

ARTICLES OF INCORPORATION
OF THE
BOISE-COUNCIL-LANDORE RAILROAD COMPANY.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all actual bona fide residents of the State of Idaho, in order to form a corporation for the purposes hereinafter named and stated, under and pursuant to the provisions of the laws of the State of Idaho, do certify as follows:--

FIRST

The name of this corporation is, "BOISE-COUNCIL-LANDORE RAILROAD COMPANY".

SECOND

The purposes for which this corporation is formed, are:--

1. To build, equip, lease, run and operate a railroad from the Town of Landore, in the County of Adams, State of Idaho, to the Town of Council, in the County of Adams, State of Idaho, and to all intermediate points, by electric, steam or gasoline power, or otherwise, and to do each and every and all things necessary or in any way incident to the running and operating of said railroad, together with any branches, extensions or connections.
2. To build, equip, lease, run and operate branch, independent or connecting lines of railway from any point on said railroad, or elsewhere, to such other place or point, or places or points, in the State of Idaho, as shall be determined upon from time to time by the Board of Directors of this corporation.
3. To build, equip and operate, lease, own and control boats, vessels, barges and other water craft, as may be required.
4. To receive, hold, take and convey, by deed or otherwise, as a natural person, such voluntary grants and donations of real estate and other property which may be made to it to aid and en-

courage the construction, maintenance and accommodation of such railroad, and to take, hold, purchase, buy and lease all such real estate and personal property, and property of every kind, as may be necessary, or otherwise, for the construction and maintenance of such railroad and for its stations, depots, or other buildings necessary in and about the conduct and operation of said railroad business, including the owning and operating of places of amusement, hotels, and sanitariums at such places along its right-of-way where natural hot water or hot springs may be found, and at other places, and including also the right to lease, hold, acquire, appropriate or otherwise own, control or acquire real estate or personal property, the waters of navigable or unnavigable rivers or streams for the purpose of procuring and acquiring power, electricity, light and other purposes.

5. To purchase and hold such real estate and personal property as the purposes of the corporation may require, not exceeding the amount allowed by law; and to sell, lease, assign, transfer, mortgage, or convey, any rights, privileges, franchises, real or personal property of the corporation, other than its franchises of being a corporation; and to purchase, own, vote, sell or hypothecate the stock and bonds of other corporations.

6. To purchase lands, timber, stone, gravel or other materials to be used in the construction, maintenance and operation of its said road, and acquiring, developing and making its power and necessary appendages and adjuncts.

7. To do and conduct each, every and all things necessary or incident to a general railway business, and to carry persons and property including mail and express, on said railroad and its branches and connections, and to receive money, toll, fares and compensation therefor, and to erect and maintain all necessary and convenient buildings, stations, depots, fixtures and machinery for the accommodation and use of its passenger, freight and other business.

8. To cause such examinations and surveys to be made as may

be necessary to the selection of the most advantageous route for its railroad, and where necessary to appropriate and condemn by proper proceedings its right-of-way and such other property as may be necessary for the maintenance, construction and operation of such railroad, including the right to acquire and condemn and take real property and the waters of navigable and unnavigable rivers and streams for the purpose of creating electricity and power with which to conduct and operate said railroad business.

9. To construct, maintain and operate upon and along the line of said railroad and its branches or independent or connecting lines, telegraph and telephone lines and lines for the transmission of electrical energy for power and light, and to do a general express business, either independently or in connection with other railway or railroad companies, telegraph, telephone, light and power companies, boats, barges or other water craft, and other transportation companies, and to contract with said companies, or either or any of them, for the construction, maintenance and operation of such telegraph, telephone, light, power, express and transportation business.

10. To borrow money for the purposes of said corporation on bonds, notes, bills, acceptances or otherwise at such rate of interest and upon such terms and under such conditions as the directors of said corporation shall deem best for the interest of said corporation, and to secure the payment of same by mortgage upon the property of said corporation, including its franchises, or any part thereof, or by such other security or securities as the Board of Directors may from time to time determine upon.

11. To sue or be sued, and to adopt and use a corporate seal.

12. The corporation shall have power to conduct its business in other States and Territories as well as within the State of Idaho, and to have one or more offices outside of the State of Idaho and at such place or places within or without the State of Idaho for the transaction of any business of the corporation as the Board of Directors may by resolution or by the by-laws pro-

vide or designate, and to hold, purchase, buy, mortgage and convey real and personal property without this State, and to do and transact any and every business in other States which it might or could do or transact in the State of Idaho under these articles and the laws of this State.

13. The business or purpose of this corporation is from time to time to do any one or more of the acts and things herein set forth, and generally to do all things of whatsoever kind or nature pertaining to, connected with, or in any manner related to the conduct and management, whether directly or indirectly, of the business and purposes of its creation, as in these articles set forth.

THIRD

The place where the principal business of this corporation is to be transacted is the City of Boise, in the County of Ada, State of Idaho.

FOURTH

The term for which this corporation shall exist is Fifty (50) years.

