

S T A T E O F U T A H

EXECUTIVE DEPARTMENT.

OFFICE OF THE SECRETARY OF STATE.

I, Charles S. Tingey, Secretary of State of the State of Utah, do hereby certify that the foregoing is a full, true and correct copy of a certified copy of the Articles of Incorporation of

" PAYETTE VALLEY EXTENSION RAILROAD COMPANY"

as appears on file in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Utah, this 27th day of June A.D 1910.

C.S.Tingey

Secretary of State.

(Corp, Seal)

ARTICLES OF INCORPORATION.

OF

PAYETTE VALLEY EXTENSION RAILROAD COMPANY.

WE, the undersigned, for the purpose of forming a corporation under the laws of the State of Utah, hereby agree to the following articles of incorporation.

ARTICLE I.

NAME: The name of this corporation shall be PAYETTE VALLEY EXTENSION RAILROAD COMPANY.

ARTICLE II.

WHERE ORGANIZED: This corporation is organized at Salt Lake City, Salt Lake County, State of Utah.

ARTICLE III.

NAMES AND PLACES OF RESIDENCE OF INCORPORATORS:

C.W.Nibley	Salt Lake City, Utah.
H.E.Dunn	Payette, Idaho.
F.S.Murphy	Salt Lake City, Utah.
A.B.Moss	Payette, Idaho.
B.T.Dunn	Oakland, California

ARTICLE IV.

DURATION: This corporation shall exist for a period of one hundred years.

ARTICLE V.

PURPOSE OR PURSUIT:- The purpose and pursuit for which this corporation is formed is to have, acquire, buy, hold, own, maintain, work, develope, sell, convey, lease, mortgage, exchange, improve, consolidate, operate and otherwise deal in and with railroads of every name and

nature, and whatever is reasonably incident thereto; to engage in and transact the business of a common carrier, and in general to exercise all the powers specified in Section 434 and in Chapters One and Two, Title Fourteen, Compiled Laws of Utah, 1907, as well as all powers and franchises conferred by the Laws of the State of Utah upon corporations organized under the laws of that state. Also to acquire, buy, sell, hold, own, maintain, work, develope, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate, real property and any interest and rights therein without limitation as to amount; telephone and telegraph lines; stocks, bonds, notes, mortgages, securities, and franchises of other corporations and private persons, and to endorse and guarantee the same, and to do all other things and exercise all other powers reasonably incident to the operation of such business.

ARTICLE VI..

PLACE OF GENERAL BUSINESS: The general office and principal place of business of this corporation shall be at Salt Lake City, Salt Lake County, State of Utah, but the business of this corporation may be extended and operated at any other place or places without restrictions at the discretion of the board of directors, and offices and agencies may be established at any other place or places within the discretion of the board of directors and meetings of the board of directors may be held at such place or places as may be from time to time designated by the board of directors.

ARTICLE VII.

LENGTH, ROUTE AND TERMINI OF PROPOSED RAILROAD: The incorporators, upon the formation of this corporation, intend to have said corporation construct and operate a line of railroad from New Plymouth, Canyon County, Idaho, to Emmett, Canyon County, Idaho. That the length of said railroad will be approximately 19 miles. That said proposed line of railroad will lie wholly within the county of Canyon, State of Idaho.

ARTICLE VIII.

STOCK SUBSCRIPTIONS: The several parties hereto have and do hereby subscribe for the capital stock of said corporation as follows, to-wit:

C.W.Nibley	333 shares
E.E.Dunn	333 "
F.S.Murphy	167 "
A.B.Moss	166 shares.
B.T.Dunn	1 "

ARTICLE IX.

CAPITAL STOCK: The limit of capital stock of said corporation is hereby fixed in the sum of One Hundred Thousand Dollars, divided into one thousand shares of the par value of One Hundred Dollars each.

ARTICLE X.

