

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES
NOTICE OF CHANGE IN WATER RIGHT OWNERSHIP

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IDWR/North

Please print or type. Attach pages with additional information. Instructions are included at the end of this form. Incomplete forms will be returned.

1. Please list the water right number(s) and/or adjudication claim number(s) (if any) for each water right to be changed. List just the adjudication claim number if there is no corresponding water right record on file with the department. Indicate, by checking in the space provided (under the "split" heading), if the change in ownership is limited to a portion of a water right in which case IDWR will produce new water right number(s) for the split(s).

Water Right No(s)	Adjudication Claim No(s)	Split(s)	Water Right No(s)	Adjudication Claim No(s)	Split(s)
94-2022					
94-2062					
94-2063					
94-2092					
94-2224					

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DEPARTMENT OF
WATER RESOURCES

2. The following **REQUIRED** information must be submitted with this form:

- A. The appropriate **FILING FEE**. See instructions for fee amounts.
- B. A copy of the most recent **DEED, TITLE POLICY, CONTRACT OF SALE** or other legal document indicating your ownership of the property and water right(s) or claim(s) in question, **WITH ATTACHED LEGAL DESCRIPTION**.
- C. Either of the following (if necessary to clarify division of water rights or other complex property descriptions):
PLAT OF PROPERTY or **SURVEY MAP** clearly showing the location of the point(s) of diversion and place of use of your water right(s) and/or adjudication claim(s) (these are on file with the county Planning and Zoning or Recorder's Office).
- OR**
- D. If your water right(s) and/or adjudication claim(s) is for ten or more acres of irrigation, you must submit a USDA Farm Service Agency or equivalent **AERIAL PHOTO** with the irrigated acres outlined and point(s) of diversion clearly marked. The **AERIAL PHOTO** should be submitted in place of the **PLAT OF PROPERTY** or **SURVEY MAP**.

3. Name and Address of Former Owner/Claimant(s)

Hercules Mining Company
Burke/Wallace, Idaho

4. New Owner/Claimant(s)

Hecla Limited
 Name Connector (Check one): ☐ and, ☐ or, ☐ and/or

New Mailing Address

6500 N. Mineral Dr., Suite 200

City, State and ZIP Code

Coeur d'Alene, ID 83815-9408

New Telephone Number

(208) 769-4100

Email:

SUPPORT DATA

5. Date you acquired the property

please see attached documents

6. If the change in ownership affects the entire water right for each water right or adjudication claim number listed in line 1, then skip this line and go to line 7. If the change in ownership divides the water right(s) among multiple owners, you must describe, in detail, your portion of each water right after the change. Fill in the appropriate spaces in the box(es) below to describe your water right(s) after the change (you may copy this page, if necessary). If your quantity of water is greater than a proportionate split, you must attach documentation to show justification for a larger amount. If you are not sure how to identify your portion of the original water right or adjudication claim records, please contact the nearest IDWR office for assistance.

DESCRIPTION OF YOUR PORTION OF WATER RIGHT (If the right will not be split, skip this area and proceed to line 7)		
Water Use	Diversion Rate or Volume (cubic feet per second or acre-feet per annum)	Description (acres, number and type of stock, homes, etc)
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		

For Snake River Basin Adjudication Claims: Please attach a Notice of Appearance completed by your attorney, if you wish IDWR to correspond with him/her for all matters related to your claims.

7. Signature(s) of New Owner(s) or Claimant(s)

*[Handwritten Signature]**VP*

(title if applicable)

(title if applicable)

IT IS IMPORTANT TO FILE THIS COMPLETED FORM AT THE APPROPRIATE IDWR OFFICE, WITH PAYMENT OF THE FILING FEE AND THE OWNERSHIP DOCUMENT(S), AS REFERRED TO IN LINE 2.

