

ARTICLES OF INCORPORATION

of the

CLEARWATER VALLEY RAILROAD COMPANY.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, W.H. Kennedy, C.W. Mulks, J.C. Havelly and Charles Steele, all of Portland Oregon, do hereby associate ourselves as a corporation under the general incorporation laws of the State of Oregon, and do hereby adopt the following:

ARTICLES OF INCORPORATION.

ARTICLE I.

The name of the corporation shall be the CLEARWATER VALLEY RAILROAD COMPANY.

ARTICLE II.

The duration of the corporation shall be perpetual.

ARTICLE III.

The business of the corporation shall be  
FIRST. To build, construct or acquire or equip the following railroad and telegraph lines, namely:

1st. A line from a point on the State of Idaho at or near the junction of the Clearwater River with the Snake River, and thence on the most eligible route along the valleys of the Clearwater River and of the south and middle forks thereof to a point on the boundary line between Idaho and Montana at or near Lolo Pass, with a branch leaving said line from some suitable point in the valley of the Clearwater River on the south fork thereof, and extending through Camas Prairie on some eligible route to the town of Mt. Idaho in the State of Idaho.

2nd. A line from a point in the State of Oregon at or near the mouth of the Grande Ronde River, and thence along the valley of the Grande Ronde River to the mouth of the Wallowa River.

m 3rd. A line from a point at or near the town of Baker City in the State of Oregon, thence in a general easterly direction to Powder River, and thence along said Powder River to the junction thereof with the Snake River.

4th. A line from a point in the State of Oregon on the Snake River at or near the mouth of Pine Creek; thence up Pine Creek and across the divide to a point on the Powder River.

5th. A line from some suitable point on the Snake River in the State of Oregon; thence by some feasible route to a point in what is known as the Seven Devils' mining region in the State of Idaho.

6th. A line from a point on the Snake River at or near the mouth of Salmon River in the State of Idaho, and thence up Salmon River to the head of said salmon River.

7th. A line from a point at or near the town of Moscow in the State of Idaho; thence in a southeasterly direction to some point suitable point on the Clearwater River.

And to maintain and operate such constructed or acquired railroad and telegraph lines and branches, and to carry freight and passengers thereon, and to deliver messages thereover and to receive tolls for the carriage of such freight and passengers and for the delivery of such messages.

SECOND. To purchase and consolidate with, lease or otherwise acquire, or to operate and maintain on such terms as may be agreed upon, any railroad or railroads in Oregon, Washington, Idaho or Montana, with its or their rolling stock, equipments and appurtenances, and complete the same to its authorized terminus.

THIRD. To facilitate or assist in the construction, building and extension, equipment and operation of any railroad line, steamship or steamboat line connected or intending to connect or exchange traffic with the railroads of this corporation, and for

such purpose to subscribe for or purchase the stock or bonds of any company owning or operating any such line of railroad, and to guarantee or otherwise secure the payment of any such bonds, or the interest thereon, by pledge or mortgage of the property of this corporation, or any part thereof, or otherwise, and to consolidate with or lease or contract for the operation and maintaining of any and all lines of such railroad steamship or steamboat companies.

FOURTH. To purchase or lease lands, whether adjacent or contiguous to its railroads or not, and to hold, possess, improve, lease sell, mortgage or otherwise dispose of such lands in such manner as may be deemed fit. To build bridges, own, lease or operate steamboats upon the Snake and Clearwater rivers.

FIFTH. To borrow money on bonds, notes, or otherwise, for the general purposes of the corporation, and to mortgage its railroads, steamboats and any and all property to secure the payment thereof.

SIXTH. To do all other things necessary or proper for the accomplishment of the objects above specified.

#### ARTICLE IV.

The principal office of the corporation shall be at Portland, in the State of Oregon.

#### ARTICLE V.

The capital stock of the corporation shall be three million dollars and the amount of each share of such capital stock shall be one hundred dollars.

#### ARTICLE VI

W.H.Kennedy, J.C.Havely and Charles Steele, or any two of them, are hereby appointed to open stock books of the corporation and to receive subscriptions and organize the corporation.

ARTICLE VII.

The board of directors of the corporation shall consist of four members.

IN WITNESS WHEREOF we have to these presents executed in triplicate set our hands and seals this first day of November, one thousand eight hundred and ninty eight.

