

ARTICLES OF INCORPORATION
OF
BOISE TWIN FALLS AND NEVADA RAILWAY COMPANY.

KNOW ALL MEN BY THESE PRESENTS: That we, whose names are subscribed hereto, one of whom is a bona fide resident and citizen of the State of Idaho, do, under and in pursuance of the general corporation laws of the State of Idaho and all amendments thereto, hereby organize, constitute and associate ourselves, and such other person or persons as may hereafter become associated with us, into a body politic and corporate, and to that end execute the following Articles of Incorporation, and we hereby set forth and declare as follows:

FIRST.

That the name of this corporation is and shall be BOISE TWIN FALLS AND NEVADA RAILWAY COMPANY.

SECOND.

That the purposes and objects for which this corporation is formed are:

(a) To construct or acquire by lease, purchase, merger, consolidation, ownership of capital stock, or otherwise, maintain, operate by steam or electricity, or other power, railways for the transportation of passengers and freight.

(b) To construct or acquire by lease, purchase, consolidation, ownership of capital stock, or otherwise, maintain and operate branches, extensions and connecting lines of railways, terminals and terminal facilities.

(c) To purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of, and guarantee the capital stock, bonds, debentures and other evidences of indebtedness created by any other corporation or corporations, and while the holder thereof to exercise all the rights and privileges of ownership, including the right to vote thereon.

(d) To purchase or otherwise acquire the railway, property and franchises of any corporation owning, leasing or operating any railway lines, terminals, or terminal facilities which connect with the railway line of this Company either by means of actual union of track connection, or through the medium of any bridge, ferry or line of railway leased or operated, or otherwise controlled, by either of such corporations.

(e) To locate, purchase, or otherwise acquire, own and hold water rights, rights to divert and appropriate water, carry, pump, store, impound and conserve water for power purposes as necessary instrumentalities to the operation of any railway of this corporation by electric energy.

(f) To locate, purchase, lease, or otherwise acquire dam and reservoir sites, rights of way for canals, flumes, pipe lines, dams and reservoirs and diverting works, and to construct, maintain and operate on such rights of way dams, diverting works, canals, pipe lines, storage and waste ways.

(g) To manufacture, generate, buy, sell, store, transmit and distribute electric current for lighting, heating, power, mechanical and other purposes.

(h) To buy, sell, lease, maintain and operate transmission and distribution lines and all machinery and appliances for the manufacture, generation, storage, transmission and distribution of any and all types of electric energy.

(i) To acquire, construct, enlarge, lease and maintain power stations for generating electric energy for mechanical, lighting, heating and other purposes, and use such water and other rights, rights of way, dams, reservoirs, canals and transmission and distributing lines for generating and transmitting electric energy for power, mechanical, lighting, heating and other purposes.

(j) To acquire, hold, operate and exercise any and every right incident to the purposes of this corporation given by common law, or granted by any statute of the United States or the State of Idaho, including rights of way for railways, telephone, telegraph and transmission lines across public, corporate or private lands, National Forests, military parks or other Governmental reservations, for the construction, operation and maintenance of railways, power plants, generating stations, pumping plants, canals, flumes, pipe lines, tunnels, reservoirs, transmission, distributing, telephone, telegraph and power lines.

(k) To buy, construct, lease, hold, maintain and operate telephone and telegraph lines as necessary instrumentalities in the proper operation of the railway lines of this corporation.

(l) To take, purchase, lease, or otherwise acquire, and to own and hold real and personal property, or any interest therein of every kind and nature and to the same extent as

natural persons.

(m) To enter into, make, perform and carry out contracts of every kind with any person, firm, association, corporation, private, public, municipal or body politic, and with the Government of the United States or any State or territory thereof.

(n) To borrow money for any of the purposes of this corporation, to issue notes, bonds or other obligations for money so borrowed or in payment or exchange for any real or personal property or rights or franchises acquired, or other value received, by this corporation, and to secure the payment of such obligations by pledge or mortgage under deed of trust, or otherwise, of or upon the whole or any part of the property at any time held by this corporation or to be thereafter acquired, and to sell or pledge such bonds, or other obligations, or discount the same for any proper corporate purpose.