OFFICERS: The officers of this corporation shall consist of a board of five directors, a president, a vice ,--president, a secretary and a treasurer. To hold the office of director, a person must be the owner in his own right of at least one share of the capital stock of the corporation. To hold the office of president or vice-president, a person must be a director. Any person who is duly elected may hold the office of Secretary or treasurer. The same person may hold more than one office in the corporation. The term of office for all officers shall be one year and until a successor is elected and qualified. The board of directors shall be elected at the annual stockholders meetings by ballot. Each share of capital stock represented by the owner or a written proxy shall be entitled to one vote. A majority of the stock represented at any regular or special meeting shall control the election. All other officers shall be elected by the board of directors. Officers may resign and shall be subject to removal and vacancies shall be filled as

provided by the laws of the State of Utah. All officers shall possess such powers and shall discharge such duties as are usually imposed upon and discharged by the same or similar officers in the same or similar corporations and in addition thereto shall be vested with such powers and discharge such duties as may be prescribed by by-laws or resolution of the board of directors. Until the first annual meeting and until their successors are elected and qualified, C.W.Nibley, H.E.Dunn F.S.Murphy, A.B.Moss and B.T.Dunn shall constitute the board of directors of this corporation, and said C.W.Nibley shall be president, said H.E.Dunn shall be vice-president, said F.S.Murphy shall be Secretary and said A.B.Moss shall be Treasurer.

ARTICLE XI.

QUORUM OF BOARD: Three directors assembled pursuant to a duly called meeting or at a stated meeting of the board of directors shall constitute a quorum, and said quorum shall be authorized to transact the business and exercise the corporate powers of the corporation, provided, however, that whenever or wherever all of the directors are assembled together to consider or transact any business pertaining to the corporation, such assembly^{shall}_^ be in all respects a legal meeting of the board of directors.

ARTICLE XII.

INDIVIDUAL EXEMPTION: The private property of the stockholders shall not be liable for the obligations of the corporation.

ARTICLE XIII.

ANNUAL MEETING: The annual meeting of the corporation for the election of officers and for the transaction of any other business shall be held between the hours of 9 A.M. and 10 P.M. on the second Wednesday in December of each year, commencing on the second Wednesday

in the month of December of the year 1911. All stockholders meetings shall be held at the general office of the corporation, maintained by the Secretary at Salt Lake City, Salt Lake County, State of Utah. No notice of the annual meeting shall be required. A majority of the outstanding capital stock of the corporation must be represented in person or by written proxy in order to constitute a legal meeting, provided, however, that less than a majority of the outstanding capital stock may convene any meeting of stockholders and adjourn the same from time to time and provided further that the failure to hold any annual meeting at the time and place specified for the holding the same shall merely cause an automatic postponement of said meeting, for periods of ten days each, until said meeting is held, but before any such postponed meeting can be convened the Secretary must at least five days before the time of convening any such postponed meeting, mail notice specifying the time and place of holding such meeting, to each stock holder of the corporation as shown by the books. The voting at any stock holders meeting shall be by ballot, and a majority of the stock represented at any legal meeting shall determine any vote. Each share of stock represented in person or by written proxy shall be entitled to one vote. Special meetings of the stockholders may be called by the president, by any three directors or by the holder or holders of the majority of the outstanding capital stock. The secretary or any person appointed by the authority calling such meeting shall mail notice of any such special meeting stating the time and place of holding the same to each stock holder of the corporation as shown by the books at least 10 days before the time fixed for the holding of said meeting. The certificate of the Secretary or person authorized to send said notice, that notices were mailed as required herein, shall be conclusive evidence of complying with this provision.

STATE OF IDAHO
COUNTY OF CANYON.

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H.E.Dunn being first duly sworn, deposes and says:
I am one of the incorporators of Payette Valley Extension Railroad Company. That it is bona fide the intention of said incorporators and of said corporation to commence and carry on the business mentioned in the foregoing articles of agreement. I verily believe that each party to said articles of agreement is able to and will pay for the amount of stock subscribed by him, That ten per cent of the capital stock subscribed by each incorporator and ten per cent of the whole amount of capital stock authorized in said articles of incorporation has been paid into the treasury of said corporation in lawful money of the United States.

H.E.Dunn

Subscribed and sworn to before me this 17th day of May A.D. 1910.

Ira W.Kenward Notary Public

(Seal)

My Commission Expires Mar. 25 1911

STATE OF UTAH
COUNTY OF SALT LAKE

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) ss
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C.W.Nibley and F.S.Murphy being first duly sworn, each for himself deposes and says: I am one of the incorporators of Payette Valley Extension Railroad Company. That the incorporators of said corporation have subscribed more than One Thousand Dollars per mile for each mile of the railroad which said corporation proposes to construct, and that more than ten per cent of the stock subscribed for by each incorporator has been paid in full.

