectly, by the Corporation.

G. "Continuing Director" means any member of the Board who is unaffiliated with the Interested Shareholder and was a member of the Board prior to the time that the Interested Shareholder became an Interested Shareholder, and any successor of a Continuing Director who is unaffiliated with the Interested Shareholder and is recommended to succeed a Continuing Director by a majority of Continuing Directors then on the Board.

H. "Fair Market Value" means: (i) in the case of stock, the highest closing sale price during the 30-day period immediately preceding the date in question of a share of such stock on the Composite Tape for New York Stock Exchange — Listed Stocks, or, if such stock is not quoted on the Composite Tape, on the New York Stock Exchange, or, if such stock is not listed on such Exchange, on the principal United States securities exchange registered under the Securities Exchange Act of 1934 on which such stock is listed, or, if such stock is not listed on any such exchange, the highest closing bid quotation with respect to a share of such stock during the 30-day period preceding the date in question on the National Association of Securities Dealers, Inc. Automated Quotations System or any system then in use, or if no such quotations are available, the fair market value on the date in question of a share of such stock as determined by the Board in good faith; and (ii) in the case of property other than cash or stock, the fair market value of such property on the date in question as determined by the Board in good faith.

I. "Institutional Voting Stock" shall mean any series of Voting Stock which was issued to and continues to be held solely by one or more insurance companies, pension funds, commercial banks, savings banks or similar financial institutions or institutional investors.

J. In the event of any Business Combination in which the Corporation survives, the phrase "consideration other than cash to be received" as used in Section 2 of this Article VIII shall include the shares of Common Stock and/or the shares of any series of outstanding Voting Stock retained by the holders of such shares.

SECTION 4. Powers of the Board of Directors. A majority of the directors of the Corporation shall have the power and duty to determine for the purposes of this Article VIII, on the basis of information known to them after reasonable inquiry, (A) whether a person is an Interested Shareholder, (B) the number of shares of Voting Stock beneficially owned by any person, (C) whether a person is an Affiliate or Associate of another, (D) whether a series of Voting Stock is Institutional Voting Stock and (E) whether the assets which are the subject of any Business Combination have, or the consideration to be received for the issuance or transfer of securities by the Corporation or any Subsidiary in any Business Combination has, an aggregate Fair Market Value of \$1,000,000 or more.

SECTION 5. No Effect on Fiduciary Obligations of Interested Shareholders. Nothing contained in this Article VIII shall be construed to relieve any Interested Shareholder from any fiduciary obligation imposed by law.

SECTION 6. Amendment, Repeal, etc. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 50% of the voting power of the then outstanding shares of the Voting Stock, voting together as a single class, shall be required to alter, amend or repeal this Article VIII.

ARTICLE IX

AMENDMENT OF CERTIFICATE OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on shareholders herein are granted subject to this reservation. Notwithstanding the foregoing, the provisions set forth in the last sentence of Article IV, and in Articles VI, VII and VIII, may not be altered, amended or repealed in any respect unless such alteration, amendment or repeal is approved as specified in each thereof.

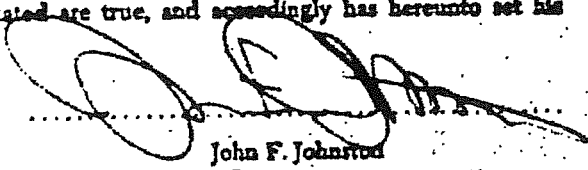
ARTICLE X

INCORPORATOR

The name and mailing address of the incorporator of the Corporation is:

John F. Johnston
P.O. Box 1347
Wilmington, Delaware 19599

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware and in pursuance of the Delaware General Corporation Law, does make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set his hand this 2nd day of March, 1953.



John F. Johnston
Incorporator

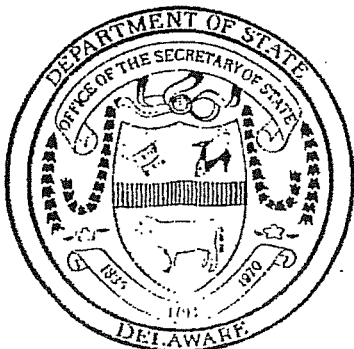


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Merger
filed in this office on June 7, 1983.



Handwritten signature of Glenn C. Kenton.

Glenn C. Kenton, Secretary of State

BY: Handwritten signature of J. Ward.

