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FILING FEE: $ 50.00
BY: UNITED STATES CORPORATION CO
502 EAST JOHN STREET
CARSON CITY, NEVADA 89701

File Number 5245 P16 6

FILED
IN THE OFFICE OF THE SECRETARY OF STATE OF THE
STATE OF NEVADA

MAR 10 1987

7376-81

To all to whom these Presents Shall Come, Greeting:

I, Jim Edgar, Secretary of State of the State of Illinois, do hereby certify that THE FOLLOWING AND HERETO ATTACHED IS A TRUE COPY OF THE ARTICLES OF AMENDMENT AND RESTATED ARTICLES TO THE ARTICLES OF INCORPORATION OF WESTMONT MINING INC.••••••••••••••••••

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this* 4th *day of* MARCH *A.D. 19*87

Jim Edgar
SECRETARY OF STATE

BOOK 1 87 PAGE 556

File Number [illegible]

Whereas, ARTICLES OF AMENDMENT AND RESTATED ARTICLES TO THE ARTICLES OF INCORPORATION

BICOR MINERAL VENTURES, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois at the City of Springfield, this* 6th *day of* MARCH *AD 19* 87 *and of the Independence of the United States the two hundred and* 11th

Jim Edgar

SECRETARY OF STATE

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BCA-10.30 (Rev. Jul. 1984)

Submit in Duplicate

Remit payment in Check or Money Order, payable to "Secretary of State".

DO NOT SEND CASH!

JIM EDGAR
Secretary of State
State of Illinois

ARTICLES OF AMENDMENT

Restatement

File # 5345-834-6

This Space For Use By Secretary of State	
Date	5-4-87
License Fee	$
Franchise Tax	$ 10.–
Filing Fee	$
Clerk	BA

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE The name of the corporation is NICOR MINERAL VENTURES, INC. (Note 1)

ARTICLE TWO The following amendment of the Articles of Incorporation was adopted on January 16, 19 87 in the manner indicated below. ("X" one box only.)

☐ By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected, or by a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)

☐ By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)

☐ By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)

☐ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10; (Note 4)

☒ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors have been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 4)

(INSERT AMENDMENT)

(Any article being amended is required to be set forth in its entirety.) (Suggested language for an amendment to change the corporate name is: RESOLVED, that the Articles of Incorporation be amended to read as follows:)

Resolved, that the Articles of Incorporation be amended to change the corporation name as follows:

[illegible] MINING INC.
(New Name)

AD

All changes other than name, include on page 2
(over)

[illegible] 87 [illegible]558

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Resolution

See Exhibit A attached hereto and made a part hereof.

[illegible]

"Exhibit A"

RESTATED ARTICLES OF INCORPORATION

RESOLVED, that NICOR MINERAL VENTURES, INC., an Illinois corporation, was incorporated on July 12, 1981, as DEKALB MINING, INC., and that Articles of Amendment were filed on September 22, 1982, changing the name to NICOR MINERAL VENTURES, INC., and Articles of Amendment filed March 4, 1987 changing the name to WESTMONT MINING INC.

FURTHER RESOLVED, that the Articles of Incorporation of NICOR MINERAL VENTURES, INC., are hereby amended and completely restated as follows:

ARTICLE ONE: The name of the corporation is WESTMONT MINING INC.

ARTICLE TWO: The Registered Agent and its Registered Office are:

Registered Agent: CT Corporation System, Inc.
Registered Office: 208 South LaSalle Street
Chicago, Illinois 60604

ARTICLE THREE: The purpose or purposes for which the Corporation is organized are to engage in any lawful act or activity for which a corporation may be organized under The Illinois Business Corporation Act.

ARTICLE FOUR: Paragraph 1: The aggregate number of sh. es the Corporation shall have the authority to issue is 1000 shares of Common Stock, without par value.

ARTICLE FIVE: The number of shares issued and outstanding as of the date of this amendment and restatement of the Articles of Incorporation are:

class	par value per share	number of shares issued	consideration received
Common	$1.00	100	$25,333,556

ARTICLE SIX: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws. Election of directors need not be by ballot unless the by-laws so provide.