(o) To have one or more offices to carry on any or all of the business of this corporation, unlimited and without restriction to hold, mortgage, lease and convey real and personal property, and to conduct its business in any state or territory of the United States, but subject always to the laws thereof.

(p) To do all and everything necessary and convenient or proper for the accomplishment of any one or more of the purposes herein named, or which shall at any time appear conducive or expedient for the protection or benefit of this corporation, and this to the same extent and as fully

as natural persons might or could do.

THIRD.

That the estimated length of the railway, telephone and telegraph lines of this Company is ninety (90) miles.

FOURTH.

That a majority of the members of the Board of Directors of this corporation shall constitute a quorum for the transaction of business and every decision by such quorum shall be valid as a corporate act; that all the meetings of the Board of Directors may be held at the principal office of this corporation in the State of Idaho, or at such other place or places within or without the State of Idaho for the transaction of any business of this corporation as the Board of Directors may by resolution or by the By-Laws provide.

FIFTH.

That at least one member of the Board of Directors of this corporation shall be a resident of the State of Idaho and that no other qualification as to residence of the Directors shall be necessary.

SIXTH.

That the Articles of Incorporation of this Company may be amended in any respect conformable to the laws of the State of Idaho by a vote representing at least a majority of the outstanding capital stock thereof at a stockholders meeting called for that purpose as provided by the statutes of Idaho; provided, that the original purposes of this corporation shall not be altered nor shall the capital stock be diminished to an amount less than fifty per cent. in

excess of the indebtedness of this 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 the stockholders.

SEVENTH.

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

EIGHTH.

That this corporation shall be subject to all the duties imposed by the terms of the statutes of Idaho and shall have and possess all the powers and privileges conferred by the laws under which this corporation is organized, and which are contained in these Articles of Incorporation.

NINTH.

That the place where the principal business of this corporation shall be transacted is Boise, County of Ada, State of Idaho.

TENTH.

That the corporate existence of this corporation shall be limited to a term of fifty years from the date of its incorporation.

ELEVENTH.

The corporate powers of this corporation shall be vested in a Board of five Directors.

TWELFTH.

That the amount of the authorized capital stock of this corporation shall be thirty thousand (30,000) shares of the par value of One Hundred (\$100.00) Dollars each.

THIRTEENTH.

That the amount of said capital stock that has been actually subscribed is nine hundred (900) shares, and the names of the persons who have subscribed therefor, and the number of shares subscribed by each subscriber are as follows:

<u>Name.</u>	<u>Residence.</u>	<u>Number of Shares.</u>
David Miller	Kansas City, Missouri	898
J. H. Richards	Boise, Idaho	1
W. E. Pierce	Boise, Idaho	1

FOURTEENTH.

That David Miller is the President of this corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 26th day of January, 1917.

David Miller (Seal)
J. H. Richards (Seal)
W. E. Pierce (Seal)

State of Idaho, :
 : ss.
County of Ada. :

On this 26th day of January, in the year 1917, before me, J. N. G. Uylie a Notary Public in and for said ~~county~~, personally appeared David Miller, J. H. Richards and W. E. Pierce, 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 notarial seal, the day and year in this certificate first above written.

(Seal)

J. N. G. Uylie
Notary Public for Idaho
Residence Boise

IN THE MATTER OF FILING THE ARTICLES
OF INCORPORATION OF THE BOISE TWIN FALLS AND NEVADA RAIL-
WAY COMPANY.

State of Idaho, :
 : ss.
County of Ada. :

David Miller, being first duly sworn, upon his
oath, deposes and says:

That he is President of the Boise Twin Falls and
Nevada Railway Company, and that the amount of the capital
stock thereof required by law has been actually subscribed.

David Miller

Subscribed and sworn to before
me this 26th day of January,
1917.

J. N. Miller
Notary Public for Idaho
Residence Boise

CERTIFICATE

State of Idaho, }
COUNTY OF ADA, } ss.

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
BOISE TWIN FALLS AND NEVADA RAILWAY COMPANY,

Numbered 1898 as the same appears in my office.

In Testimony Whereof, I have hereunto set my hand and affixed my official seal this 26th day
of January, 1917.

By Frances Clark Deputy.

Stephen Utter
Ex-Officio Recorder.