DATE: June 7, 1983

CERTIFICATE OF MERGER

OF

HECLA MINING COMPANY,
a Washington Corporation

INTO

HECLA MINING COMPANY
a Delaware Corporation

Pursuant to Section 252 of the
Delaware General Corporation Law

Pursuant to the provisions of Section 252(c) of the General Corporation Law of the State of Delaware, the undersigned corporation organized and existing under and by virtue of the General Corporation Law does hereby certify:

FIRST: The name and state of incorporation of each of the constituent corporations to the merger are:

<u>Name</u>	<u>State of Incorporation</u>
Hecla Mining Company	Delaware
Hecla Mining Company	Washington

SECOND: An Agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 (c) of the General Corporation Law of the State of Delaware.

THIRD: Hecla Mining Company, A Delaware corporation, shall be the surviving corporation.

FOURTH: The Certificate of Incorporation of Hecla Mining Company, a Delaware corporation, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed agreement and plan of merger is on file at the principal place of business of the surviving corporation, the address of which is P. O. Box 320, Wallace, Idaho 83873.

SIXTH: A copy of the agreement and plan of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of Hecla Mining Company, a Washington corporation, is 1,000,000 shares of Preferred Stock, no stated value, and 30,000,000 shares of Common Stock, par value \$.25 per share.

DATED: June 3, 1983

HECLA MINING COMPANY
a Delaware corporation

By


Vice President - Finance

ATTEST:

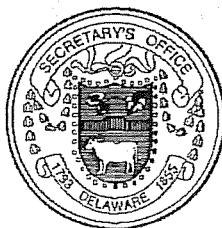

Assistant Secretary

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER OF "HECLA MINING COMPANY", CHANGING ITS NAME FROM "HECLA MINING COMPANY" TO "HECLA LIMITED", FILED IN THIS OFFICE ON THE EIGHTH DAY OF NOVEMBER, A.D. 2006, AT 2:19 O'CLOCK P.M.



2005211 8100

070005644

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5323934

DATE: 01-03-07

AGREEMENT AND PLAN OF REORGANIZATION

This AGREEMENT AND PLAN OF REORGANIZATION ("Agreement"), dated as of November 8, 2006, is among Hecla Mining Company, a Delaware corporation (the "Company"), Hecla Holdings Inc., a Delaware corporation and a direct, wholly-owned subsidiary of the Company ("Holdings"), and Hecla Merger Sub Inc., a Delaware corporation and a direct, wholly-owned subsidiary of Holdings ("Merger Sub").

RECITALS

WHEREAS, as of the close of business on November 6, 2006, the authorized capital stock of the Company consisted of (i) 400,000,000 shares of common stock, par value \$0.25 per share ("Company Common Stock"), of which 119,516,124 shares were issued and outstanding, 3,096,963 shares were reserved for issuance under the Option Plans (as defined below) and upon exercise of outstanding Options (as defined below), and 57,333 shares were held in treasury, and (ii) 5,000,000 shares of preferred stock, par value \$0.25 per share ("Company Preferred Stock"), of which 157,816 shares were issued and outstanding.

WHEREAS, as of the date hereof, the authorized capital stock of Holdings consists of (i) 400,000,000 shares of common stock, par value \$0.25 per share (the "Holdings Common Stock"), of which 1,000 shares are issued and outstanding and no shares are held in treasury, and (ii) 5,000,000 shares of preferred stock, par value \$0.25 per share (the "Holdings Preferred Stock"), of which no shares are issued and outstanding.

WHEREAS, as of the date hereof, the authorized capital stock of Merger Sub consists of 1,000 shares of common stock, par value \$0.25 per share ("Merger Sub Common Stock"), of which 1,000 shares are issued and outstanding and no shares are held in treasury.

WHEREAS, the designations, rights, powers and preferences, and the qualifications, limitations and restrictions thereof, of the Holdings Preferred Stock and the Holdings Common Stock are the same as those of the Company Preferred Stock and the Company Common Stock, respectively.

WHEREAS, the Certificate of Incorporation and the Bylaws of Holdings immediately after the Effective Time (as hereinafter defined) will contain provisions identical to the Certificate of Incorporation and the Bylaws of the Company immediately before the Effective Time (other than with respect to matters excepted by Section 251(g) of the General Corporation Law of the State of Delaware (the "DGCL")).

