

Certificate of Increase of Number of Directors

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PACIFIC AND IDAHO NORTHERN RAILWAY COMPANY.

Know all Men by these Presents:-

That the Pacific and Idaho Northern Railway Company is a corporation organized under and by virtue of the laws of the State of Idaho, with its principal place of business at Weiser, in the County of Washington, in said State, by its articles of incorporation dated on the fourteenth day of February, 1899, filed in the office of the County Recorder of said Washington County on the said day, and in the office of the Secretary of State of the State of Idaho on the eighteenth day of February, 1899.

That the original number of its directors is five as provided in its said articles of incorporation, and the names and residences of those persons that are now such directors, are:-

E. M. Heigho, Weiser, Washington County, State of Idaho:

Jos. R. Numbers, Weiser, Washington County, State of Idaho:

A. L. Wiley, Weiser, Washington County, State of Idaho:

Samuel Norris, New York City, State of New York:

W. H. Truesdale, New York City, State of New York.

That E. M. Heigho, and Frank Miller are its duly elected and acting president, and assistant secretary, respectively, and as such, and as chairman and secretary of the meeting of stockholders hereinafter set forth,;

We Hereby Certify:-

First:

That at a meeting of its board of directors, duly called and held at its office in the City of Weiser, Washington County, State of Idaho, on the seventh day of March, 1910, at which said meeting there

was present E. M. Heigho, Jos. R. Numbers and A. L. Wiley, directors, Samuel Morris and W. H. Truesdale, directors being absent ^{J. R. Numbers} ~~E. M. Heigho~~ introduced the following resolution which was read, and by vote unani-

mously adopted, each director present voting in the affirmative, to wit;
It is hereby resolved and ordered that there be a meeting held of the stockholders of the Pacific and Idaho Northern Railway Company to be convened at its office in the City of Weiser, Washington County, State of Idaho, on the sixteenth day of April, 1910, at three o'clock P. M. of said day; at which said meeting there will be submitted the question as to whether or not the number of directors of the Pacific and Idaho Northern Railway Company shall be increased from five, its present number to seven.

Second:

That a notice of the time and place of such meeting, and of the object thereof was published at least once a week in The Semi-Weekly Signal, a newspaper published at Weiser, Washington County, State of Idaho, the principal place of business of said corporation, for more than thirty days prior to the date of said meeting.

Third:

That said notice contained the number to which it is proposed to increase the number of directors of said corporation.

Fourth:

That pursuant to said order and notice, to wit; on the sixteenth day of April, 1910, at three o'clock, in the afternoon of said day, a meeting of the stockholders of said corporation was convened and held at its office in the City of Weiser, Washington County, State of Idaho, at which said meeting there was present and voting twenty-nine thousand and forty-four shares of the capital stock of said corporation, to wit;

E. M. Heigho	holder of	8001 shares
W. J. Speer	holder of	7 shares
Jos. R. Numbers	holder of	1 share
A. L. Wiley	holder of	1 share

Lester Leland. By E. M. Heigho, Proxy - holder of 2500 shares.
Samuel P. Colt. By E. M. Heigho, Proxy- holder of 582 shares.
James B. Ford. By E. M. Heigho, Proxy -holder of 2500 shares.
C. J. Selwyn, By E. M. Heigho, Proxy- holder of 300 shares.
Ernest Hopkinson By E.M. Heigho, Proxy- holder of 5000 shares.
John D. Carberry, By E.M.Heigho, Proxy- holder of 5993 shares.
Samuel Norris. By E. M. Heigho, Proxy holder of 3659 shares.
John J. Watson, By E. M. Heigho, Proxy--holder of 500 shares
Absent and not voting two hundred and fifty-four shares,

to wit;

Arthur Hill holder of 250 shares.

P. P. Shelby holder of 1 share.

E. T. Merritt holder of 1 share.

Geo. I. Brown holder of 1 share.

Wm. H. Truesdale holder of 1 share.

E. M. Heigho was selected as chairman and Farnk\$Miller secretary of the meeting.

Fifth:

That at said meeting Jos. R. Numbers offered the following resolution in writing:

"Resolved that the number of the directors of this corporation be increased from five to seven, and the board of directors and officers authorized and instructed to prepare, verify and file with the Secretary of State of the State of Idaho, and the County Recorder of Washington County, State of Idaho, all necessary documents and certificates to put this resolution into effect.

Sixth:

That on a vote taken upon the above resolution by ballot twenty-nine thousand forty-four (29044) shares of the capital stock of said corporation voted in the affirmative, the same being more than two-thirds of the entire issued capital stock of said corporation, and ^{no} shares voted in the negative, and the said resolution was thereby adopted.

Seventh:

That the total number of shares of capital stock issued by said corporation is twenty-nine thousand two hundred and ninety-eight.

In Witness Whereof, the said corporation has caused this certificate to be made in duplicate, signed by its president and secretary, attested by its corporate seal, subscribed by a majority of its directors and verified by the chairman and secretary of its stockholder's meeting authorizing the same, at Weiser, Idaho, this eighteenth day of April, A. D. 1910.

[Signature]
President.

Attest *[Signature]*
Assistant Secretary.

[Signature]
[Signature]
[Signature]
DIRECTORS.

STATE OF IDAHO,
County of Washington.

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E. M. Heigho and Frank Miller, being severally, duly sworn, each for himself, deposes and says: That he was chairman and secretary, respectively, of a meeting of the stockholders authorizing the above certificate: That he has read the said certificate and knows the contents thereof, and that the same is true of his own knowledge.

[Signature]
[Signature]

Subscribed and sworn to before me this eighteenth day of April, 1910.

[Signature]

Notary Public.

OFFICE OF THE COUNTY RECORDER.

STATE OF IDAHO,
County of Washington.

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I, Frank E. Smith, Ex-officio County Recorder in and for the above named County do hereby certify that the annexed and foregoing is a full, true and correct duplicate of the Certificate of increase in number of directors of the Pacific and Idaho Northern Railway Company filed in this office on the twenty-first day of April, 1910.

In Witness Whereof, I have hereunto set my hand and affixed the seal of said office, at Weiser, Idaho, this twenty-second day of April, 1910.

Frank E. Smith

Ex-officio County Recorder.

By Daniel Smith Deputy