W.H.Kennedy, (SEAL)

G.W.Mulks, (SEAL)

J.C.Havely, (SEAL)

Chas. Steele, (SEAL)

STATE OF OREGON, )  
;ss.  
County of Multnomah. )

BE IT REMEMBERED that on this first day of November, 1898, before me, the undersigned, a Notary Public in and for said County and state, personally appeared the within named W.H.Kennedy, G.W. Mulks, J.C.Havely and Charles Steele, personally known to me and known to me to be the identical individuals described in and who executed the foregoing Articles of Incorporation of the Clearwater Valley Railroad Company, and acknowledged to me that they executed the same as their act and deed, for the uses and purposes therein mentioned.

IN TESTIMONY WHEREOF I hereto set my hand and notarial seal the first day of November, 1898.

H.F.Conner,

Notary Public in and for Oregon.

(Notarial Seal)

(Revenue stamp)

Endorsed. Filed in the office of the Secretary of State of the State of Oregon, for Record at Ten o'clock A.M. the 2nd day of November 1898 and recorded on page 374 of Book 10 of Records of

Articles of incorporation of private corporations.

(Sd)H.R.Kincaid, Secretary of State.

Office of the Secretary of State,

Salem, Oregon, December 15, 1898.

I, Harrison R. Kincaid, Secretary of State of the state of Oregon, and custodian of the seal of said state, do hereby certify that the foregoing transcript of articles of incorporation of the "Clearwater Valley Railroad Company", as filed and recorded in the department of State of Oregon on November 2d, 1898, has been by me compared with the original copy of said articles of incorporation now on file in the department of state, and that it is a true and correct transcript thereof, and the whole of said original articles of incorporation;

I further certify that the original articles of incorporation of which the foregoing is a transcript were duly and regularly filed and recorded in the department of state of Oregon as provided and required by the general Laws of Oregon regulating the incorporation of private corporations, on the date above mentioned.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the State of Oregon, at the Capitol at Salem, this Fifteenth day of December, A.D.1898.

(SEAL) (Revenue Stamp) H.R.Kincaid,

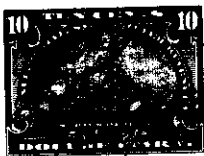
Secretary of state.

State of Idaho,            )  
County of Nez Perce.)<sup>ss.</sup>

I, S. O. Tammhill, a County Recorder in and for the County of Nez Perce and State of Idaho, do hereby certify that the foregoing is a full, true and correct copy of the certified copy as certified to by the Secretary of the State of Oregon, on the Fifteenth day of December, A. D. 1898 at the Capitol at Salem, being a copy of the articles of incorporation of the "Clearwater Valley Railroad Company" the original certified copy being a part of the records of this office.

In Testimony Whereof I have hereunto set my hand and affixed the Seal of this office on this 23rd day of December, in the year 1898.

S. O. Tammhill,            County Recorder  
By *Frank L. Lehnacker*  
Deputy.



ARTICLES OF INCORPORATION  
of the  
CLEARWATER VALLEY RAILROAD COMPANY.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned,  
W. H. Kennedy, C. W. Mulks, J. C. Havelly and Charles Steele, all of  
Portland, Oregon, do hereby associate ourselves as a corporation under  
the general incorporation laws of the state of Oregon, and do hereby  
adopt the following

ARTICLES OF INCORPORATION.

ARTICLE I.

The name of the Corporation shall be the CLEARWATER VALLEY  
RAILROAD COMPANY.

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The duration of the corporation shall be perpetual.

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First:- To build, construct or acquire or equip the following  
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1st. A line from a point in the State of Idaho at or near the  
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the most eligible route along the valleys of the Clearwater River and  
of the south and middle forks thereof to a point on the boundary line  
between Idaho and Montana at or near Lolo Pass, with a branch leaving  
said line from some suitable point in the valley of the Clearwater River  
or the south fork thereof, and extending through Camas Prairie on some  
eligible route to the town of Mount Idaho in the State of Idaho.

2nd., A line from a point in the State of Oregon at or near  
the mouth of the Grand Ronde River, and thence along the Valley of the  
Grande Ronde River to the mouth of the Wallowa River.

3rd. A line from a point at or near the town of Baker City  
in the State of Oregon, thence in a general easterly direction to Powder

River, and thence along said Powder River to the junction thereof with the Snake River.