WHEREAS, the directors of the Company immediately prior to the Merger (as hereinafter defined) will be the directors of Holdings as of the Effective Time.

WHEREAS, the officers of the Company immediately prior to the Merger will be the officers of Holdings as of the Effective Time.

WHEREAS, Holdings and Merger Sub are newly formed Delaware corporations organized for the purpose of participating in the transactions herein contemplated.

WHEREAS, the Company desires to create a new holding company structure by merging Merger Sub with and into the Company with the Company being the surviving corporation and converting each outstanding share of Company Common Stock into one share of Holdings Common Stock, and each outstanding share of Company Preferred Stock into one share of Holdings Preferred Stock, all in accordance with the terms of this Agreement.

WHEREAS, the Boards of Directors of Holdings, Merger Sub and the Company have approved this Agreement and the merger of Merger Sub with and into the Company upon the terms and subject to the conditions set forth in this Agreement (the "Merger").

WHEREAS, pursuant to authority granted by the Board of Directors of the Company, the Company will, immediately prior to the Effective Time, contribute to the capital of Holdings any shares of Company Common Stock then held by the Company in its treasury.

WHEREAS, the parties intend, by executing this Agreement, to adopt a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "Code"), and to cause the Merger to qualify as a reorganization under the provisions of Section 368(a) of the Code.

NOW, THEREFORE, in consideration of the premises and the covenants and agreements contained in this Agreement, and intending to be legally bound hereby, the Company, Holdings and Merger Sub hereby agree as follows:

ARTICLE I. THE MERGER

Section 1.1 The Merger. In accordance with Section 251(g) of the DGCL and subject to and upon the terms and conditions of this Agreement, Merger Sub shall, at the Effective Time, be merged with and into the Company, the separate corporate existence of Merger Sub shall cease and the Company shall continue as the surviving corporation. The Company as the surviving corporation after the Merger is hereinafter sometimes referred to as the "Surviving Corporation." At the Effective Time, the effect of the Merger shall be as provided in Section 259 of the DGCL.

Section 1.2 Effective Time. The Merger shall become effective upon the filing of a copy of this Agreement or a Certificate of Merger relating hereto with the Secretary of State of the State of Delaware (the time of such filing being referred to herein as the "Effective Time").

Section 1.3 Amended Certificate of Incorporation of the Surviving Corporation. From and after the Effective Time, the Certificate of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be amended as set forth below, and as so amended, shall thereafter continue in full force and effect as the certificate of incorporation of the Surviving Corporation until thereafter amended as provided by law, and as so amended, shall constitute the Amended Certificate of Incorporation of the Surviving Corporation.

(a) Article I shall be amended in its entirety to read as follows:

“The name of the Corporation shall be HECLA LIMITED”.

(b) Article IV thereof shall be amended so that the first paragraph reads in its entirety as follows:

“The aggregate number of all classes of shares which the Corporation shall have the authority to issue is one thousand (1,000) shares of common stock, par value \$0.25 per share (the “Common Stock”).”

(c) Article XI shall be restated so as to read in its entirety as follows:

“Any act or transaction by or involving the Corporation, other than the election or removal of directors of the Corporation, that requires for its adoption under the General Corporation Law of the State of Delaware or this certificate of incorporation the approval of the stockholders of the Corporation shall, pursuant to Section 251(g) of the General Corporation Law of the State of Delaware, require, in addition, the approval of the stockholders of Hecla Holdings Inc., a Delaware corporation, or any successor thereto by merger, by the same vote that is required by the General Corporation Law of the State of Delaware and/or this certificate of incorporation.”

Section 1.4 Bylaws. From and after the Effective Time, the Bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided therein or by applicable law.

Section 1.5 Directors. The directors of the Company immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation and will hold office from the Effective Time until their successors are duly elected or appointed and qualified in the manner provided in the Certificate of Incorporation and the Bylaws of the Surviving Corporation or as otherwise provided by law.

Section 1.6 Officers. The officers of the Company immediately prior to the Effective Time shall be the initial officers of the Surviving Corporation and will hold office from the Effective Time until their successors are duly elected or appointed and qualified in the manner provided in the Certificate of Incorporation and the Bylaws of the Surviving Corporation or as otherwise provided by law.