C.W.Nibley

F.S.Murphy

Subscribed and sworn to before me this 24th day of May,

A.D. 1910.

James Ingobretsen

Notary Public.

(Seal)

My Commission Expires May 14, 1912.

STATE OF IDAHO

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COUNTY OF CANYON.

H.E.Dunn being first duly sworn, deposes and says:

I am one of the incorporators of Payette Valley Extension Railroad Company. That the incorporators of said corporation have subscribed more than one thousand dollars per mile for each mile of the railroad which said corporation proposes to construct, and that more than ten per cent of the stock subscribed for ^{by} each incorporator has been paid in full.

H.E.Dunn

Subscribed and sworn to before me this 17th day of May, A.D.

1910.

Ira W.Kenward

Notary Public

(Seal)

My Commission Expires March 25 1911

OATH OF OFFICE.

STATE OF UTAH

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)ss
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COUNTY OF SALT LAKE.

C.W.Nibley, director and president, and F.S.Murphy

My Commission Expires March 25 1911.

STATE OF CALIFORNIA
COUNTY OF ALAMEDA

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B.T.Dunn, Director, being first duly sworn, deposes and says: having been elected to the office above indicated in Payette Valley Extension Railroad Company, I will discharge the duties of such office to the best of my *judgment* and I will not do nor consent to the doing of any matter or thing relating to the business of the corporation with intent to defraud any stockholder, or creditor or the public.

B.T.Dunn

Subscribed and sworn to before me this 17th day of May, A.D. 1910.

A.A.Quakenbush

Notary Public In & for Alameda Co. Cal-

(Seal)

My Commission Expires June 1, 1912.

STATE OF IDAHO,
COUNTY OF CANYON.

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A.B.Moss, Director and Treasurer, being first duly sworn deposes and says: having been duly elected to the offices above indicated in the Payette Valley Extension Railroad Company, I will discharge the duties of said offices to the best of my judgment, and I will not do or consent to the doing of any matter or thing relating to the business of the corporation with intent to defraud any stockholder, or creditor or the public.

A.B.Moss

Subscribed and sworn to before me this 17th day of May, 1910

Ira W.Kenward

(Seal)

Notary Public

My Commission expires March 25, 1911.

STATE OF UTAH)
COUNTY OF SALT LAKE.) ss

COUNTY OF SALT LAKE.

I, MARGARET ZANE WITCHER, County Clerk in and for the County of Salt Lake, State of Utah, do hereby certify that the foregoing is a full, true and correct copy of the Articles of Incorporation and Oath of Incorporators, duly acknowledged; of

PAYETTE VALLEY EXTENSION RAILROAD COMPANY

as appears of record in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, this 25th day of May 1910.

Margaret Zane Witcher

County Clerk

By Lillian McLachlan

Deputy Clerk.

(Seal)

STATE OF UTAH,)
) ss
COUNTY OF SALT LAKE.)

COUNTY OF SALT LAKE.

I, Margaret Zane Witcher, County Clerk, in and for
the County of Salt Lake, State of Utah, do hereby certify that the

PAYETTE VALLEY EXTENSION RAILROAD COMPANY

has duly filed in my office the Agreement of Incorporation, duly acknowledged, together with the oath of the incorporators and oath of office of each officer, as required by the Revised Statutes of Utah, 1907.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my offocial seal, this 25th day of May 1910.

Margaret Zane Witcher

County Clerk

By Lillian McLachlan Deputy Clerk

(Seal?)

ENDORSED: In the Matter of the Incorporation of the

"PAYETTE VALLEY EXTENSION RAILROAD COMPANY "

Filed and Certificate issued this 25th day of May 1910.

C.S.Tingey

Secretary of State.

STATE OF IDAHO, } ss.
County of Canyon }

I, O. V. Badley, Ex-Officio Recorder in and for Canyon County, State of Idaho, do hereby certify that the annexed is a full, true and complete transcript of _____ Articles of Incorporation of "Payette Valley Extension Railroad Company" as the same appears on the files in this office.

In Testimony Whereof, I have hereunto set my hand and affixed my official seal this 30th day of June A. D. 1910.

O. V. Badley
By Love Miller Smith Deputy. , Ex-Officio Recorder.