4th. A line from a point in the State of Oregon on the Snake River at or near the mouth of Pine Creek; thence up Pine Creek and across the divide to a point on the Powder River.

5th. A line from some suitable point on the Snake River in the state of Oregon; thence by some feasible route to a point in what is known as the Seven Devils' Mining region in the State of Idaho.

6th. A line from a point on the Snake River at or near the mouth of Salmon River in the State of Idaho, and thence up Salmon River to the head of said Salmon River.

7th. A line from a point at or near the town of Moscow in the State of Idaho; thence in a southeasterly direction to some suitable point on Clearwater River.

And to maintain and operate such constructed or acquired railroad and telegraph lines and branches, and to carry freight and passengers thereon, and to deliver messages thereover and to receive tolls for the carriage of such freight and passengers and for the delivery of such messages.

Second:- To purchase and consolidate with, lease or otherwise acquire, or to operate and maintain on such terms as may be agreed upon, any railroad or railroads in Oregon, Washington, Idaho, or Montana, with its or their rolling stock, equipments and appurtenances, and complete the same to its authorized terminus.

Third:- To facilitate or assist in the construction, building, and extension, equipment and operation of any railroad line, steamship or steamboat line connected or intending to connect or exchange traffic with the railroads of this corporation, and for such purpose to subscribe for or purchase the stock or bonds of any company owning or operating any such line of railroad, and to guarantee or otherwise secure the payment of any such bonds, or the interest thereon, by pledge or mortgage of the property of this corporation, or any part thereof, or otherwise, and to consolidate with or lease or contract for the operation and



maintaining of any and all lines of such railroad, steamship or steamboat companies.

Fourth:- To purchase or lease lands, whether adjacent or contiguous to its railroads or not, and to hold, possess, improve, lease, sell, mortgage or otherwise dispose of such lands in such manner as may be deemed fit. To build bridges, own, lease, or operate steamboats upon the Snake and Clearwater rivers.

Fifth:- To borrow money on bonds, notes, or otherwise, for the general purposes of the corporation, and to mortgage its railroads, steamboats and any and all property to secure the payment thereof.

Sixth:- To do all other things necessary or proper for the accomplishment of the objects above specified.

#### ARTICLE IV.

The principal office of the corporation shall be at Portland, in the State of Oregon.

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The capital stock of the Corporation shall be three million dollars and the amount of each share of such capital stock shall be one hundred dollars.

#### ARTICLE VI.

W. H. Kennedy, J. C. Havelly and Charles Steele or any two of them, are hereby appointed to open stock books of the corporation and to receive subscriptions and organize the corporation.

#### ARTICLE VII.

The Board of Directors of the corporation shall consist of four members.

IN WITNESS WHEREOF WE have to these Presents executed in triplicate set our hands and seals this first day of November, one thousand eight hundred and ninety-eight

W. H. Kennedy, (Seal).

G. W. Mulks, (Seal).

J. C. Havelly, (Seal)

Chas. Steele, (Seal)

STATE of OREGON, )  
 )ss.  
COUNTY of MULTONOMAH.)

BE IT REMEMBERED That on this first day of November, 1898, before me, the undersigned, a Notary Public in and for the said county and State, personally appeared the within named W. H. Kennedy, G. W. Mulks, J. C. Havelly, and Charles Steele, personally known to me and known to me to be the identical individuals described in and who executed the foregoing Articles of Incorporation of the Clearwater Valley Railroad Company, and acknowledged to me that they executed the same as their act and deed, for the uses and purposes therein mentioned.

IN TESTIMONY WHEREOF I hereto set my hand and notarial seal the first day of November, 1898.

H. T. Conner,

Notary Public in and for Oregon.

(NOTARIAL SEAL)

(Ten cent documentary stamp attached and cancelled " H. F. C., Nov. 1, 1898.)

(Copy.

Endorsed:

Copy of original endorsed "Articles of Incorporation of the Clearwater Valley Railroad Company."

Filed in the office of the Secretary of State of the State of Oregon, for record at ten o'clock A.M. the second day of November, 1898 and recorded on page \_\_\_\_\_ of Book \_\_\_\_\_ of Records of Articles of Incorporation of private corporations.

H. R. Kincaid,  
Secretary of State."

U N I T E D S T A T E S O F A M E R I C A .

