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approve and return
To W. J. Henley

MINUTES

OPHIR MINING COMPANY.

1.145990

MINUTES OF A SPECIAL MEETING OF THE BOARD OF
DIRECTORS OF OPHIR MINING COMPANY, HELD AT
THE COMPANY'S OFFICE AT VIRGINIA CITY, NEVADA,
JUNE 22, 1935.

On this 22nd day of June, 1935, this special meeting of the Board of Directors of Ophir Mining Company was held at the company's office in the Bank Building on C Street, in Virginia City, Nevada at the hour of two o'clock p. m., in accordance with notice duly and legally given

The following directors were present:

Zeb Kendall,
Homer L. Gibson
William Kendall
W. J. Henley.

The following Directors were absent:

M. R. Lincoln.

Mr. Zeb Kendall, President, was in the Chair. Mr. W. J. Henley, Secretary and Treasurer, acted as Secretary.

The Secretary then read the notice for the meeting signed by the President and Secretary. The notice was as follows:

"To the Board of Directors of Ophir Mining Company:

A meeting of the Board of Directors of Ophir Mining Company is hereby called to be held in the company's office in Virginia City, Nevada, on the 22nd day of June, 1935, at the hour of 2 o'clock p. m.

The purpose of this meeting is to consider a proposal of the Consolidated Virginia Mining Company to purchase all of the real and personal property held by the Ophir Mining Company, in consideration of 911,640 shares of the stock of Consolidated Virginia Mining Company fully paid and non-assessable, and in further consideration of the Consolidated Virginia Mining Company assuming and paying all debts of the Ophir Mining Company.

Dated and signed this 21st day of June, 1935.

(Signed) Zeb Kendall, President.

(Signed) W. J. Henley, Secretary.

The Secretary then read a certain waiver of notice and consent to the holding of the meeting signed by M. R. Lincoln, which waiver of notice was in the following words, to-wit:

The undersigned, a Director of Ophir Mining Company, hereby admits due and legal notice of the call for and holding of the meeting of the Board of Directors of Ophir Mining Company on the 22nd day of June, 1935, at the hour of 2 o'clock p. m., at the company's office in Virginia City, Nevada, and I hereby waive further notice and consent to the holding of such meeting.

Dated and signed this 21st day of June, 1935.

The resignation of Homer L. Gibson as a Director of the Company was tendered, and upon motion duly made, seconded and carried, the resignation was accepted, to take effect immediately.

Upon motion duly made, seconded and carried, the vacancy on the Board caused by the resignation of Homer L. Gibson was filled by the election of W. L. Osborne to the Board, until such time as his successor is elected and qualified. *Mr O immediately qualified and took part in further deliberations of the board*

The resignation of W. J. Henley as Secretary, Treasurer and Director of the company was tendered, and upon motion duly made, seconded and carried, the resignation was accepted, to take effect immediately.

Upon motion duly made, seconded and carried, the vacancy on the Board caused by the resignation of W. J. Henley was filled by the election of A. N. Jacobson to the Board, until such time as his successor is elected and qualified. *Mr J immediately qualified etc*

The resignation of Zeb Kendall as President and Director of the Company was tendered, and upon motion duly made, seconded and carried, the resignation was accepted, to take effect immediately.

Upon motion duly made, seconded and carried, the vacancy on the Board caused by the resignation of Zeb Kendall, was filled by the election of A. L. Kendall to the Board, until such time as his successor is elected and qualified. *Mr A K immediately qualified etc*

Upon motion duly made, seconded and carried, A. L. Kendall was elected President of the Company and immediately took the Chair to preside over the meeting.

Upon motion duly made, seconded and carried, A. N. Jacobson was elected Secretary of the Company, and immediately assumed his duties as Secretary of the meeting.

The Chair then announced that there was a quorum of the Board of Directors present for the transaction of business.

The Secretary then submitted at the request of the President to the Board of Directors and read to them a letter from the Consolidated Virginia Mining Company signed by the President of that Company, which letter is in words and figures as follows, to-wit:

"CONSOLIDATED VIRGINIA MINING COMPANY,
Virginia City, Nevada, June 30, 1935.

"To the President and Board of Directors,
Ophir Mining Company,
Virginia City, Nevada.

Gentlemen:

On the 20th day of June, 1935, the Board of Directors of the Consolidated Virginia Mining Company passed a resolution authorizing the company to purchase all of the real and personal property of the Ophir Mining Company for and with 911,640 shares of the stock of the Consolidated Virginia Mining Company, the Consolidated Virginia Mining Company to assume and pay all indebtedness of the Ophir Mining Company, as shown by the books of the Ophir Mining Company on June 20, 1935.

The property proposed to be purchased from Ophir Mining Company includes any stocks or bonds owned by you or moneys in possession or due you; all of your mining claims and mining properties, ledges, lodes, veins, and ore deposits, whether in place or on the surface, all ore dumps, tailings, piles, shafts, drifts, stopes, rights of way, hoists, rails, cars, gallows frames, buildings, structures, easements, leases, and contracts, and all other property upon said mining claims or owned by you and appertaining thereto. In other words, it includes all of your personal property, franchises and privileges.

The Consolidated Virginia Mining Company is also negotiating for the purchase of all of the real and personal property of Consolidated Virginia and Andes Company, and of the Mexican Gold & Silver Mining Company.

For the purpose of consummating these purchases and supplying the treasury of the Consolidated Virginia Mining Company with capital with which to develop its properties, the Board of Directors of Consolidated Virginia Mining Company have taken steps to amend the Articles of Incorporation, and will cause said Articles of Incorporation to be amended, by increasing the capital stock of Consolidated Virginia Mining Company to Five Million (\$5,000,000) Dollars, divided into Five Million (5,000,000) shares of the par value of (\$1) One Dollar each, to be fully paid and non-assessable.

The Consolidated Virginia Mining Company would be pleased if you would submit this proposition to your Board of Directors and that, in the event your Board of Directors approve this proposal, you have the proposal approved, authorized and confirmed by the stockholders of your company at a meeting to be held for that purpose.

I have been authorized by the Board of Directors of Consolidated Virginia Mining Company to consummate this deal, so I would be pleased to receive a response to this proposal.

(Signed) Zeb Kendall,
President of Consolidated
Virginia Mining Company."