FIFTH

The number of directors of this corporation shall be seven (7), and the names and residences of those who are appointed to serve for the first year, and until their successors are duly elected and qualified, from and after the date of the incorporation of this corporation, are as follows:

NAME	ADDRESS
E. W. Bowman.....	Council, Idaho.....
Geo. Huebener.....	Boise, Idaho.....
Nary C. Wyman.....	Boise, Idaho.....
John M. Haines.....	Boise, Idaho.....
J. D. Manville.....	Boise, Idaho.....
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The number of directors of this corporation which shall constitute a quorum for the transaction of business, shall be Four (4), and any decision by a majority of such quorum of the Board of Directors shall be valid as a corporate act.

All meetings of the Board of Directors may be held at the principal office of the corporation within this State, or at such other place or places within or without this State for the transaction of any business of the corporation as the Board of Directors may by resolution or by the by-laws provide.

At least one (1) member of the Board of Directors shall be a resident of the State of Idaho, and no other qualifications as to the residences of Directors shall be necessary.

These Articles of Incorporation may be amended in any respect conformable to the laws of this State, by a vote representing at least a majority of the outstanding capital stock, at a stockholders' meeting called for that purpose as provided by law; PROVIDED, that the original purposes of the corporation shall not be altered, nor shall the capital stock be diminished to an amount less than Fifty (50) per cent in excess of the indebtedness of the corporation; And, PROVIDED further that the personal or individual liability of the holder of fully paid capital stock for assessments, or for obligations of the corporation, shall not be changed without the consent of all of the stockholders.

The stockholders of this corporation shall not be individually liable for the debts of the corporation.

This corporation shall be subject to all of the duties imposed upon it by law and shall have and possess all of the powers and privileges conferred by the laws under which it is organized, or which are contained in these Articles of Incorporation.

SIXTH

The amount of the Capital Stock of this corporation is Two Million (\$2,000,000) Dollars, divided into ^{Twenty} thousand (20,000) shares of the par value of One Hundred (\$100.00) dollars each.

SEVENTH

The amount of the capital stock actually subscribed is ~~Five Hundred~~ ^{Five Hundred} (500) shares, which is subscribed for by the following persons, each subscribing for the number of shares set opposite his respective name:

NAME	ADDRESS	NUMBER OF SHARES
E. W. Bowman	Council, Idaho	496
Geo. Hubener	Boise, Idaho	1
Harry C. Wynman	Boise, Idaho	1
John M. Haines	Boise, Idaho	1
J. S. Manville	Boise, Idaho	1
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EIGHTH

The estimated length of the road, telegraph, telephone, light and power lines to be constructed by this corporation is Fifty (50) miles.

The Board of Directors of this Corporation may appoint an Executive Committee of its members equal in number to a quorum of the Board, and such Committee shall have all the powers, rights and privileges of the Board of Directors and may meet at such times and places as the Board of Directors may by resolution or by the by-laws prescribe, and the acts of such Committee shall in all matters be valid as against the Corporation.

All meetings of the stockholders and members of this Corporation shall be held at the office of the Corporation at its principal place of business within this State. Meetings of the Board of Directors or of the Executive Committee may be held at the principal place of business of the Corporation in this State, or at any place outside of this State or elsewhere within this State

when such places of business are designated by these Articles of Incorporation or by the by-laws, or by resolution of the Board of Directors.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 28th day of April, A.D., 1911.

E. W. Bowman (SEAL)

Geo. C. Huebener (SEAL)

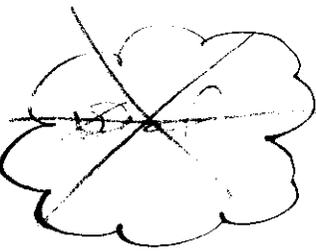
Harry C. Wyman (SEAL)

John M. Haines (SEAL)

J. S. D. Manville (SEAL)

..... (SEAL)

..... (SEAL)



STATE OF IDAHO)
(SS.
COUNTY OF ADA)

On this *28th* day of *April*, A.D.,
1911, before me, *James L. White*, a Notary Public in and for said
County, personally appeared *E. W. Bowman, Geo. C. Hubener,
Harry C. Wynman, John M. Haines and J. S. D. Mansville*

known to me to be the persons whose names are subscribed to the
within instrument and acknowledged to me that they executed the
same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, the day and year in this certificate first
above written.



James L. White
Notary Public, Ada County, Idaho.

STATE OF IDAHO, }
County of Ada, } ss.

CERTIFICATE

I, STEPHEN UTTER, 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 certain Articles of Incorporation of the Baise - Council -
Landore Railroad Company

Numbered 1428 as the same appears on file in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official Seal this 28 day
of April 1911

By Geo Peterson Deputy.

Stephen Utter
Ex-Officio Recorder.

STATE OF IDAHO }
COUNTY OF ADA } ss.
I hereby certify that this instrument
is a true and correct copy of the original
as the same appears on file in my office.
at 45 minutes past 7
o'clock P M., this 28
day of April 1911 in my
office, and duly recorded in book
of _____ at
page _____
Stephen Utter
Ex-Officio Recorder
Geo Peterson
Deputy
Fees, \$ _____

Baise - Council - Landore
Railroad Co.
1428