For IDWR Office Use Only:

Received by *[Signature]*
 Received by _____
 Processed by _____ AJ

Date *8/1/08*
 Date _____
 Date _____

Receipt Amt. *125.00*
 Receipt No. *N 019458*
 WR *✓ 526* Date *10/14/08*



August 1, 2008

State of Idaho
Department of Water Resources
Northern Region
7600 N. Mineral Dr., Suite 100
Coeur d'Alene, Idaho 83815

RE: Water Rights: 94-2022; 94-2062; 94-2063; 94-2092; 94-2224

To Whom it May Concern:

Through a series of corporate mergers and name changes as described below, Hecla Limited is the successor-in-interest to the subject-referenced water rights that were held by Hercules Mining Company:

- Joint Agreement of Consolidation, dated June 25, 1947, wherein several companies, including Hercules Mining Company, were consolidated to form Day Mines, Inc., an Idaho corporation [attached as Exhibit 1]
- Merger of Day Mines, Inc., an Idaho corporation, into Hecla-Day Mining Corporation, an Idaho corporation, effective October 20, 1981 [attached as Exhibit 2]
- Merger of Hecla-Day Mining Corporation, an Idaho corporation, into Hecla Mining Company, a Washington corporation, effective August 3, 1982 [attached as Exhibit 3]
- Re-incorporation of Hecla Mining Company, a Washington corporation, to Hecla Mining Company, a Delaware corporation, effective March 21, 1983 [attached as Exhibit 4]
- Name change from Hecla Mining Company, a Delaware corporation, to Hecla Limited, a Delaware corporation, effective November 8, 2006 [attached as Exhibit 5]

The requisite fees of \$125.00 (\$25.00 per water right) are included, along with the completed Notice of Change in Water Right Ownership application.

If you have any questions or comments regarding this matter, please contact me at 208.769.4148.

Sincerely,

A handwritten signature in cursive script that reads "Ann Robison".

Ann Robison
Property and Contract Coordinator

Enclosures



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**

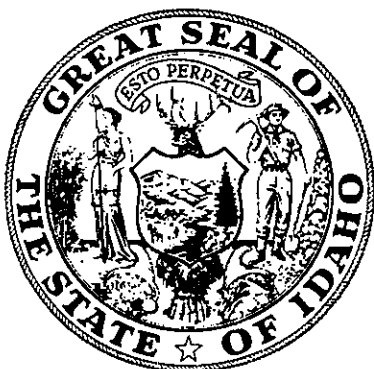
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

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.

OFFICERS:

<u>Name</u>	<u>Business</u>	<u>Home</u>
Mr. William A. Griffith President and Chief Executive Officer	Hecla Mining Company P. O. Box 320 Wallace, ID 83873	P. O. Box 654 Osburn, ID 83849
Mr. William J. Grismer Vice President - Finance & Secretary	Hecla Mining Company P. O. Box 320 Wallace, ID 83873	P. O. Box 357 Wallace, ID 83873
Mr. Arthur Brown Vice President - Operations	Hecla Mining Company P. O. Box 320 Wallace, ID 83873	P. O. Box 61 Pinehurst, ID 83850
Mr. Gene K. Ealy Vice President - Exploration	Hecla Mining Company P. O. Box 320 Wallace, ID 83873	Star Route, Box 36 Kingston, ID 83839
Mr. Robert H. Wallace Vice President - Controller	Hecla Mining Company P. O. Box 320 Wallace, ID 83873	138 King Street Wallace, ID 83873
Mr. Thomas T. Giles Treasurer	Hecla Mining Company P. O. Box 320 Wallace, ID 83873	P. O. Box 738 Wallace, ID 83873
Mr. Michael B. White - Assistant Secretary	Hecla Mining Company P. O. Box 320 Wallace, ID 83873	109 Woodland Drive Wallace, ID 83873

HECLA MINING COMPANY

DIRECTORS:

<u>Name</u>	<u>Business</u>	<u>Home</u>	<u>Term Expires</u>
Mr. Arthur Brown	Hecla Mining Company P. O. Box 320 Wallace, ID 83873	P. O. Box 61 Pinehurst, ID 83850	1985
Mr. Fred E. Burnet	Cominco American Box 3087, Terminal Annex Spokane, WA 99220	W. 1722 Fairway Drive Spokane, WA 99218	1984
Mr. John E. Clute	Boise Cascade Corp. P. O. Box 50 Boise, ID 83728	987 Strawberry Lane Boise, ID 83706	1985
Mr. John M. Dahl	J. R. Simplot Co. P. O. Box 27 Boise, ID 83707	3430 Meadow Drive Boise, ID 83704	1986
Mr. William A. Griffith	Hecla Mining Company P. O. Box 320 Wallace, ID 83873	P. O. Box 654 Osburn, ID 83849	1984
Mr. Norman Visnes		2910 Fernan Hill Road Coeur d'Alene, ID 83814	1985
Mr. W. Burney Warren		5923 Mira Hermosa El Paso, TX 79912	1986