The proposition was fully discussed by the Directors present, after which the following resolution was introduced by Mr. W. L. Osborne:

RESOLVED that the Ophir Mining Company, acting through its Board of Directors, hereby accepts the foregoing proposition made by the Consolidated Virginia Mining Company; that the President of this company is hereby authorized to accept from the Consolidated Virginia Mining Company 911,640 shares of the stock of Consolidated Virginia Mining Company, and that the President and Secretary of Ophir Mining Company are hereby authorized and directed, upon the receipt of said stock, to execute and deliver, under the corporate name and official seal of this company, a grant, bargain and sale deed to all of the real and personal property of the Ophir Mining Company, as set forth and described in said proposal of purchase made by Consolidated Virginia Mining Company and hereinbefore set out; and, be it further

RESOLVED, that a meeting of the stockholders of the Ophir Mining Company is hereby called, to be held on the 10th day of July, 1935, at the company's office in Virginia City, Nevada, at the hour of 2 o'clock p. m., for the purpose of ratifying, approving and confirming the action of the Board of Directors; that this action on the part of the Board of Directors as set forth in this resolution and in these minutes, shall not come into force and effect until the same has been ratified by a majority of the stockholders of the Ophir Mining Company.

Mr. A. L. Kendall moved the adoption of the resolution.

Mr. A. N. Jacobsen seconded the motion. The Chair then put the motion, and, it appearing from the vote that at least three of the five Directors had voted in the affirmative and for the adoption of the resolution and that no votes were cast in the negative and against the adoption of said resolution, the Chair declared the motion carried and the resolution unanimously adopted.

There being no further business before the meeting, the same was adjourned until 1:30 p. m. on July 10, 1935.

(Signed) A. L. Kendall,
President.

(Signed) A. N. Jacobson,
Secretary.

APPROVED:

(Signed) Zeb Kendall,
Director.

(Signed) A. L. Kendall
Director

(Signed) Homer L. Gibson,
Director.

(Signed) A. N. Jacobson
Director.

(Signed) W. J. Henley,
Director.

*Approved
with corrections
Noted J.*

MINUTES OF ADJOURNED MEETING OF BOARD OF
DIRECTORS OF OPHIR MINING COMPANY HELD
AT VIRGINIA CITY, NEVADA, JULY 10, 1935,
AT 1:30 O'CLOCK P. M.

On this 10th day of July, 1935, at the office of the company in Virginia City, Nevada, an adjourned meeting of the Board of Directors of Ophir Mining Company, duly and legally called and held, was called to order by the President, A. L. Kendall, presiding.

A. N. Jacobson, Secretary, acted as secretary of the meeting.

Upon instructions from the Chair, the secretary read the call and notice of the meeting being held.

Directors Present:

A. L. Kendall
A. N. Jacobson

Directors Absent:

W. L. Osborne
M. R. Lincoln
William Kendall.

It being evident that a quorum of the Board of Directors was not present, the meeting was adjourned until ~~July 12, 1935, at 1:30 o'clock p. m.~~

(Signed) A. L. Kendall,
President.

(Signed) A. N. Jacobson,
Secretary.

COPY

STOCKHOLDERS' MEETING OF OPHIR MINING COMPANY.

Minutes of meeting of stockholders of Ophir Mining Company, held at the company's office in Virginia City, Nevada, on the 10th day of July, 1935, at the hour of 2:00 o'clock p. m., in pursuance of notice duly given.

Mr. A. L. Kendall, President, called the meeting to order;
Mr. A. N. Jacobson, Secretary, acting.

The President then directed the Secretary to read the call of the stockholders' meeting. Whereupon the Secretary read a resolution of the Board of Directors adopted on the 22nd day of June, 1935, which, in part, is as follows:

"That a meeting of the stockholders of Ophir Mining Company is hereby called to be held on the 10th day of July, 1935, at the company's office in Virginia City, Nevada, at the hour of 2 o'clock p. m., for the purpose of ratifying, approving and confirming the action of the Board of Directors; that this action on the part of the Board of Directors as set forth in this resolution and in these minutes shall not come into force and effect until the same has been ratified by a majority of the stockholders of Ophir Mining Company."

The President then directed the Secretary to read the notice given to the stockholders of the holding of this meeting. The Secretary then read a copy of the notice to the stockholders of this meeting, which is in words and figures as follows, to-wit:

"OPHIR MINING COMPANY.

"NOTICE OF STOCKHOLDERS' MEETING.

"To the Stockholders of Ophir Mining Company:

"You are hereby notified that the Board of Directors of Ophir Mining Company at a duly held meeting on the 22nd day of June, 1935, called a meeting of the stockholders to be held at the office of the company in Virginia City, Nevada, on the 10th day of July, 1935, at the hour of 2 o'clock p. m.

"The objects and purposes of said meeting are to consider and act upon a resolution of the Board of Directors adopted at

said meeting on the 22nd day of June, 1935, accepting a proposition of Consolidated Virginia Mining Company to purchase all of the property of Ophir Mining Company, both real and personal, in consideration of 911,640 shares of the stock of Consolidated Virginia Mining Company, fully paid and non-assessable and in further consideration of Consolidated Virginia Mining Company assuming and paying all debts of Ophir Mining Company.

"At such time the stockholders will be called upon to vote to approve, ratify and confirm said sale, or to disapprove and reject the same. The sale will not be made unless approved by the number of shares of stock of your company required by the Articles of Incorporation, by-laws, and laws of the State of Nevada.

"Dated and signed at Virginia City, Nevada, this 22nd day of June, 1935.

"(Signed) A. L. Kendall,
President.

"(Signed) A. N. Jacobson,
Secretary."

The Secretary then submitted the following proof of the service of the foregoing notice on the stockholders, to-wit:

"I, the undersigned, M. R. Lincoln, Assistant Secretary of Ophir Mining Company, do hereby certify and depose that I served the foregoing notice of said stockholders' meeting, to be held on July 10, 1935, at Virginia City, Nevada, by mailing in a sealed envelope to each stockholder appearing of record on the books of the Company, properly stamped and addressed, a copy of said notice to each stockholder at his address as shown on the books of the company or otherwise obtainable; that said notices were mailed out through the United States Postoffice at San Francisco, California, on the 28th day of June, 1935.

"(Signed) M. R. Lincoln.

CITY AND COUNTY OF SAN FRANCISCO) ss.
STATE OF CALIFORNIA)

Before me, the undersigned, a Notary Public in and for the State of California, duly commissioned and qualified, appeared in person on this 13th day of July, 1935, M. R. Lincoln, to me known to be the person described in and who executed the foregoing proof of service of notice upon stockholders, and the said M. R. Lincoln then and there, upon oath, being first duly sworn by me, stated that the facts set forth in said proof of service were true to the best of his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal this 13th day of July, 1935.

(Signed) J. C. Roberts
Notary Public

My Commission expires
Oct 29 1937."

