

I, Thomas A. Park, Secretary of the Gold Quarry Mines, Inc., certify that the attached is a true copy of the minutes of the Special Meeting of Stockholders of Cuba Consolidated Company on March 15, 1937.

Thomas A. Park  
Thomas A. Park

Subscribed and sworn to me  
on 14th Day of May, 1962.

(NOTARIAL SEAL)

Robert L. Hendricks  
My Commission Expires June 15, 1962

MINUTES OF SPECIAL MEETING OF STOCKHOLDERS OF  
CUBA CONSOLIDATED COMPANY

A special meeting of the stockholders of Cuba Consolidated Company was held at No. 826 David Eccles Building at Ogden City, Weber County, Utah, on March 15, 1937, at the hour of 2:00 o'clock P.M.

The President, Thomas S. Wilson, acted as Chairman, and J. G. Titley was chosen to act, and acted as Secretary of the meeting.

The following stockholders were present in person:

<u>Name</u>	<u>Number of Shares</u>
John A. Smith	949,000
Thomas S. Wilson	468,000
J. M. Eccles	55,000
J. G. Titley	27,000
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Total	1,499,000

Such stockholders so present in person being more than two-thirds in interest of all the stock of the company.

Mr. Titley then presented and read the notice of the directors convening the meeting, together with the affidavit of the secretary, Edward H. Chambers, that he caused to be deposited in the post office at Ogden, Utah, at least ten days before March 15, 1937, said notice properly addressed to each stockholder, which said notice and affidavit were as follows:

SPECIAL NOTICE TO THE STOCKHOLDERS  
OF CUBA CONSOLIDATED COMPANY, a NEVADA CORPORATION

A meeting of the stockholders of the Cuba Consolidated Company, a corporation under the laws of the State of Nevada, will be held at No. 826 David Eccles Building, in Ogden City, Weber County, State of Utah, on Monday, March 15, 1937, at 2:00 P.M., to consider and vote upon the proposition of amending the Articles of Incorporation of said company.

FIRST: To change the name thereof to GOLD QUARRY MINES, INC., or such other name as may be determined by the stockholders, and be available in the State of Nevada; and

SECOND: To change the par value of the stock of said corporation from One (1¢) Cent to Ten (10¢) Cents per share and the aggregate amount of the par value of the capital stock of the corporation from Twenty Thousand (\$20,000.00) Dollars to Two Hundred Thousand (\$200,000.00) Dollars, and to amend the First and Fourth Articles of Incorporation of said

company accordingly, or either thereof, and to take all such action as may be necessary or proper in the premises, and to transact such other business as may come before the meeting.

By order of the Board of Directors.

E. H. Chambers  
Secretary

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AFFIDAVIT

STATE OF UTAH )  
                  ) SS:  
COUNTY OF WEBER )

E. H. Chambers, being first duly sworn according to law, upon his oath, says:

That he is the Secretary of Cuba Consolidated Company, and that on the 3rd day of March, 1937, that he caused Fae Bostwick to deposit in the Post Office at Ogden City, Weber County, Utah, in a sealed envelope, postage prepaid, the notice of which the foregoing is a true copy, addressed to each of the persons named upon the list attached hereto, and being all of the stockholders of Cuba Consolidated Company.

E. H. Chambers

Subscribed and sworn to before me this \_\_\_\_\_ day of March, 1937.

My Commission expires \_\_\_\_\_  
Notary Public  
Residing at Ogden, Utah

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AFFIDAVIT

STATE OF UTAH )  
                  ) SS:  
COUNTY OF WEBER )

Fae Bostwick, being first duly sworn according to law, upon her oath, says:

That at the request of Edward H. Chambers, Secretary of Cuba Consolidated Company, and on the 3rd day of March, 1937, she deposited in the Post Office at Ogden City, Weber County, State of Utah, in a sealed envelope, postage prepaid, the notice attached to the affidavit of the said Edward H. Chambers, of which this affidavit is attached, is a true copy, addressed to each of the persons named in the list attached to the said affidavit of Edward H. Chambers.

FAE BOSTWICK

Subscribed and sworn to before me this \_\_\_\_\_ day of March, 1937.

My Commission expires \_\_\_\_\_  
Notary Public  
Residing at Ogden, Utah

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The notice and affidavits were ordered filed.  
Thereupon, Mr. Eccles offered the following resolution:

RESOLUTION

RESOLVED: That the First Article of the Articles of Incorporation of this Company be amended to change the name of this corporation from Cuba Consolidated Company to Gold Quarry Mines, Inc., and that said First Article of the Articles of Incorporation of this corporation be amended so that the same shall read:

FIRST: The name of the corporation shall be  
GOLD QUARRY MINES, Inc.

AND BE IT FURTHER RESOLVED: That the Fourth Article of the Articles of Incorporation of this corporation be amended to change the par value of the stock and the aggregate amount, or par value thereof, so that the stock of the corporation shall have a par value of Ten (10¢) Cents per share, instead of One (1¢) Cent per share, and so that the aggregate of the par value of the capital stock shall be Two Hundred Thousand (\$200,000.00) Dollars, instead of Twenty Thousand (\$20,000.00) Dollars, and that the Fourth Article of the Articles of Incorporation of this company be amended to read as follows:

FOURTH: The maximum number of shares that the corporation is authorized to have outstanding at any time is Two Million (2,000,000) Shares, all of which shares shall be common stock of the par value of Ten Cents (10¢) per share, aggregating as the whole capital stock Two Hundred Thousand(\$200,000.00) Dollars.

AND BE IT FURTHER RESOLVED: That the President and Secretary of this corporation be, and they are hereby authorized in the name of this corporation to prepare a certificate of amendment to the Articles of Incorporation of this corporation in accordance with this resolution, and to cause the same to be filed as required by the statutes of the State of Nevada, to make such amendment effective.

and moved the adoption of said resolution. Such motion was seconded by Mr. Wilson.

The resolution was discussed at length.

Thereupon, on motion of Mr. Smith, the meeting adjourned until 4:00 o'clock P. M. March 16, 1937, at the same place.

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The adjourned meeting of the stockholders was held at No. 826 David Eccles Building, Ogden City, Weber County, Utah, on March 16, 1937 at 4:00 o'clock P. M.

Stockholders John A. Smith, Thomas S. Wilson, J. M. Eccles and J. G. Titley were present in person.

The said motion to adopt said resolution to amend the Articles was submitted to the vote of the stockholders in meeting convened. The whole number of votes cast was 1,499,000, all of which were in the affirmative, and in favor of said motion that said resolution be adopted. The President thereupon declared the resolution adopted.

Upon motion, it was unanimously resolved that all acts of the board of directors of the corporation as recorded in the minute book be ratified, confirmed and approved.

The president gave a report upon the condition of the company's properties.

The meeting adjourned.

Tom S. Wilson  
President

J. G. Titley  
Secretary

Recorded at the request of Allan Coope May 15, A.D., 1962 At 59 minutes past 1 P. M.

Willis A. DePaoli - Recorder.