STATE OF OREGON.

OFFICE OF THE SECRETARY OF STATE,

Salem, Oregon, November 2, 1898.

I, H. R. Kincaid, do hereby certify that I am the Secretary of State of the State of Oregon, and custodian of the Seal of said State; that the foregoing transcript of Articles of Incorporation of the "Clearwater Valley Railroad Company", as filed and recorded in the office of the Secretary of State of Oregon on November 2, 1898 has been by me compared with the original copy of the said Articles of Incorporation, now on file in this office, and that it is a true and correct transcript thereof, and the whole of said original Articles of Incorporation.

(Great Seal of the State of  
Oregon)

(Cancelled Revenue stamp.)

IN TESTIMONY WHEREOF, I have  
Hereunto set my Hand and affixed  
hereto the Seal of the State  
of Oregon.

Done at the Capitol, at Salem,  
Oregon, this Second day of  
November, A. D., 1898.

H. R. Kincaid,  
Secretary of State.

Endorsed:

Certified Copy Articles of Incorporation of Clearwater  
Valley Railroad Company.  
Department of State. Secretary's Office. Filed this 7th. day of November  
1898 at 2 o'clock, P. M. and recorded in Book "F" of foreign incorporations  
on page 242, records of the State of Idaho.

Geo. J. Lewis,  
Secretary of State.

DESIGNATION OF AGENT, AND ACCEPTANCE OF THE PROVISIONS OF THE  
CONSTITUTION OF THE STATE OF IDAHO.

KNOW ALL MEN BY THESE PRESENTS:

That the Clearwater Valley Railroad Company, a corporation organized and existing under the laws of the State of Oregon, having filed in the office of the Secretary of State of the State of Idaho a duly authenticated copy of its Articles of Incorporation, does hereby, in pursuance of the laws of the State of Idaho, make this certificate and does hereby designate Nez Perce County, in the State of Idaho, as the county in which the principal place of business of said corporation in said State of Idaho is and shall be conducted, and does hereby designate F. W. Kettenbach, residing at Lewiston in said Nez Perce County, as the authorized agent of said corporation in said State of Idaho, upon whom process issued by authority of, or under any law of the State of Idaho, may be served, as provided by the Constitution and laws of said State of Idaho.

And the said Clearwater Valley Railroad Company desiring and intending to conform in all respects to the Constitution and laws of said State, and to avail itself of the rights, privileges and immunities guaranteed by said Constitution and laws, does hereby accept the provisions of the Constitution of the State of Idaho for all the intents and purposes contemplated by the provisions thereof, relating to such acceptance by other than municipal corporations. (Article XI., Section 7, Constitution of Idaho.)

IN WITNESS WHEREOF, The said Clearwater Valley Railroad Company has caused this certificate and acceptance to be executed, acknowledged and delivered in its name and on its behalf by its President, and to be attested by its Secretary, and hath caused its corporate Seal to be hereunto affixed at Portland, in the county of Multnomah and State of Oregon, this third day of November, 1898

(Cancelled Revenue stamps) Clearwater Valley Railroad Company,

By J. C. Havelly,  
President.

(SEAL)

Attest:  
W. W. Colton,  
Secretary.

STATE of OREGON, )  
 )ss.  
COUNTY of MULTNOMAH.)

On this fifth day of November in the year 1898 before me, H. F. Conner, a Notary Public in and for said county, in the State aforesaid, personally appeared J. C. Havely, who is personally known to me to be the President of the corporation that executed the within and foregoing instrument, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal this 5th. day of November, 1898.

(SEAL)

H. F. Conner,  
Notary Public for Oregon.

My commission expires on the 28th. day of October, 1899.

Acceptance of the Constitution and designation of Agent by a foreign corporation.

CLEARWATER VALLEY RAILROAD COMPANY.

STATE of IDAHO, )  
 )ss.  
Department of State.)

Filed in the office of the Secretary of State November 7th., 1898, and recorded in Book "F" of foreign corporations at page 245

Geo. J. Lewis,  
Secretary of State.

STATE of IDAHO, )  
County of \_\_\_\_\_ )

Filed in the office of the Clerk of the District Court in and for said county \_\_\_\_\_ 189\_\_\_\_\_, at \_\_\_\_\_ o'clock \_\_\_\_\_ M

\_\_\_\_\_  
Clerk.