The President thereupon announced that the meeting had been duly called, and directed the Secretary to call the roll of stockholders, and to tabulate the names of those present in person and those by proxy, the number of shares owned by each as shown by the books of the company or other evidence submitted to the Board of Directors. Whereupon the Secretary presented such a list, in words and figures as follows, to-wit:

STOCKHOLDERS PRESENT IN PERSON

	<u>No. Shares.</u>
W. J. Henley	1
A. N. Jacobson	1
Zeb Kendall	3
A. L. Kendall	1
<u>Total, in Person</u>	<u>6</u>

STOCKHOLDERS REPRESENTED BY PROXY

	<u>Proxy Held by</u>			
	<u>Zeb Kendall Shares</u>	<u>A.L. Kendall Shares</u>	<u>A.N. Jacobson Shares.</u>	
William Bertha	15,000			
M. L. Brown			500	
M. Campbell		500		
E. G. Carlson		1,000		
C. P. Cote	100			
T. C. Duffy		500		
Paul Enders		1,000		
L. or H. Fiddelke	1,000			
B. E. Hays		1,000		
G. A. Knoell	5,000			
William Kendall	744,263			
R. Mueller		2,000		
Mildred R. Mahlon		500		
F. Mayo		200		
Anna G. McLean		250		
Walter S. McLean		250		
M. Pedro		500		
W. R. Ryan		700		
A. Rothschild		2,000		
G. H. Rendy		2,000		
H. C. Verbarg		1,000		
L. Vanalstine	10,500			
<u>Total By Proxy</u>	<u>775,863</u>	<u>13,400</u>	<u>500</u>	<u>789,763</u>
<u>TOTAL BY PERSON AND PROXY</u>				<u>789,769</u>

Capital	1,008,000
In Treasury	96,360
Outstanding	911,640
Represented at Meeting	789,769, or 86.6%

The President then directed the Secretary to again call the entire roll of stockholders to ascertain if any stockholders were present or represented by proxy not shown upon the foregoing list. The Secretary

then called the roll of the stockholders as shown by the books of the company. Stockholders present and those acting by proxies answered to their names. On such roll call it appeared that the foregoing list correctly stated the stockholders present in person or through proxy.

The President then stated that, it appearing that more than a majority of the stockholders were present in person or represented by proxy, a quorum was present for the transaction of business.

The President then announced, briefly, the purpose of the meeting, referring to the notice mailed to all stockholders for more specific information. He announced further that inasmuch as Mr. John J. Raskob, the principal with whom the Consolidated Virginia Mining Company had been negotiating for financial assistance, and upon the satisfactory consummation of which negotiations the purposes for which this meeting was called were dependent, would be in Nevada on July 11, 1935.

Whereupon, A. N. Jacobson, a stockholder of record, presented the following resolution and moved its adoption by the stockholders:

RESOLVED, that the meeting be adjourned
until 2 o'clock p. m. July ²⁹12, 1935.

The motion was seconded by A. L. Kendall, a stockholder of record.

The motion to adopt the resolution to adjourn was put to a vote, and upon a poll of the stockholders present and represented, the secretary reported to the Chair that the motion had been unanimously adopted, there being no votes in the negative.

There being no further business, the meeting was adjourned until July ²⁹12, 1935, at 2 o'clock p. m.

A. L. Kendall
President.

A. N. Jacobson
Secretary.

MINUTES OF ADJOURNED SPECIAL MEETING

OF THE

OPHIR MINING COMPANY

A Special meeting of the Ophir Mining Company was held at the office of the company at Virginia City, Nevada, on July 29, 1935 at the hour of 2 o'clock p. m. adjourned from a meeting of July 10, 1935.

President A. L. Kendall called the meeting to order and presided.

A. N. Jacobson, Secretary, acted as Secretary of the meeting.

The Secretary read the Call and Notice of the meeting which were incorporated in the minutes of the meeting in words and figures as follows:

***A meeting of the stockholders of Ophir Mining Company is hereby called to be held on the 10th day of July, 1935, at the company's office in Virginia City, Nevada, at the hour of 2 o'clock p. m., for the purpose of ratifying, approving and confirming the action of the Board of Directors; that this action on the part of the Board of Directors as set forth in this resolution and in these minutes shall not come into force and effect until the same has been ratified by a majority of the stockholders of Ophir Mining Company."

"OPHIR MINING COMPANY

NOTICE OF STOCKHOLDERS' MEETING.

"To the Stockholders of Ophir Mining Company:

"You are hereby notified that the Board of Directors of Ophir Mining Company at a duly held meeting on the 22nd day of June, 1935, called a meeting of the stockholders to be held at the office of the company in Virginia City, Nevada on the 10th day of July, 1935, at the hour of 2 o'clock p. m.

"The objects and purposes of said meeting are to consider and act upon a resolution of the Board of Directors adopted at said meeting on the 22nd day of June, 1935, accepting a proposition of Consolidated Virginia Mining Company to purchase all of the property of Ophir Mining Company, both real and personal, in consideration of 911,640 shares of the stock of Consolidated Virginia Mining Company, fully paid and non-assessable and in further consideration of Consolidated Virginia Mining Company assuming and paying all debts of Ophir Mining Company.

"At such time the stockholders will be called upon to vote to approve, ratify and confirm said sale, or to disapprove and reject the same. The sale will not be made unless approved by the number of shares of stock of your company required by the Articles of Incorporation, by-laws, and laws of the State of Nevada.

"Dated and signed at Virginia City, Nevada, this 22nd day of June, 1935.

"(Signed) A. L. Kendall,
President.

"(Signed) A. N. Jacobson,
Secretary."

At the direction of the President, the Secretary called the roll of stockholders and the following stock was present in person or represented by proxy:

STOCKHOLDERS PRESENT IN PERSON

	<u>No. of Shares.</u>
W. J. Henley	1
A. N. Jacobson	1
Zeb Kendall	3
A. L. Kendall	1
<u>Total, in Person</u>	<u>6</u>

STOCKHOLDERS REPRESENTED BY PROXY

	<u>Proxy Held by</u>			
	<u>Zeb Kendall</u>	<u>A. L. Kendall</u>	<u>A. N. Jacobson</u>	
	<u>Shares</u>	<u>Shares</u>	<u>Shares</u>	
William Bertha	15,000			
M. L. Brown			500	
M. Campbell		500		
E. G. Carlson		1,000		
C. P. Cote	100			
T. C. Duffy		500		
Paul Enders		1,000		
L. or H. Fiddelke	1,000			
B. E. Hays		1,000		
G. A. Knoell	5,000			
William Kendall	744,263			
R. Mueller		2,000		
Mildred R. Mahlon		500		
F. Mayo		200		
Anna G. McLean		250		
Walter S. McLean		250		
M. Pedro		500		
W. R. Ryan		700		
A. Rothschild		2,000		
G. H. Rendy		2,000		
H. C. Verburg		1,000		
L. Vanaalstine	10,500		500	
<u>Total By Proxy</u>	<u>775,863</u>	<u>13,400</u>	<u>500</u>	<u>789,763</u>

TOTAL BY PERSON AND PROXY

789,769

Capital	1,008,000 shares
In Treasury	<u>96,360 "</u>
Outstanding	911,640 "
Represented at Meeting	789,769 shares, or 86.6%

The President then stated that as it appeared that more than a majority of the stockholders representing more than a majority of the issued and outstanding stock of the corporation were present in person or by proxy, a quorum was present for the transaction of business.