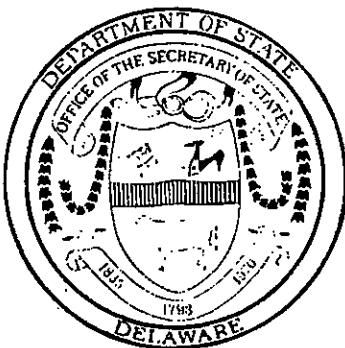
SECRETARY OF STATE

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. Toan*

DATE: June 16, 1983

**CERTIFICATE OF INCORPORATION
OF HECLA MINING COMPANY**

(a Delaware corporation)

FILED

MAR 21 1983 4PM

Wm C. Kuylen
DELAWARE DE 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 80% 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 1994 Annual Meeting of Shareholders, the term of office of the second class to expire at the 1995 Annual Meeting of Shareholders and the term of office of the third class to expire at the 1996 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 otherwise, 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, 1963.

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.

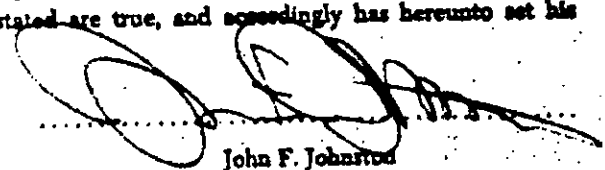
ARTICLE X

INCORPORATOR

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

John F. Johnston
P.O. Box 1347
Wilmington, Delaware 19899

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, 1933.



John F. Johnston
Incorporator

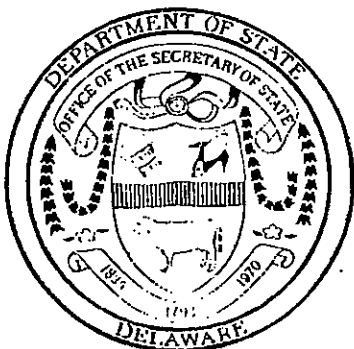


State of DELAWARE



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.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: 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 William J. Greiner
Vice President - Finance

ATTEST:

Michael B White
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

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 scrip certificate for such excess fraction will be issued. The holders of scrip certificates shall not, as such holders, be stockholders of the consolidated corporation, and shall not be entitled to dividends or to exercise any voting rights or to have or to exercise any other rights or privileges of stockholders of the consolidated corporation. In case any scrip certificates have not been accumulated and surrendered in exchange for full shares, before the expiration of two years after the date as of which said scrip certificates are issued, the consolidated corporation may, as soon thereafter as shall be practicable, without notice, sell, for cash, on such stock exchange, if any, on which said shares are at the time listed or

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

For TAMARACK & CUSTER CONSOLIDATED
MINING COMPANY

B. Charles J. Boyce
W. L. Lattin
Paul B. [unclear]
F. M. [unclear]
Henry L. Day
[unclear]

ATTEST:

[Signature]

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

For HERCULES MINING COMPANY

By Edward Day Boyce
Henry Day Ellis
Paul B. [unclear]
Lawrence J. Paulsen
F.M. Rothrock
Henry L. Day
A. [unclear]

ATTEST:

A. [unclear]
Secretary

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

For SHERMAN LEAD COMPANY

By A. [unclear]
[unclear]
Paul B. [unclear]
F.M. Rothrock
Henry L. Day

ATTEST:

A. [unclear]
Secretary

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

For MONITOR MINING COMPANY

By A. [unclear]
[unclear]
F.M. Rothrock
Henry L. Day
A. [unclear]

ATTEST:

