

THE STATE OF WYOMING

Office of the

SECRETARY OF STATE.

UNITED STATES OF AMERICA)
)SS
STATE OF WYOMING)

I, Fenimore Chatterton, Secretary of State, of the State of Wyoming, do hereby certify, that the annexed is a full, true and correct copy of the certificate of change of name of the principal place of business in the State of Wyoming of THE COLORADO, WYOMING AND IDAHO RAILWAY COMPANY, a corporation duly organized under the laws of the State of Wyoming, by the filing of its certificate of Incorporation in this office on the Tenth day of November, A.D. 1904, and which Certificate of change of name and place of business was filed in this office on the Eleventh day of November, A.D. 1905, at the hour of six o'clock, P.M.; that said certificate is in due form and in conformity with the requirements of the statute of Wyoming and that thereby the name of said corporation is changed from that of THE COLORADO, WYOMING AND IDAHO RAILWAY COMPANY to that of DENVER, YELLOWSTONE AND PACIFIC RAILWAY COMPANY, and the principal place of business in Wyoming is changed thereby from Laramie, Albany County, Wyoming, to Saratoga, Carbon County, Wyoming.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Wyoming, done at Cheyenne, the Capital, this eleventh day of November A.D. 1905.

F. Chatterton
Secretary of State

By C. L. Hinkle
Deputy

(Seal)

State of Wyoming)
)ss
County of Albany)

We, the undersigned, Joseph Underwood and E. S. Chenoweth, respectively Chairman and Secretary of the special meeting of the stockholders of the Colorado, Wyoming and Idaho Railway Company, held at the office of the Company on November 11th, 1905, in the city of Laramie, County of Albany, State of Wyoming, do hereby certify that a special meeting of said company was held at said place and time, pursuant to a notice duly given as required by statute, published in the Laramie Boomerang, a newspaper of general circulation in said County and State as follows:

NOTICE OF STOCKHOLDERS' MEETING, Whereas, the owners of a majority of the shares of the capital stock of the Colorado, Wyoming and Idaho Railway Company have signified their desire to call a stockholders' meeting for the purpose of enabling the company to avail itself of the privileges provided for by statute for the purposes in this notice contained; Now, therefore, Notice is hereby given that a meeting of the stockholders of the said Company will be held at the hour of twelve o'clock, noon, on the eleventh day of November, 1905, at the office of the Company in the City of Laramie, County of Albany, State of Wyoming, for the purpose of considering the question of changing the name of said Company from that of The Colorado, Wyoming and Idaho Railway Company, to that of the Denver, Yellowstone and Pacific Railway Company; and also the question of changing the principal place of business of the said Company from the said City of Laramie to some other point within the state of Wyoming; and also to consider the question of issuing bonds for the purpose of constructing the Company's proposed line of railroad; and also for considering any and all other business which may properly come before a stockholders' meeting.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of the said Company, this Eleventh day of October, A.D. 1906

R. S. Chenoweth,
Secretary
Colorado, Wyoming and Idaho Railway
Company.

That at said meeting the undersigned Joseph Underwood was elected Chairman and the undersigned E. S. Chencoweth was elected secretary of the meeting.

That ^{of} the capital stock of said company, consisting of one hundred thousand shares, Fifty three hundred and sixty six shares were represented at said meeting, either by the several holders thereof, in person or by proxy; that ~~the~~ said 530066 shares equal two-thirds of all the shares of the capital stock of said company issued and outstanding at the time said meeting was held.

That by the unanimous vote of all of said stock represented at said meeting, the following resolution was adopted, to-wit:

RESOLVED, That Section One of the Certificate of Incorporation of this company be and the same is hereby amended and re-adopted so as to read as follows:

FIRST. That the name of this corporation be,

DENVER, YELLOWSTONE AND PACIFIC RAILWAY COMPANY.

And the chairman thereupon announced that thereby the name of the Company was changed from that of THE COLORADO, WYOMING AND IDAHO RAILWAY COMPANY to that of DENVER, YELLOWSTONE AND PACIFIC RAILWAY COMPANY.

That by the unanimous vote of all of said stock represented at said meeting, the following resolution was adopted, to-wit:

RESOLVED, That Section Three of the Certificate of Incorporation of this Company be and the same is hereby amended and readopted so as to read as follows:

THIRD. The principal place where the business of this corporation is to be transacted in the State of Wyoming is in the Town of Saratoga, County of Carbon; and the principal place where the business of this corporation is to be transacted in the State of Colorado is in the City of Denver; and the principal place where the business of this corporation is to be transacted in the State of Idaho is in the City of Boise.

And the Chairman thereupon announced that the principal place of business of said Company in the State of Wyoming was changed from the City of Laramie, Albany County, to the Town of Saratoga, Carbon County.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this eleventh day of November A.D. 1905.

Joseph Underwood
Chairman.

E. S. Chenoweth
Secretary.

State of Wyoming)
) ss
County of Albany)

Joseph Underwood, being first duly sworn according to law, on his oath deposes and says that he was the duly elected Chairman of the specially called meeting of the stockholders of the Colorado, Wyoming and Idaho Railway Company, held on the 11th day of November 1905; that E. S. Chenoweth was the duly elected Secretary of said meeting; that the matters and facts set forth in the above and foregoing certificate by him subscribed, as such ^{said} Chairman, are true.

Joseph Underwood

SUBSCRIBED in my presence and sworn to before me this 11th day of November, A.D. 1905.

My commission expires August 15" 1907

E. D. Hiskey

(Notarial Seal)

Notary Public

The State of Wyoming)
)ss
County of Albany)

E. S. Chenoweth, being first duly sworn according to law, on his oath deposes and says that he was the duly elected secretary of the specially called meeting of the stockholders of the Colorado, Wyoming and Idaho Railway Company, held on the eleventh day of November, 1905; that Joseph Underwood was the duly elected chairman of said meeting; that the matters and facts set forth in the above and foregoing certificate by him subscribed, as such ^{said} secretary, are true.

E. S. Chenoweth

Subscribed in my presence of and sworn to before me this 11th day of November, A.D. 1905.

My commission expires August 15" 1907

(Notarial Seal)

E. D. Hiskey
Notary Public

State of Idaho)
)ss
County of Ada)

I, W. L. Cuddy, Ex-Officio Recorder in and for Ada County State of Idaho, do hereby certify that the annexed is a full, true and correct copy of a certain amendment, changing the name and principal place of business in the State of Wyoming, of the COLORADO, WYOMING AND IDAHO RAILWAY COMPANY, numbered 802 as the same appears on file in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal this 23rd/ day of November A.D. 1905.

W. L. Cuddy
Ex-Officio Recorder

Geo. Peterson

By

Deputy