The minutes of the special meeting of stockholders held on July 10, 1935, and from which the present meeting was adjourned, were read; said minutes being in words and figures as follows:

"STOCKHOLDERS' MEETING OF OPHIR MINING COMPANY.

"Minutes of meeting of stockholders of Ophir Mining Company, held at the company's office in Virginia City, Nevada, on the 10th day of July, 1935, at the hour of 2:00 o'clock p. m., in pursuance of notice duly given.

"Mr. A. L. Kendall, President, called the meeting to order; Mr. A. N. Jacobson, Secretary, acting.

"The President then directed the Secretary to read the call of the stockholders' meeting. Whereupon the Secretary read a resolution of the Board of Directors adopted on the 22nd day of June, 1935, which, in part, is as follows:

"That a meeting of the stockholders of Ophir Mining Company is hereby called to be held on the 10th day of July, 1935, at the company's office in Virginia City, Nevada, at the hour of 2 o'clock p. m., for the purpose of ratifying, approving and confirming the action of the Board of Directors; that this action on the part of the Board of Directors as set forth in this resolution and in these minutes shall not come into force and effect until the same has been ratified by a majority of the stockholders of Ophir Mining Company.

"The President then directed the Secretary to read the notice given to the stockholders of the holding of this meeting. The Secretary then read a copy of the notice to the stockholders of this meeting, which is in words and figures as follows, to-wit:

'OPHIR MINING COMPANY.

'NOTICE OF STOCKHOLDERS' MEETING.

'To the Stockholders of Ophir Mining Company:

'You are hereby notified that the Board of Directors of Ophir Mining Company at a duly held meeting on the 22nd day of June, 1935, called a meeting of the stockholders to be held at the office of the company in Virginia City, Nevada, on the 10th day of July, 1935, at the hour of 2 o'clock p. m.

'The objects and purposes of said meeting are to consider and act upon a resolution of the Board of Directors adopted at said meeting on the 22nd day of June, 1935, accepting a proposition of Consolidated Virginia Mining Company to purchase all of the property of Ophir Mining Company, both real and personal, in consideration of 911,640 shares of the stock of Consolidated Virginia Mining Company, fully paid and non-assessable and in further consideration of Consolidated Virginia Mining Company assuming and paying all debts of Ophir Mining Company.

'At such time the stockholders will be called upon to vote to approve, ratify and confirm said sale, or to disapprove and reject the same. The sale will not be made unless approved by the number of shares of stock of your company required by the Articles of Incorporation, by-laws, and laws of the State of Nevada.

'Dated and signed at Virginia City, Nevada, this 22nd day of June, 1935.

'(Signed) A. L. Kendall,
President.

'(Signed) A. N. Jacobson,
Secretary.'

The Secretary then submitted the following proof of the service of the foregoing notice on the stockholders, to-wit:

'I, the undersigned, M. R. Lincoln, Assistant Secretary of Ophir Mining Company, do hereby certify and depose that I served the foregoing notice of said stockholders' meeting to be held on July 10, 1935, at Virginia City, Nevada, by mailing in a sealed envelope to each stockholder appearing of record on the books of the Company, properly stamped and addressed, a copy of said notice to each stockholder at his address as shown on the books of the company or otherwise obtainable; that said notices were mailed out through the United States Postoffice at San Francisco, California, on the 28th day of June, 1935.

'(Signed) M. R. Lincoln.

'CITY AND COUNTY OF SAN FRANCISCO) ss.
STATE OF CALIFORNIA

'Before me, the undersigned, a Notary Public in and for the State of California, duly commissioned and qualified, appeared in person on this 13th day of July, 1935, M. R. Lincoln, to me known to be the person described in and who executed the foregoing proof of service of notice upon stockholders, and the said M. R. Lincoln then and there, upon oath, being first duly sworn by me, stated that the facts set forth in said proof of service were true to the best of his knowledge and belief.

'IN WITNESS WHEREOF, I have hereunto set my hand and my official seal this 13th day of July, 1935.

'(Signed)

J. C. Roberts
Notary Public.

'My Commission expires

October 29, 1937.

The President thereupon announced that the meeting had been duly called, and directed the Secretary to call the roll of stockholders, and to tabulate the names of those present in person and those by proxy, the number of shares owned by each as shown by the books of the company or other evidence submitted to the Board of Directors. Whereupon the Secretary presented such a list, in words and figures as follows, to-wit:

STOCKHOLDERS PRESENT IN PERSON

W. J. Henley
A. N. Jacobson
Zeb Kendall
A. L. Kendall

No. of Shares.

1
1
3
1

Total, in Person

6

STOCKHOLDERS REPRESENTED BY PROXY

Proxy Held by

	<u>Zeb Kendall Shares</u>	<u>A. L. Kendall Shares</u>	<u>A. N. Jacobson Shares</u>
William Bertha	15,000		
M. L. Brown			500
M. Campbell		500	
E. G. Carlson		1,000	
C. P. Cote	100		
T. C. Duffy		500	
Paul Enders		1,000	
L. or H. Fiddelke	1,000		
Forward	16,100	3,000	500

STOCKHOLDERS PRESENT IN PERSON ForwardNo. Shares.

6

STOCKHOLDERS REPRESENTED BY PROXY

	Proxy held by			
	Zeb Kendall	A.L. Kendall	A.M. Jacobson	
Forward.....	16,100	3,000	500	
B. E. Hays		1,000		
G. A. Knoell	5,000			
William Kendall	744,263			
R. Mueller		2,000		
Mildred R. Mahlon		500		
F. Mayo		200		
Anna G. McLean		250		
Walter S. McLean		250		
M. Pedro		500		
W. R. Ryan		700		
A. Rothschild		2,000		
G. H. Rendy		2,000		
H. G. Verbarg		1,000		
L. Vanaalstine	10,500			
<u>Total by Proxy</u>	<u>775,863</u>	<u>13,400</u>	<u>500</u>	<u>789,763</u>
<u>TOTAL BY PERSON AND PROXY</u>				<u>789,769</u>

Capital	1,008,000 shares
In Treasury	<u>96,360</u> "
Outstanding	911,640 "
Represented at meeting	789,769 shares, or 86.6%.