Section 1.7 Additional Actions. Subject to the terms of this Agreement, the parties hereto shall take all such reasonable and lawful action as may be necessary or appropriate in order to effectuate the Merger and to comply with the requirements of Section 251(g) of the DGCL. If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of either of Merger Sub or the Company acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger or otherwise to carry out this Agreement, the officers and directors of the Surviving Corporation shall be authorized to execute and deliver, in the name and on behalf of each of Merger Sub and the Company, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of each of Merger Sub and the Company or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Corporation or otherwise to carry out this Agreement.

Section 1.8 Conversion of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of Holdings, Merger Sub, the Company or the holder of any of the following securities:

(a) Each share of Company Common Stock issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive one duly issued, fully paid and nonassessable share of Holdings Common Stock.

(b) Each share of Company Preferred Stock issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive one duly issued, fully paid and nonassessable share of Holdings Preferred Stock.

(c) Each share of Merger Sub Common Stock issued and outstanding immediately prior to the Effective Time shall be converted into and thereafter represent one duly issued, fully paid and nonassessable share of common stock, par value \$0.25 per share, of the Surviving Corporation.

(d) Each share of Holdings Common Stock owned by the Company immediately prior to the Merger shall automatically be canceled and retired and shall cease to exist.

(e) From and after the Effective Time, holders of certificates formerly evidencing Company Common Stock and Company Preferred Stock shall cease to have any rights as stockholders of the Company, except as provided by law; provided, however, that such holders shall have the rights set forth in Section 1.9 herein.

Section 1.9 No Surrender of Certificates; Stock Transfer Books. At the Effective Time, the designations, rights, powers and preferences, and qualifications, limitations and restrictions thereof, of the capital stock of Holdings will, in each case, be identical with those of the Company immediately prior to the Effective Time. Accordingly, until thereafter surrendered for transfer or exchange in the ordinary course, each outstanding certificate that, immediately prior to the Effective Time, evidenced Company Common Stock and Company Preferred Stock shall, from the Effective Time, be deemed and treated for all corporate purposes to evidence the ownership of the same number of shares of Holdings Common Stock and Holdings Preferred Stock, respectively.

Section 1.10 Plan of Reorganization. This Agreement is intended to constitute a “plan of reorganization” within the meaning of Treasury Regulation Section 1.368-2(g). Each party hereto shall use its commercially reasonable efforts to cause the Merger to qualify, and will not knowingly take any actions or cause any actions to be taken which could reasonably be expected to prevent the Merger from qualifying, as a reorganization within the meaning of Section 368(a) of the Code.

ARTICLE II.

ACTIONS TO BE TAKEN IN CONNECTION WITH THE MERGER

Section 2.1 Assumption of Options. At the Effective Time, all unexercised and unexpired options to purchase Company Common Stock (“Options”) then outstanding, under the Hecla Mining Company 1995 Stock Incentive Plan (the “1995 Plan”) and Hecla Mining Company Key Employee Deferred Compensation Plan (the “2002 Plan” and, together with the 1995 Plan, the “Option Plans”), and any other plans of the Company in existence as of the Effective Time, which allows the purchase or grant of Company Common Stock, whether or not then exercisable, will be assumed by Holdings. Each Option so assumed by Holdings under this Agreement will continue to have, and be subject to, the same terms and conditions as set forth in the applicable Option Plan and any agreements thereunder immediately prior to the Effective Time (including, without limitation, the vesting schedule (without acceleration thereof by virtue of the Merger and the transactions contemplated hereby) and per share exercise price, except that each Option will be exercisable (or will become exercisable in accordance with its terms) for that number of shares of Holdings Common Stock equal to the number of shares of Company Common Stock that were subject to such Option immediately prior to the Effective Time. The conversion of any Options which are “incentive stock options” within the meaning of Section 422 of the Code into options to purchase Holdings Common Stock shall be made in a manner consistent with Section 424(a) of the Code so as not to constitute a “modification” of such Options within the meaning of Section 424 of the Code.