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(2) The Board of Directors shall have power without the assent or vote of the stockholders to make, alter, amend, change, add to or repeal the by-laws of the Corporation, to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens and all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(4) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Illinois, of this Certificate, and to any by-laws from time to time made by the stockholders; provided, however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

ARTICLE SEVEN: The Corporation shall, to the full extent permitted by Section 8.75 of the Illinois Business Corporation Act, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

ARTICLE THREE The manner, if not set forth in the amendment, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: *(If not applicable, insert "No change")*

N/A

ARTICLE FOUR (a) The manner, if not set forth in the amendment, in which said amendment effects a change in the amount of paid-in capital* is as follows: *(If not applicable, insert "No change")*

N/A

(b) The amount of paid-in capital* as changed by this amendment is as follows: *(If not applicable, insert "No change")*

N/A

	Before Amendment	After Amendment
Paid-in Capital	$________	$________

The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated Jan 16, 19 87

[illegible] Mineral Ventures, Inc.
(Exact Name of Corporation)

Attested by J. M. Skirpak
(Signature of Secretary or Assistant Secretary)
J M Skirpak Asst Sec
(Type or Print Name and Title)

By [signature]
(Signature of President or Vice President)
A F Bissett Pres.
(Type or Print Name and Title)

* "Paid-in Capital" replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of those accounts.

[illegible]

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NOTES and INSTRUCTIONS

NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.

NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)

NOTE 3: Directors may adopt amendments without shareholder approval in only six instances, as follows:

(a) to remove the names and addresses of directors named in the articles of incorporation;

(b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;

(c) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;

(d) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;

(e) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05. (§ 10.15)

(f) to restate the articles of incorporation as currently amended.

NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' meeting (either annual or special) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (but if class voting applies, then also at least a 2/3 vote within each class is required).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)

NOTE 5: When shareholder approval is by written consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

Form BCA-10.30

File No.

ARTICLES OF AMENDMENT

Filing Fee $25.00

Filing Fee for Restated Articles $100.00

FILED

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 – 782-6961

OFFICE OF THE SECRETARY OF STATE

STATE OF NEVADA

(This form should accompany a Certificate of filing of any charter document to the Articles of Incorporation of a foreign corporation qualified to do business in Nevada).

1. Name of Corporation: Westmont Mining Inc. f/k/a NICOR Mineral Ventures Inc.
   Incorporated under the laws of the State of Illinois
2. Date qualified to do business in Nevada: November 2, 1981
3. Mailing address of corporation in state of incorporation:
   10 S. Wacker Drive, Suite 1920, Chicago, Illinois 60606
4. Date of filing Amendatory document:
5. Document filed for purpose of: Amending and restating Charter; change name from NICOR Mineral Ventures Inc. to Westmont Mining Inc., reduce authorized shares from 20,000, $1 par value to 1,000 shares, no par value.
   (Indicate any increase or decrease of authorized capital stock, change of name or change in general purposes).

Please submit with original certificate of filing issued by the Secretary of State of origin.

Chester A. Grabowski
Name & title of officer making statement
C. A. Grabowski, Vice President

March 3, 1987
Date

STATE OF Illinois } ss.
COUNTY OF DuPage }

On ____________ personally appeared before me, a Notary Public, C. A. Grabowski, who acknowledged that he/she executed the above document.

Notary Public

My Commission Expires: Apr 17 1989

SEAL Affixed

"OFFICIAL SEAL"
PAT SAMMELM
Notary Public, State of Illinois
DuPage County
My Commission Expires April 17 1989

BOOK 187 PAGE 364

After recording, return to:

Land Department
Westmont Mining Inc.
4949 S. Syracuse St., #4200
Denver, CO 80237

RECORDED AT THE REQUEST OF Westmont Mining Inc.
BOOK 167 PAGE 556

'87 NOV 13 AO:57

OFFICIAL RECORDS
EUREKA COUNTY, NEVADA
M.N. REBALEATI, RECORDER
FILE NO. 113762
FEE $ 14.00

Book 167, Page 565

STATE OF NEVADA
DEPARTMENT OF
STATE

I hereby certify that this is a true and complete copy of the document as filed in this office.

DATED: SEP 14 1987

Frankie Sue Del Papa

FRANKIE SUE DEL PAPA
Secretary of State

BY