"The President then directed the Secretary to again call the entire roll of stockholders to ascertain if any stockholders were present or represented by proxy not shown upon the foregoing list. The Secretary then called the roll of the stockholders as shown by the books of the company. Stockholders present and those acting by proxies answered to their names. On such roll call it appeared that the foregoing list correctly stated the stockholders present in person or through proxy.

"The President then stated that, it appearing that more than a majority of the stockholders were present in person or represented by proxy, a quorum was present for the transaction of business.

"The President then announced, briefly, the purpose of the meeting, referring to the notice mailed to all stockholders for more specific information. He announced further that inasmuch as Mr. John J. Raskob, the principal with whom the Consolidated Virginia Mining Company had been

negotiating for financial assistance, and upon the satisfactory consummation of which negotiations the purposes for which this meeting was called were dependent, would be in Nevada on July 11, 1935.

Whereupon, A. N. Jacobson, a stockholder of record, presented the following resolution and moved its adoption by the stockholders:

RESOLVED, that the meeting be adjourned until 2 o'clock p. m. July 29, 1935.

The motion was seconded by A. L. Kendall, a stockholder of record.

The motion to adopt the resolution to adjourn was put to a vote, and upon a poll of the stockholders present and represented, the secretary reported to the Chair that the motion had been unanimously adopted, there being no votes in the negative.

There being no further business, the meeting was adjourned until July 29, 1935, at 2 o'clock p. m.

(Signed) A. L. Kendall,
President.

(Signed) A. N. Jacobson,
Secretary."

The President then directed the Secretary to read to the stockholders the minutes of the proceedings of the meeting of the Board of Directors of this company held at the office of the company at Virginia City, Nevada, on the 22nd day of June, 1935, and to also read to the stockholders all other minutes of the Board of Directors held after said date and prior to this meeting of stockholders.

The Secretary proceeded to read such minutes which were in words and figures as follows:

"MINUTES OF A SPECIAL MEETING OF THE BOARD OF
DIRECTORS OF OPHIR MINING COMPANY, HELD AT
THE COMPANY'S OFFICE AT VIRGINIA CITY, NEVADA
JUNE 22, 1935.

"On this 22nd day of June, 1935, this special meeting of the Board of Directors of Ophir Mining Company was held at the

company's office in the Bank Building on C Street,
in Virginia City, Nevada at the hour of two o'clock p. m.,
in accordance with notice duly and legally given.

"The following directors were present:

"Zeb Kendall,
"Homer L. Gibson
"William Kendall
"W. J. Henley.

"The following Directors were absent:

"M. R. Lincoln.

"Mr. Zeb Kendall, President, was in the Chair.
Mr. W. J. Henley, Secretary and Treasurer, acted as Secretary.

"The Secretary then read the notice for the meeting signed
by the President and Secretary. The notice was as follows:

'To the Board of Directors of Ophir Mining Company:

'A meeting of the Board of Directors of
Ophir Mining Company is hereby called to be
held in the Company's office in Virginia City,
Nevada, on the 22nd day of June, 1935, at the
hour of 2 o'clock p. m.

'The purpose of this meeting is to con-
sider a proposal of the Consolidated Virginia
Mining Company to purchase all of the real and
personal property held by the Ophir Mining
Company, in consideration of 911,640 shares
of the stock of Consolidated Virginia Mining
Company fully paid and non-assessable, and in
further consideration of the Consolidated
Virginia Mining Company assuming and paying all
debts of the Ophir Mining Company.

'Dated and signed this 21st day of
June, 1935.

'(Signed) Zeb Kendall,
President.

'(Signed) W. J. Henley,
Secretary.'

The Secretary then read a certain waiver of notice and consent
to the holding of the meeting signed by Mr. M. R. Lincoln, which
waiver of notice is in the following words, to-wit:

'The undersigned, a Director of Ophir Mining
Company, hereby admits due and legal notice
to the call for and holding of the meeting
of the Board of Directors of Ophir Mining
Company on the 22nd day of June, 1935, at
the hour of 2 o'clock p. m., at the company's
office in Virginia City, Nevada, and I hereby
waive further notice and consent to the holding
of such meeting.

'Dated and signed this 21st day of June, 1935'

"The resignation of Homer L. Gibson as a Director of the Company was tendered, and upon motion duly made, seconded and carried, the resignation was accepted, to take effect immediately.

"Upon motion duly made, seconded and carried, the vacancy on the Board caused by the resignation of Homer L. Gibson was filled by the election of W. L. Osborne to the Board, until such time as his successor is elected and qualified.

"The resignation of W. J. Henley as Secretary, Treasurer and Director of the company was tendered, and upon motion duly made, seconded and carried, the resignation was accepted, to take effect immediately.

"Upon motion duly made, seconded and carried, the vacancy on the Board caused by the resignation of W. J. Henley was filled by the election of A. N. Jacobson to the Board, until such time as his successor is elected and qualified.

"The resignation of Zeb Kendall as President and Director of the Company was tendered, and upon motion duly made, seconded and carried, the resignation was accepted, to take effect immediately.

"Upon motion duly made, seconded and carried, the vacancy on the Board caused by the resignation of Zeb Kendall, was filled by the election of A. L. Kendall to the Board, until such time as his successor is elected and qualified.

"Upon motion duly made, seconded and carried, A. L. Kendall was elected President of the Company and immediately took the Chair to preside over the meeting.

"Upon motion duly made, seconded and carried, A. N. Jacobson was elected Secretary of the Company, and immediately assumed his duties as Secretary of the meeting.

"The Chair then announced that there was a quorum of the Board of Directors present for the transaction of business.

"The Secretary then submitted at the request of the President to the Board of Directors and read to them a letter from the Consolidated Virginia Mining Company, signed by the President of that Company, which letter is in words and figures as follows, to-wit:

'CONSOLIDATED VIRGINIA MINING COMPANY.

'Virginia City, Nevada, June 30, 1935.

'To the President and Board of Directors,
'Ophir Mining Company,
'Virginia City, Nevada.

'Gentlemen:

'On the 20th day of June, 1935, the Board of Directors of the Consolidated Virginia Mining Company passed a resolution authorizing the company to purchase all of the real and personal property of the Ophir Mining Company for and with 911,640 shares of the stock of the Consolidated Virginia Mining Company, the Consolidated Virginia Mining Company to assume and pay all indebtedness of the

Ophir Mining Company, as shown by the books of the Ophir Mining Company on June 20, 1935.