Section 2.2 Assumption of Option Plans, Stock Incentive Plans and Other Agreements. Holdings and the Company hereby agree that they will, at or promptly following the Effective Time, execute, acknowledge and deliver an assignment and assumption agreement (the "Assignment and Assumption Agreement") pursuant to which, from and after the Effective Time, the Company will assign to Holdings, and Holdings will assume and agree to perform, all obligations of the Company pursuant to: (i) Option Plans; (ii) any other employee and executive compensation plans pursuant to which the Company is obligated to, or may issue equity securities to its directors, officers, or employees (collectively, all such plans are listed on Schedule A hereto and are referred to as "Stock Incentive Plans"); (iii) each stock option agreement and/or similar agreement entered into pursuant to the Option Plans or the Stock Incentive Plans, and each outstanding Option granted thereunder; and (iv) the other agreements (the "Other Agreements") listed on Schedule A hereto. At the Effective Time, the Option Plans, Stock Incentive Plans and the Other Agreements shall each be automatically amended as necessary to provide that references to the Company in such agreements shall be read to refer to Holdings.

Section 2.3 Reservation of Shares. On or prior to the Effective Time, Holdings will reserve sufficient shares of Holdings Common Stock to provide for the issuance of Holdings Common Stock under the Option Plans and the Stock Incentive Plans, including upon exercise of the Options outstanding under the Option Plans.

ARTICLE III. CONDITIONS OF MERGER

Section 3.1 Conditions Precedent. The obligations of the parties to this Agreement to consummate the Merger and the transactions contemplated by this Agreement shall be subject to fulfillment or waiver by the parties hereto at or prior to the Effective Time of each of the following conditions:

(a) No order, statute, rule, regulation, executive order, injunction, stay, decree, judgment or restraining order that is in effect shall have been enacted, entered, promulgated or enforced by any court or governmental or regulatory authority or instrumentality which prohibits or makes illegal the consummation of the Merger or the transactions contemplated hereby.

(b) The Board of Directors of the Company shall have received evidence in form and substance reasonably satisfactory to it indicating that holders of Company Common Stock and Company Preferred Stock will not recognize gain or loss for United States federal income tax purposes as a result of the merger.

(c) All third party consents and approvals required, or deemed by the Board of Directors of the Company advisable, to be obtained under any note, bond, mortgage, deed of trust, security interest, indenture, lease, license, contract, agreement, exchange membership, exchange allocation, plan or instrument or obligation to which the Company

or any subsidiary or affiliate of the Company is a party, or by which the Company or any subsidiary or affiliate of the Company, or any property of the Company or any subsidiary or affiliate of the Company may be bound, in connection with the Merger and the transactions contemplated thereby, shall have been obtained by the Company or its subsidiary or affiliate, as the case may be.

ARTICLE IV. COVENANTS

Section 4.1 Election of Directors. Effective as of the Effective Time, the Company, in its capacity as the sole stockholder of Holdings, will, if necessary to comply with Section 251(g) of the DGCL, cause the board of directors of the Holdings to effect such amendments to the bylaws of Holdings as are necessary to increase the number of directors of Holdings to equal the number of directors of the Company immediately prior to the Effective Time, remove each of the then directors of Holdings, and elect each person who is then a member of the board of directors of the Company as a director of Holdings, each of whom shall serve until his successor shall have been elected and qualified in accordance with the Certificate of Incorporation of Holdings.

Section 4.2 The Option Plans and the Stock Incentive Plans. The Company and Holdings will take or cause to be taken all actions necessary or desirable in order for Holdings to assume the Option Plans and the Stock Incentive Plans, each stock option or similar agreement entered into pursuant thereto, and each Option granted thereunder, all to the extent deemed appropriate by the Company and Holdings and permitted under applicable law.

Section 4.3 Insurance. Holdings shall procure insurance or cause the execution of the insurance policies of the Company such that, upon consummation of the Merger, Holdings shall have insurance coverage that is substantially identical to the insurance coverage held by the Company immediately prior to the Merger.

Section 4.4 Assumption of Agreements. The Company and Holdings will take or cause to be taken all actions necessary or desirable in order for Holdings to assume and perform the obligations of the Company under the Other Agreements, all to the extent deemed appropriate by the Company and Holdings and permitted under applicable law.

Section 4.5 Contribution of Treasury Stock. Immediately prior to the Effective Time, the Company will contribute to the capital of Holdings any shares of Company Common Stock then held in the treasury of the Company.