A. [unclear]
Secretary

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

For DAYROCK MINING COMPANY

By Cleaver Day Rogers
H. Wallace Rothrock
F. W. Rothrock
Henry L. Day
A. Knapp

ATTEST:

A. Knapp
Secretary

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

For KING MINING COMPANY

By A. Knapp
B. W. Wynn
Henry L. Day
F. W. Rothrock
Paul B. Duggins

ATTEST:

B. W. Wynn
Secretary

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

For STANLEY MINING COMPANY

By A. Knapp
Paul B. Duggins
F. W. Rothrock
Henry L. Day

ATTEST:

A. Knapp
Secretary

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

For DULUTH MINING COMPANY

By A. Knapp
F. W. Rothrock
Henry L. Day
Henry Bushmester

For HAPPY DAY MINING COMPANY,
LIMITED.

By

Henry L. Day
F. M. Rothrock
A. H. Bright
B. J. Brown

ATTEST:

B. J. Brown
Secretary

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

For WESTERN UNION MINING COMPANY

By

A. H. Bright
W. J. Brown
Paul B. Brown
Clarence L. Paulsen
F. M. Rothrock
Henry L. Day
B. J. Brown

ATTEST:

A. H. Bright
Secretary

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

For CRYSTAL LEAD MINES COMPANY

By

W. J. Brown
W. J. Brown
F. M. Rothrock
O. B. Jones
Henry L. Day

ATTEST:

A. H. Bright
Secretary

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

For TREASURE VAULT MINING COMPANY,
LIMITED

By

Paul B. [Signature]
Henry L. [Signature]
[Signature]
[Signature]
Paul B. [Signature]

ATTEST:

[Signature]
Secretary

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

CERTIFICATE OF SECRETARY RELATIVE TO VOTE OF SHAREHOLDERS

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

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

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

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

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

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

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


Secretary

CERTIFICATE OF SECRETARY RELATIVE TO VOTE OF SHAREHOLDERS

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

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

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

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

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

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


Secretary

CERTIFICATE OF SECRETARY RELATIVE TO VOTE OF SHAREHOLDERS

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

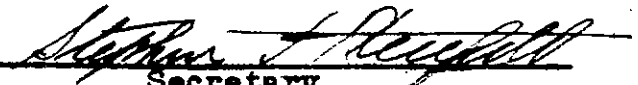
1. That the foregoing agreement for consolidation of said company was made by the Directors thereof at the duly convened meeting called for that purpose.

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

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

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

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


Secretary

CERTIFICATE OF SECRETARY RELATIVE TO VOTE OF SHAREHOLDERS

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

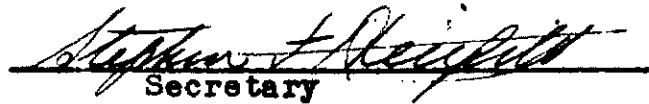
1. That the foregoing agreement for consolidation of
said company was made by the Directors thereof at the duly
convened meeting called for that purpose.

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

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

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

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


Secretary

CERTIFICATE OF SECRETARY RELATIVE TO VOTE OF SHAREHOLDERS

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

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

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

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

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

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


Secretary

CERTIFICATE OF SECRETARY RELATIVE TO VOTE OF SHAREHOLDERS

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

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

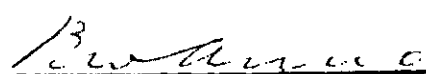
2. That the said agreement was duly submitted to the stockholders of said King Mining Company at a meeting thereof

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

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

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

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


Secretary

CERTIFICATE OF SECRETARY RELATIVE TO VOTE OF SHAREHOLDERS

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

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

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

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

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

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


Secretary

CERTIFICATE OF SECRETARY RELATIVE TO VOTE OF SHAREHOLDERS

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

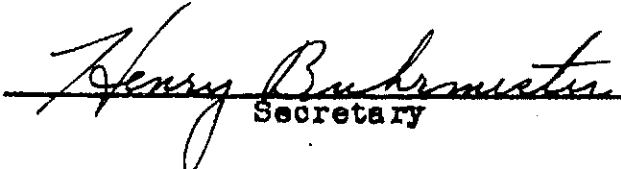
1. That the foregoing agreement for consolidation of said company was made by the Directors thereof at the duly convened meeting called for that purpose.