'The property proposed to be purchased from Ophir Mining Company includes any stocks or bonds owned by you or moneys in possession or due you; all of your mining claims and mining properties, ledges, lodes, veins, and ore deposits, whether in place or on the surface, all ore dumps, tailings piles, shafts, drifts, stopes, rights of way, hoists, rails, cars, gallows frames, buildings, structures, easements, leases, and contracts, and all other property upon said mining claims or owned by you and appertaining thereto. In other words, it includes all of your personal property, franchises and privileges.

'The Consolidated Virginia Mining Company is also negotiating for the purchase of all of the real and personal property of Consolidated Virginia and Andes Corporation and of the Mexican Gold & Silver Mining Company.

'For the purpose of consummating these purchases and supplying the treasury of the Consolidated Virginia Mining Company with capital with which to develop its properties, the Board of Directors of Consolidated Virginia Mining Company have taken steps to amend the Articles of Incorporation, and will cause said Articles of Incorporation to be amended, by increasing the capital stock of Consolidated Virginia Mining Company to Five Million Dollars (\$5,000,000) divided into Five Million (5,000,000) shares of the par value of One Dollar each, to be fully paid and non-assessable.

'The Consolidated Virginia Mining Company would be pleased if you would submit this proposition to your Board of Directors, and that, in the event of your Board of Directors approve this proposal, you have the proposal approved, authorized and confirmed by the stockholders of your company at a meeting to be held for that purpose.

'I have been authorized by the Board of Directors of Consolidated Virginia Mining Company to consummate this deal, so I would be pleased to receive a response to this proposal.

'(Signed) Zeb Kendall,
President of Consolidated
Virginia Mining Company.'

"The proposition was fully discussed by the Directors present, after which the following resolution was introduced by Mr. W. L. Osborne:

'RESOLVED that the Ophir Mining Company, acting through its Board of Directors, hereby accepts the foregoing proposition made by the Consolidated Virginia Mining Company; that the president of this company is

hereby authorized to accept from the Consolidated Virginia Mining Company 911,640 shares of the stock of Consolidated Virginia Mining Company, and that the President and the Secretary of Ophir Mining Company are hereby authorized and directed, upon the receipt of said stock, to execute and deliver, under the corporate name and official seal of this company, a grant, bargain and sale deed to all of the real and personal property of the Ophir Mining Company, as set forth and described in said proposal of purchase made by Consolidated Virginia Mining Company and hereinbefore set out; and, be it further

RESOLVED that a meeting of the stockholders of the Ophir Mining Company is hereby called, to be held on the 10th day of July, 1935, at the company's office in Virginia City, Nevada, at the hour of 2 o'clock p. m., for the purpose of ratifying, approving and confirming the action of the Board of Directors; that this action on the part of the Board of Directors, as set forth in this resolution and in these minutes, shall not come into force and effect until the same has been ratified by a majority of the stockholders of the Ophir Mining Company.

Mr. A. L. Kendall moved the adoption of the resolution. Mr. A. N. Jacobson seconded the motion. The Chair then put the motion, and, it appearing from the vote that at least three of the five Directors had voted in the affirmative and for the adoption of the resolution and that no votes were cast in the negative and against the adoption of said resolution, the Chair declared the motion carried and the resolution unanimously adopted.

There being no further business before the meeting, the same was adjourned until 1:30 o'clock p. m. on July 10, 1935.

"Signed A. L. Kendall,
President.

"(Signed) A. N. Jacobson,
Secretary.

APPROVED:

Zeb Kendall,
Director.

Homer L. Gibson,
Director

W.J. Henley,
Director.

A. L. Kendall

A. N. Jacobson

W. L. Osborne.

MINUTES OF ADJOURNED MEETING OF BOARD OF
DIRECTORS OF OPHIR MINING COMPANY HELD
AT VIRGINIA CITY, NEVADA, JULY 10, 1935,
AT 1:30 O'CLOCK P. M.

" On this 10th day of July, 1935, at the office of the company in Virginia City, Nevada, an adjourned meeting of the Board of Directors of Ophir Mining Company, duly and legally called and held, was called to order by the President, A. L. Kendall, presiding.

"A. N. Jacobson, Secretary, acted as secretary of the meeting.

"Upon instructions from the Chair, the secretary read the call and notice of the meeting being held.

"Directors Present:

"A. L. Kendall
"A. N. Jacobson.

"Directors absent:

"W. L. Osborne
"M. R. Lincoln
"William Kendall.

"It being evident that a quorum of the Board of Directors was not present, the meeting was adjourned.

"(Signed) A. L. Kendall,
President.

"(Signed) A. N. Jacobson,
Secretary."

Upon the completion of the reading of said minutes, Mr. A. N. Jacobson, a stockholder of the company present in person, offered the following resolution:

RESOLVED, That all of the acts and things done by the Board of Directors in said meeting held on said 22nd day of June, 1935, and such other meetings as shown by the minutes hereinbefore set out, and all resolutions adopted by said Board of Directors as shown in said minutes of each of said meetings be and the same are hereby ratified, approved and confirmed as the acts of the corporation, and, further, that the Directors and Officers of the Corporation are hereby authorized and directed to carry out and perform the matters and things determined upon in said meetings and by said resolutions.

Mr. A. N. Jacobson, a stockholder, present and acting in person, thereupon moved the adoption of the resolution. The motion was seconded by Mr. Zeb Kendall, also a stockholder, present and acting in person. The president then directed the Secretary to call the roll of stockholders, stating that those who favored the motion would indicate it by saying "Aye".

The following stock represented either in person or by proxy, voted the shares as indicated in favor of said motion and the adoption of said resolution.

<u>STOCK PRESENT IN PERSON</u>		<u>No. of Shares.</u>	
W. J. Henley		1	
A. N. Jacobson		1	
Zeb Kendall		3	
A. L. Kendall		1	
Total, in Person		6	
<u>STOCK REPRESENTED BY PROXY</u>		789,763	
<u>Proxies held by Zeb Kendall:</u>			
William Bertha	Shares	15,000	
C. P. Cote		100	
L. or H. Fiddelke		1,000	
G. A. Knoell		5,000	
William Kendall		744,263	
L. Vanalstine		10,500	775,863
<u>Proxies held by A. L. Kendall</u>			
M. Campbell		500	
E. G. Carlson		1,000	
T. C. Duffy		500	
Paul Enders		1,000	
R. Mueller		2,000	
Mildred R. Mahlon		500	
F. Mayo		200	
Anna G. McLean		250	
Walter S. McLean		250	
M. Pedro		500	
W. R. Ryan		700	
A. Rothschild		2,000	
G. H. Rendy		2,000	
H. C. Verberg		1,000	13,400

Proxies held by A. N. Jacobson
M. L. Brown

500 shares.