ARTICLE V. TERMINATION AND AMENDMENT

Section 5.1 Termination. This Agreement may be terminated and the Merger contemplated hereby may be abandoned at any time prior to the Effective Time by action of the Board of Directors of the Company or the Board of Directors of Merger Sub if such Board of

Directors should determine that for any reason the completion of the transactions provided for herein would be inadvisable or not in the best interest of such corporation or its stockholders. In the event of such termination and abandonment, this Agreement shall become void and neither the Company nor Merger Sub nor their respective stockholders, directors or officers shall have any liability with respect to such termination and abandonment.

Section 5.2 Amendment. At any time prior to the Effective Time, this Agreement may, to the extent permitted by the DGCL, be supplemented, amended or modified by the mutual consent of the Boards of Directors of the parties to this Agreement.

ARTICLE VI. MISCELLANEOUS PROVISIONS

Section 6.1 Governing Law. This Agreement shall be governed by and construed and enforced under the laws of the State of Delaware.

Section 6.2 Counterparts. This Agreement may be executed in one or more counterparts, each of which when executed shall be deemed to be an original but all of which shall constitute one and the same agreement.

Section 6.3 Entire Agreement. This Agreement, including the Schedules attached hereto, together with the Assignment and Assumption Agreement constitute the entire agreement and supersede all other agreements and undertakings, both written and oral, among the parties, or any of them, with respect to the subject matter hereof. This Agreement may not be amended or supplemented except by a written document executed by the parties to this Agreement.

Section 6.4 Severability. The provisions of this Agreement are severable, and in the event any provision hereof is determined to be invalid or unenforceable, such invalidity or unenforceability shall not in any way affect the validity or enforceability of the remaining provisions hereof.

IN WITNESS WHEREOF, the Company, Holdings and Merger Sub have caused this Agreement to be executed as of the date first written above by their respective officers thereunto duly authorized.

HECLA MINING COMPANY

By: /s/ Phillips S. Baker, Jr.
Phillips S. Baker, Jr.
President and CEO

HECLA HOLDINGS INC.

By: /s/ Philip C. Wolf
Philip C. Wolf
Vice President

HECLA MERGER SUB INC.

By: /s/ Lewis E. Walde
Lewis E. Walde
Vice President

CERTIFICATE OF THE SECRETARY
OF
HECLA MERGER SUB INC.

I, Philip C. Wolf, the Secretary of Hecla Merger Sub Inc., a Delaware corporation (the "Corporation"), hereby certify that the Agreement and Plan of Reorganization (the "Agreement") to which this certificate is attached, after having been duly approved by the Board of Directors of the Corporation, was then submitted to the sole stockholder of the Corporation, which stockholder adopted and approved the Agreement by its written consent thereto given in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 8th day of November 2006.

HECLA MERGER SUB INC.

By: /s/ Philip C. Wolf
Philip C. Wolf
Secretary

CERTIFICATE OF THE SECRETARY
OF
HECLA MINING COMPANY

I, Philip C. Wolf, the Secretary of Hecla Mining Company, a Delaware corporation (the "Corporation"), hereby certify that the Agreement and Plan of Reorganization to which this certificate is attached has been adopted by the Board of Directors of the Corporation pursuant to Section 251(g) of the General Corporation Law of the State of Delaware and that the conditions specified in the first sentence of such subsection have been satisfied.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 8th day of November 2006.

HECLA MINING COMPANY

By: /s/ Philip C. Wolf
Philip C. Wolf
Secretary

SCHEDULE A
Agreements to be Assumed by Hecla Holdings Inc.

Stock and Stock Incentive Plans

Hecla Mining Company Key Employee Deferred Compensation Plan

Non-Qualified Stock Option Agreement (under the Key Employee Deferred Compensation Plan)

Hecla Mining Company 1995 Stock Incentive Plan

Hecla Mining Company Stock Plan for Nonemployee Directors

Other Agreements

Hecla Mining Company Retirement Plan

Hecla Mining Company Capital Accumulation Plan (401(k) Plan)

Employment Agreements with the following individuals:

- a. Phillips S. Baker, Jr.
- b. Ronald W. Clayton
- c. Vicki Veltkamp
- d. Lewis E. Walde
- e. Michael H. Callahan
- f. Philip C. Wolf
- g. Dean McDonald
- h. Jay S. Layman
- i. Scott Hartman
- j. Michael D. Dexter
- k. Don Gray
- l. Rich Appling
- m. George Lytle

Performance Pay Compensation Plan (Short-Term Plan)

Executive and Senior Management Long-Term Performance Incentive Plan

Supplemental Excess Retirement Plan