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

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

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

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


Secretary

CERTIFICATE OF SECRETARY RELATIVE TO VOTE OF SHAREHOLDERS

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

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

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

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

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

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


Secretary

CERTIFICATE OF SECRETARY RELATIVE TO VOTE OF SHAREHOLDERS

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

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

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

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

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

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


Secretary

CERTIFICATE OF SECRETARY RELATIVE TO VOTE OF SHAREHOLDERS

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.

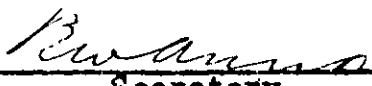
2. That the said agreement was duly submitted to the

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:

By

Harry L. Day
President

A. H. Smith
Secretary

HERCULES MINING COMPANY

ATTEST:

By

Harry L. Day
President

A. H. Smith
Secretary

SHERMAN LEAD COMPANY

ATTEST:

By

Harry L. Day
President

A. H. Smith
Secretary

DAYROCK MINING COMPANY

ATTEST:

By

F. W. Rothrock
President

A. H. Smith
Secretary

MONITOR MINING COMPANY

ATTEST:

By

Harry L. Day
President

A. H. Smith
Secretary

KING MINING COMPANY

ATTEST:

By

Harry L. Day
President

B. W. Adams
Secretary

STANLEY MINING COMPANY

ATTEST:

By

Harry L. Day
President

A. H. Smith
Secretary

DULUTH MINING COMPANY

ATTEST:

Henry Budmister
Secretary

By Henry L. Day
President

HAPPY DAY MINING COMPANY, LIMITED

ATTEST:

B. W. Anne
Secretary

By Henry L. Day
President

WESTERN UNION MINING COMPANY

ATTEST:

A. H. Smith
Secretary

By Henry L. Day
President

CRYSTAL LEAD MINES COMPANY

ATTEST:

A. H. Smith
Secretary

By Henry L. Day
President

TREASURE VAULT MINING COMPANY, LTD.

ATTEST:

B. W. Anne
Secretary

By Henry L. Day
President

STATE OF IDAHO }
County of Shoshone } ss.

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

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

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

STATE OF IDAHO)
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 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 SHERMAN LEAD COMPANY, a party to the
within and foregoing joint agreement of consolidation and ack-

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

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

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

STATE OF IDAHO)
) ss.
County of Shoshone)

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

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

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

STATE OF IDAHO)
) ss.
County of Shoshone)

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

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

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

Ruthyn 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 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.

Ruthyn 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 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 HAPPY DAY MINING COMPANY, LIMITED,
a party to the within and foregoing joint agreement of
consolidation and acknowledged to me that he executed the same
for and on behalf of such corporation.

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

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

STATE OF IDAHO)
) ss.
County of Shoshone)

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

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

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

STATE OF IDAHO)
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.

Karl Lynn 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 be-
half of such corporation.

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

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

State of Idaho

Department of State.

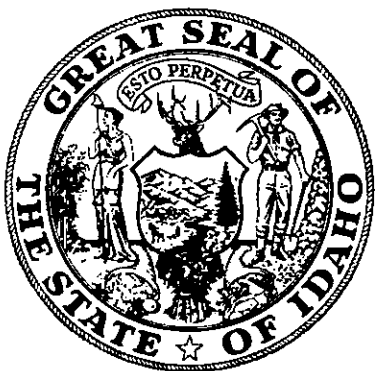
CERTIFICATE OF MERGER OR CONSOLIDATION

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



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

State of Idaho

Department of State

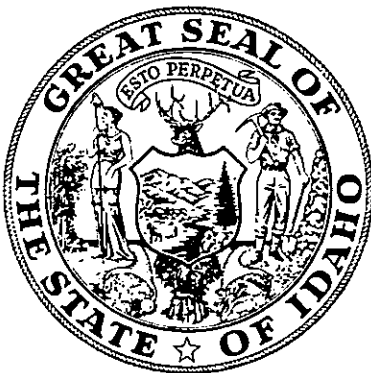
CERTIFICATE OF MERGER OR CONSOLIDATION

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 Summerville
Corporation Clerk