SUMMARY OF STOCK PRESENT OR BY PROXY VOTING "AYE"
ON FOREGOING RESOLUTION:

Present <i>Jim Penick</i>	<u>Shares</u> 6
Proxies held by Zeb Kendall	775,863
Proxies held by A. L. Kendall	13,400
Proxies held by A. N. Jacobson	<u>500</u>
<u>Total</u>	<u>789,769</u>

When all those who desired to vote in the affirmative had responded upon the completion of such roll call, the President stated that all of those who were opposed to the passage of the motion and the adoption of the resolution would vote "No", and thereupon the Secretary, at the direction of the President, again called the roll of the stockholders present or represented by proxy, and that stockholders owning no shares voted "No".

The voting having been completed and tabulated, and it appearing therefrom that stockholders owning 789,769 shares had voted "Aye" and for the passage of the motion and the adoption of the resolution; that stockholders owning no shares had voted "No" and against the passage of the motion and the adoption of the resolution, and that more than a majority, namely; in excess of two-thirds of all of the issued and outstanding stock of the company having voted in favor of the passage of the motion and the adoption of the resolution, that the motion is carried and the resolution is adopted.

Mr. Zeb Kendall, a stockholder of the company, present in person, moved that the Treasurer of the company give to the stockholders at this time a financial statement of the company. The motion was seconded by Mr. W.J. Henley, a stockholder present in person, and upon a vote being taken, said motion was carried by the unanimous vote of all stockholders present and represented. Thereupon, the Treasurer read a balance sheet of the company as of the close of business on the 30th day of June, 1935, and, further, for the information of the stockholders stated that the debts and liabilities of the company as shown by the books of the company at the close of business on the 30th day of June, 1935, were \$6,735.16, (all due Consolidated Virginia Mining Company). That the money on hand was \$72.73. That bills payable were none, with the

accounts payable consisting only of current bills not yet on the books amounting to not to exceed \$1,000.00.

Mr. A. N. Jacobson, a stockholder of record and present in person, presented and moved the adoption of the following resolutions:

WHEREAS, the Consolidated Virginia Mining Company has amended its Articles of Incorporation so as to increase its capital stock to 5,000,000 shares of the par value of \$1.00 each, all of said shares heretofore and hereafter issued to be full paid and non-assessable;

AND, WHEREAS, the Consolidated Virginia Mining Company has entered into a contract with Mr. John J. Raskob and associates of New York City, covering the sale of 2,103,623 shares of such increased capital stock, subject, however, to the right of the stockholders of the Consolidated Virginia Mining Company to participate in said contract and subscribe ratably therefor at the rate of twenty cents (20¢) per share, payable in installments as follows: twenty percent (20%) thereof on or before August 26, 1935, and the balance on or before April 1, 1936. Twenty percent (20%) of the number of shares taken by the stockholder must be paid for on or before August 26, 1935; otherwise all rights to participate in said contract lapses and terminates. The balance of eighty percent (80%) of the shares must be taken and paid for on or before April 1, 1936; otherwise all rights to participate in the purchase of said eighty percent (80%) of the offered shares lapses and terminates.

AND, WHEREAS, under and by virtue of said contract with Mr. Raskob, money will be provided for the development of the mines of the Consolidated Virginia Mining Company, and the mines and mining properties of the Consolidated Virginia and Andes Corporation, the Mexican Gold & Silver Mining Company, and of the Ophir Mining Company which are proposed to be acquired by the Consolidated Virginia Mining Company;

AND, WHEREAS, under and by virtue of said arrangement and contract with Mr. Raskob, or by virtue of the subscriptions to the capital stock which will be made by stockholders, adequate funds will be provided for the erection of a treatment plant which will mill and treat the ores and ore bodies of the mines of the Consolidated Virginia Mining Company, Consolidated Virginia and Andes Corporation, the Mexican Gold & Silver Mining Company and the Ophir Mining Company;

AND, WHEREAS, the Consolidated Virginia and Andes Corporation, the Ophir Mining Company and the Mexican Gold & Silver Mining Company are without funds sufficient to provide for the development of their respective mines and mining properties and/or for the erection of a mill or treatment plant and have heretofore been unable and now are unable to adequately finance proper and adequate development of their respective mines and mining claims, or to provide treatment facilities for the treatment of the ores in said mines;

AND, WHEREAS, without adequate funds to provide for development and for the erection of adequate treatment facilities for the treatment of the ores of said mines, said mines will remain idle and unproductive;

AND, WHEREAS, the Consolidated Virginia Mining Company has offered to purchase all of the assets of the Ophir Mining Company and will

also acquire the mining property and mines of the Mexican Gold and Silver Mining Company and of the mines, mining claims and assets of the Consolidated Virginia and Andes Corporation;

AND, WHEREAS, in line with this program, this company has received an offer from the Consolidated Virginia Mining Company to purchase all of our properties and assets, and assume all of our liabilities and to pay therefore 911,640 shares of the Consolidated Virginia Mining Company out of the shares remaining in its treasury after the sale of 2,103,623 shares to John J. Raskob and associates as aforesaid, all as contained in a letter from Zeb Kendall, President of the Consolidated Virginia Mining Company as submitted to and approved by the Board of Directors of this company, in words and figures as follows:

"CONSOLIDATED VIRGINIA MINING COMPANY.

"Virginia City, Nevada, June 30, 1935.

"To the President and Board of Directors,
"Ophir Mining Company,
"Virginia City, Nevada.

"Gentlemen:

"On the 20th day of June, 1935, the Board of Directors of the Consolidated Virginia Mining Company passed a resolution authorizing the company to purchase all of the real and personal property of the Ophir Mining Company for and with 911,640 shares of the stock of the Consolidated Virginia Mining Company, the Consolidated Virginia Mining Company to assume and pay all indebtedness of the Ophir Mining Company, as shown by the books of the Ophir Mining Company on June 20, 1935.

"The property proposed to be purchased from Ophir Mining Company includes any stocks or bonds owned by you or moneys in possession or due you; all of your mining claims and mining properties, ledges, lodes, veins, and ore deposits, whether in place or on the surface, all ore dumps, tailings piles, shafts, drifts, stopes, rights of way, hoists, rails, cars, gallows frames, buildings, structures, easements, leases, and contracts, and all other property upon said mining claims or owned by you and appertaining thereto. In other words, it includes all of your personal property, franchises and privileges.

"The Consolidated Virginia Mining Company is also negotiating for the purchase of all of the real and personal property of Consolidated Virginia and Andes Corporation and of the Mexican Gold & Silver Mining Company.

"For the purpose of consummating these purchases and supplying the treasury of the Consolidated Virginia Mining Company with capital with which to develop its properties, the Board of Directors of Consolidated Virginia Mining Company have taken steps to amend the Articles of Incorporation ~~to be~~ and will cause said Articles of Incorporation to be amended, by increasing the capital stock of Consolidated Virginia Mining Company to Five Million Dollars (\$5,000,000) divided into Five Million Dollars shares (5,000,000) of the par value of One Dollar each, to be fully paid and non-assessable.

