

ARTICLES OF INCORPORATION
of
IDAHO AND WESTERN RAILWAY COMPANY

We, J. L. McCLEAR, a resident of the city of Coeur d'Alene, County of Kootenai and State of Idaho, and H. H. FIELD and E. W. COOK, residents of the city of Seattle, County of King and State of Washington, for the purpose of forming a corporation under the laws of the State of Idaho, do hereby make and subscribe the following ARTICLES OF INCORPORATION:

I

The name of the corporation shall be IDAHO AND WESTERN RAILWAY COMPANY.

II

The purposes for which said corporation is formed are to construct, maintain and operate a standard gauge railroad, with branches and extensions as hereinafter described, to be operated by steam or electric power, and to transact thereon and thereby the business of a common carrier of freight and passengers; and to construct, maintain and operate telegraph and telephone lines and such other appurtenances as may be necessary or convenient for the construction, maintenance and operation of said railroad, branches and extensions, and the transaction of the business aforesaid.

III

It is intended that the railroad so to be constructed, maintained and operated, shall run from a point of connection with the

railroad of the Chicago, Milwaukee and Puget Sound Railway Company, as now constructed, at or near the station of Plummer, in the Coeur d'Alene Indian Reservation, in the State of Idaho, in a general northerly or northwesterly direction to the city of Spokane in the State of Washington, with a branch or extension of said railroad, extending from some convenient point to be located thereon, in an easterly or northeasterly direction, to the city of Coeur d'Alene, in the County of Kootenai, and State of Idaho, the estimated length of which railroad and branch is approximately seventy-five (75) miles; and such other branches or extensions thereof as shall be hereafter located and authorized.

IV

The place where the principal business of said corporation is to be transacted is COEUR D'ALENE in the County of Kootenai and State of Idaho.

V

The term for which said corporation is to exist is FIFTY (50) YEARS.

VI

The Board of Directors shall consist of five (5) members, at least one of whom shall be a resident of the State of Idaho, and no other qualification as to residence of the Directors shall be necessary; three Directors shall constitute a quorum for the transaction of business, and every decision by a majority of such quorum of the Board, shall be valid as a corporate act.

VII

The amount of capital stock of said corporation shall be Three Million Dollars (\$3,000,000.), divided into Thirty Thousand (30,000) Shares of One Hundred Dollars (\$100.) each.

VIII

All of said capital stock has been actually subscribed as follows:

NAME	RESIDENCE	NO. OF SHARES
J. L. McClear,	Coeur d'Alene, Idaho,	1
E. D. Sewall,	Chicago, Illinois,	1
H. R. Williams,	Seattle, Washington,	1
E. W. Cook,	Seattle, Washington,	1
H. H. Field,	Seattle, Washington,	1
Chicago, Milwaukee and Puget Sound Railway Company,	Seattle, Washington,	<u>29,995</u>
		30,000

IX

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

X

These Articles of Incorporation 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 of said corporation, at a stockholders meeting called for that purpose, as provided by Section 2724 of the Revised Codes of Idaho, or in any other lawful manner.

XI

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

XII

Said corporation shall be subject to all the duties imposed,

and shall have and possess all the powers and privileges conferred, by the laws of the State of Idaho, under which it is organized, or which are contained in these Articles of Incorporation.

IN WITNESS WHEREOF, we have herunto subscribed our names, this 18th day of December, A. D. 1909.

J. L. McClear
H. S. Reed
Albrook

STATE OF IDAHO,)
County of Kootenai,) SS.

On this 24 day of December, in the year of 1909, before me, Bert A. Reed, a Notary Public, personally appeared J. L. McCLEAR, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

WITNESS my hand and official seal the day and year in this certificate first above written.

Bert A. Reed
Notary Public

STATE OF WASHINGTON,)
County of King,) SS.

On this 18th day of December, in the year of 1909, before me, F. M. BARKWILL, a NOTARY PUBLIC, personally appeared H. H. FIELD and E. W. COOK, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

GIVEN under my hand and official seal this 18th day of December, A. D. 1909.

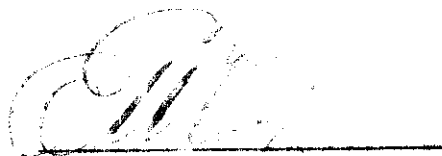


Notary Public in and for the State
of Washington, residing at Seattle
therein.

STATE OF WASHINGTON,)
COUNTY OF KING,) SS.

E. W. COOK, being first duly sworn, deposes and says that he is one of the incorporators named in the foregoing Articles of Incorporation; that the entire capital stock of said proposed corporation, to wit, Three Million Dollars (\$3,000,000.), has been actually subscribed by the persons and in the amounts as stated in the foregoing Articles of Incorporation; that deponent has been selected by said subscribers as one of the Directors to be elected at the first meeting of said subscribers after the organization of said corporation, and has also been selected as the Secretary of said corporation, to be elected by the Board of Directors immediately after their election.

And deponent further saith that he is authorized to make this affidavit, by the said subscribers.



Subscribed and sworn to before me, this 18th day of December, A. D. 1909.



Notary Public in and for said
County and State residing at Seattle
therein.