

177997

Delaware

The First State

PAGE #1
FILED # C 636-65

MAR 22 2002

IN THE OFFICE OF
De- Hill
DEAN HILLER SECRETARY OF 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 OWNERSHIP, WHICH MERGES:

"NEWMONT GOLD COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "NEWMONT MINING CORPORATION" UNDER THE NAME OF "NEWMONT GOLD COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON FIFTEENTH DAY OF FEBRUARY, A.D. 2002, AT 9:31 O'CLOCK A.M.

0623413 8100

020149332

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1647087

DATE: 03-05-02

FROM

(FRI) 2.15.02 9:14/ST.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:31 AM 02/15/2002
020101124 - 0623413

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

NEWMONT GOLD COMPANY

WITH AND INTO

NEWMONT MINING CORPORATION

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

Newmont Mining Corporation, a corporation organized and existing under the laws of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Corporation owns all of the outstanding shares of each class of stock of Newmont Gold Company, a Delaware corporation incorporated on 23rd day of February, 1988, pursuant to the Delaware General Corporation Law.

SECOND: That the Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on November 13, 2001, determined to merge into itself said Newmont Gold Company, by the adoption thereof:

RESOLVED, that the Corporation will merge, and upon the effectiveness of such merger, does merge, into itself, its wholly owned subsidiary, Newmont Gold Company, and assumes all of the obligations of Newmont Gold Company; and further

RESOLVED, that said merger shall become effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware or at such other time as such Certificate of Ownership and Merger shall specify pursuant to Section 2(d) of the General Corporation Law of the State of Delaware and further

RESOLVED, that upon effectiveness of said merger, the name of the Corporation shall be changed to "Newmont Gold Company" and Article First of the Restated Certificate of Incorporation of the Corporation shall be amended to read as follows:

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W/632967v2

FROM

(FRI) 2.15'02 9:15/ST. 9:06/NO.4861863941 P 21

"First: The name of this Corporation is
Nmont Gold Company."

RESOLVED, that except for the foregoing amendment to Article F, said Restated Certificate of Incorporation shall remain unchanged by the merger and in full force and effect until further amended accordance with the Delaware General Corporation Law; and ther

RESOLVED, that the proper officers of the Corporation be, and they be, directed to make and execute a Certificate of Ownership Merger setting forth a copy of the resolutions to so merge Nmont Gold Company and to assume its obligations and the date adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and to do all acts and things whoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger and change of name.

THIRD: That this Certificate of Ownership and Merger shall be effective on its filing with the Secretary of State of the State of Delaware.

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FROM

(FRI) 2:15'02 9:15/ST. 9:06/NO. 4861863941 P 22

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by a duly authorized officer: 15th day of February, 2002.

NEWMONT MINING CORPORATION

By: 

Name: Britt D. Banks

Title: Vice President, General Counsel
and Secretary

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DEAN HELLER
Secretary of State

202 North Carson Str
Carson City, Nevada 891-4201
(775) 684 5708



Office Use Only:

FILED # C636-65

MAR 22 2002

IN THE OFFICE OF

DEAN HELLER SECRETARY OF STATE

Important: Read attached instructions before completing form.

- Remit in Duplicate -

1. Name of corporation (prde modified name also if filed pursuant to 80.025):

Newmont Mining Corporation

currently on file in Nevada)

2. State of incorporation: Denre

3. Changes reflected by fili of document:
(check the appropriate sces and/or describe under "other")

☒ Name

☐ Stock

☐ Purpose

☐ Dissolution

☒ Merger (if survivor qualified in Nevada and the articles were amended within the merger)

☐ Other (specify chans):

4. Signature (must be sign by an officer of the corporation):

Ardis Young
Signature of Officer Making Statement

Ardis Young

Assistant Secretary
Title of Officer

* Submit this form with eit a certified copy of or a certificate evidencing the filing of any document amendatory or otherwise relating to the original articles in the place of the corporations creation.

IMPORTANT: Failure to fude any of the above information and remit with the proper fees may cause this filing to be rejeed.

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OFFICIAL RECORDS

RECORDED AT THE REQUEST OF

Hall, Lane, Peck, Dennison & Ward

02 APR -1 PM 1:27

CLARK COUNTY, NEVADA

M.N. REBALEATI, RECORDER

FILE NO. FEES -00

177997

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STATE OF NEVADA
Secretary of State
I hereby certify that this is a true and
complete copy of the document as filed
in this office

MAR 22 2002

Dean Heller
Dean Heller

By

SEAL
Affixed