"The Consolidated Virginia Mining Company would be pleased if you would submit this proposition to your Board of Directors, and that, in the event of your Board of Directors approve this proposal, you have the proposal approved, authorized and confirmed by the stockholders of your company at a meeting to be held for that purpose.

"I have been authorized by the Board of Directors of Consolidated Virginia Mining Company to consummate this deal, so I would be pleased to receive a response to this proposal.

"(Signed) Zeb Kendall,
President of Consolidated
Virginia Mining Company."

AND, WHEREAS, the Board of Directors of this Company who are personally familiar with the mines and mining property and assets of this company and with its financial affairs, have adopted a resolution that said offer is fair, just and equitable, and that said shares of stock proposed to be delivered to this company are of the reasonable value of the assets, mines and mining claims of this company which will be conveyed to the Consolidated Virginia Mining Company;

AND, WHEREAS, it is the opinion and judgment of the stockholders of this company, assembled at this meeting, that said offer of the Consolidated Virginia Mining Company is fair and equitable and the acceptance thereof is for the best interests of this company and its stockholders;

NOW, THEREFORE, BE IT RESOLVED that said offer of the Consolidated Virginia Mining Company be accepted and the President or Vice President and Secretary or Assistant Secretary are hereby authorized and directed to make, execute and deliver to the Consolidated Virginia Mining Company a proper deed, conveyance, assignment and/or Bill of Sale conveying all of the property, assets and mining claims of this company to the Consolidated Virginia Mining Company, upon receipt of 911,640 shares of the capital stock of the Consolidated Virginia Mining Company, full paid and non-assessable;

Mr. W. J. Henley, a stockholder of record and present in person, seconded the motion to adopt said resolution.

The President then directed the Secretary to call the roll of stockholders, stating that those who favored the motion would indicate it by saying "Aye".

The following stock represented either in person or by proxy, voted the shares as indicated in favor of said motion and the adoption of said resolution.

STOCK PRESENT IN PERSON

	<u>No. of Shares</u>
W. J. Henley	1
A. N. Jacobson	1
Zeb Kendall	3
A. L. Kendall	1
<u>Total, in Person</u>	<u>6</u>

STOCK REPRESENTED BY PROXY

789,763

<u>Proxies held by Zeb Kendall</u>	<u>Shares</u>	
William Bertha	15,000	
G. P. Cote	100	
L. or H. Fiddelke	1,000	
G. A. Knoell	5,000	
William Kendall	744,263	
L. Vanalstine	10,500	775,863

<u>Proxies held by A. L. Kendall</u>		
M. Campbell	500	
E. G. Carlson	1,000	
T. C. Duffy	500	
Paul Enders	1,000	
R. Mueller	2,000	
Mildred R. Mahlon	500	
P. Mayo	200	
Anna G. McLean	250	
Walter S. McLean	250	
M. Pedro	500	
W. R. Ryan	700	
A. Rothschild	2,000	
G. H. Bendy	2,000	
H. C. Verbarg	1,000	13,400

Proxies held by A. N. Jacobson

M. L. Brown	500	500
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SUMMARY OF STOCK PRESENT OR BY PROXY VOTING "AYE"
ON FOREGOING RESOLUTION:

	<u>Shares</u>
Present	6
Proxies held by Zeb Kendall	775,863
Proxies held by A. L. Kendall	13,400
Proxies held by A. N. Jacobson	500
<u>Total</u>	<u>789,769</u>

When all those who desired to vote in the affirmative had responded upon the completion of such roll call, the President stated that all of those who were opposed to the passage of the motion and the adoption of the resolution would vote "No", and thereupon the Secretary, at the direction of the President, again called the roll of the stockholders present or represented by proxy, and no stockholders owning shares voted "No."

The voting having been completed and tabulated, and it appearing therefrom that stockholders owning 789,769 shares had voted "Aye" and for the passage of the motion and the adoption of the resolution; that no stockholders had voted "No" and against the passage of the motion and the adoption of the resolution

and that more than a majority, namely: in excess of two-thirds of all of the issued and outstanding stock of the company having voted in favor of the passage of the motion and the adoption of the resolution, that the motion is carried and the resolution is adopted.

Upon motion duly made, seconded and carried by more than a majority of all stock present and represented at the meeting and more than a majority of all of the issued and outstanding stock of the corporation, the following resolution was adopted:

WHEREAS, with the merger of all properties of this company with the Consolidated Virginia Mining Company there is and will be no further use or necessity for continuing this company;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors are requested to immediately call a special meeting of the stockholders for the purpose of dissolving this company in order that the shares of the Consolidated Virginia Mining Company received by us in the merger as heretofore set forth in these minutes may be distributed to our stockholders share for share.

Upon motion duly made, seconded and carried by more than a majority of all stock present and represented at the meeting and more than a majority of all of the issued and outstanding stock of the corporation, the following resolution was adopted:

RESOLVED, that whereas the offer of purchase on the part of the Consolidated Virginia Mining Company does not so provide, the President of said company has agreed that in addition to assuming all liabilities of this company that it will assume such reasonable expense as may be incurred in the dissolution of this company and also the payment of the transfer tax of four cents (4¢) per \$100.00 par value, if the same be required to distribute the shares of the Consolidated Virginia Mining Company received by this company to the stockholders of this company on a share for share basis.

NOW, THEREFORE, BE IT RESOLVED that the Consolidated Virginia Mining Company be and it is hereby requested by resolution to ratify and confirm the agreement of the President of said company in that regard.

There being no further business, the meeting adjourned.

G. H. Jackson
Secretary.

A. S. Kuntall
President.

We, the undersigned stockholders of record of the shares set opposite our respective names of the Ophir Mining Company, do hereby ratify, confirm and approve all of the acts and proceedings of the stockholders of the Ophir Mining Company as shown by the foregoing minutes of a special meeting thereof of said stockholders held at the office of the company at Virginia City, Nevada on the twenty-ninth day of July, 1935.

<u>W. J. Henley</u>	<u>1</u>	Shares.
<u>A. W. Jacobson</u>	<u>1</u>	Shares
<u>John Kendall</u>	<u>3</u>	Shares
<u>A. S. Kendall</u>	<u>1</u>	Shares

BY PROXY.

<u>John Kendall</u> Holding proxies for	<u>775 863</u>	Shares
<u>A. S. Kendall</u> Holding proxies for	<u>13 400</u>	Shares
<u>A. N. Jacobson</u> Holding proxies for	<u>500</u>	Shares.