

ARTICLES OF INCORPORATION

OF

LEWISTON-CLARKSTON VALLEY RAILWAY COMPANY.

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KNOW ALL MEN BY THESE PRESENTS: That we, P. L. Sturm, C. F. Osmer, E. L. Alford, J. E. Nickerson, and J. B. Morris, all citizens of the United States and of the State of Idaho, over twenty one years of age, and residents of Lewiston, Nez Perce County, in said state, and J. E. Hoobler, of Clarkston, and C. S. Florence, of Asotin, both in Asotin County, Washington, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify:

FIRST: The name of this corporation shall be LEWISTON-CLARKSTON VALLEY RAILWAY COMPANY.

SECOND: The purposes for which this corporation is formed and the powers which it shall exercise in addition to the powers specifically granted by law are:

To purchase, construct, build, lease, or otherwise acquire, own, maintain, equip, operate, extend, enlarge, and improve urban, suburban and interurban railways with the necessary motors, tractors, rolling stock, poles, wires, trollies, cables, and other structures, appurtenances, devices, and all things necessary or incidental for any of the purposes aforesaid.

To operate the said railways by electricity in any form or by cable or oil, gas, gasoline, or any other motive power that may be now or may hereafter become adaptable to, and permissible upon, railways of the kind operated by this company, and to acquire, maintain, use, enjoy, and deal in, all of the equipment and machinery of any kind whatsoever which the company may be authorized to use and own.

To purchase, or otherwise acquire, construct, install, maintain, operate and sell, or otherwise dispose of, works, plants, structures, subways, conduits, instruments, machinery and all appliances and devices for generating, storing, transmitting, using and supplying electricity for any purposes; to produce, accumulate, store, distribute and sell electricity to public and private corporations, associations, individuals and any other users of electricity whatsoever, for lighting, heating and power purposes, and for any other manufacturing, mechanical, scientific or commercial use; to carry on the business of lighting cities, villages, towns, streets, buildings, and all public and private places by means of electricity; to purchase, or otherwise acquire, sell, handle and deal in, electric motors, dynamos and electrical machinery, devices, appliances, equipment and supplies of any kind or nature whatsoever, and to install and place the same in operation; and generally to engage in the business of producing and supplying electricity for every lawful purpose, and of acquiring and dealing in electrical plants, machinery and apparatus of all kinds.

To purchase, or otherwise acquire, own, use, lease, manage and operate, telephone and telegraph lines for the convenient use of this corporation and of the public or other corporations or carriers dealing with this company.

To purchase, or otherwise acquire, operate and sell, or otherwise dispose of, water, water rights, water power, privileges and appropriations for mining, milling, irrigation, agricultural, domestic, power and other manufacturing, mechanical or commercial uses and purposes; to make all filings, entries, appropriations and diversions which may be deemed necessary or expedient for any of the purposes aforesaid; to purchase, or otherwise acquire, equip, operate, sell, or otherwise dispose of water works, plants, reservoirs, dams, tunnels, flumes, pipes and all other structures, machinery, appliances and devices for the development, preservation, storage, distribution and use of water and water power; to supply public and private corporations, associations and individuals, and all other users, with water and water power for all lawful purposes; and to buy, sell, handle and deal in the works, structures, machinery, appliances and devices aforesaid.

To purchase, or otherwise acquire, equip, operate, and sell, or otherwise dispose of, parks, natatoriums and places of amusement, with all necessary or useful structures, appurtenances and appliances.

To purchase, or otherwise acquire, own, improve, develop and sell, or otherwise dispose of, improved and unimproved lands; to survey, sub-divide and plat the same for the purposes of sale, or other purposes, and generally to buy, sell, handle and deal in real property of all kinds and descriptions.

To purchase, or otherwise acquire, operate and sell, or otherwise dispose of, factories, mills, stores, houses, buildings, mines and mining property, ice and cold storage plants, packing plants, depots, stations, freight yards, quarries, warehouses and terminal grounds and facilities, terminal trackage and belt and terminal railroad lines and facilities in and about the municipalities where this company operates, and generally to do any and all business incidental to the ownership and operation of any such property; to deal in, and to handle, oil, gas, gasoline, lumber and timber products, coal, coke, wood and combustibles, motor cars and motor vehicles, and self propelling tractors and machinery of all kinds and goods, wares and merchandise of every description.

To make such lawful arrangements as the company may deem expedient for the joint or common user of the whole, or any part, of the property of any other railroad company, or for the whole, or any part, of the property of this company by other railroads; and to acquire, own and operate terminal tracks, stations and facilities for the use of one or more railroad companies.

To acquire by purchase, subscription or otherwise, and to hold and dispose of stocks, bonds, or other obligations of any other corporations; to aid in any manner any corporation whose stocks, bonds or other obligations are held by this Company, and to do any other acts or things for the preservation, protection, improvement and enhancement of the value of any such stocks, bonds or other obligations, and while the owner thereof, to exercise all the rights, powers and privileges of ownership and all voting power thereon, and to guarantee the contracts or obligations of such corporations.

To purchase, acquire and take over the good will, business, property, trade name, trade marks and assets of any corporations, copartnerships or individuals conducting any business which this company is authorized to acquire.

To loan its own money and to accept bills, notes, bonds or other evidences of indebtedness therefor, and to negotiate and transfer the same, and to acquire and assign bills, notes, bonds and evidences of indebtedness.

To apply for, purchase or otherwise acquire, and sell or otherwise dispose of letters patent of the United States or of any foreign country, and all or any rights, territorial or otherwise, thereunder, and patent rights, licenses, privileges, trade marks, trade names and pending applications therefor, relating to or useful in connection with the business of the Company; to use or grant licenses under any letters patent owned or controlled by the Company, and to expend money in experimenting upon the value of any patent rights that the Company may propose to acquire.

To borrow money, to make and issue promissory notes, bills of exchange, bonds, debentures and obligations and evidences of indebtedness, and to secure the same by pledge, mortgage, trust deed, or in any other manner whatsoever which may seem to the Company expedient; and to mortgage or incumber the whole or any part of the Company's property and any interest therein.

To build, erect, construct, equip, maintain, enlarge, improve, change, alter and develop any of the works, plants and structures which the Company is authorized to acquire; to acquire absolute title to any property which the Company is authorized

to own, or to acquire any interest in such property; to acquire the right to use, enjoy, control and dispose of property by lease, trust, conditional sale, or by any arrangement satisfactory to the owners thereof, and to act as the agent, attorney in fact, or representative of such owners; to lease, sell, hypothecate, pledge, mortgage and dispose of or incumber the Company's property or any part thereof or interest therein in any manner or by any instrument which may be deemed necessary or expedient.

To acquire, use, hold, enjoy, incumber, sell and dispose of all lawful rights, privileges, easements, permits, licenses and franchises, public or private, necessary or expedient for the conduct of any part of the Company's business.

To conduct its business, and to have one or more offices, and to hold, own, incumber, lease, or dispose of any of its property within or without this State, in such place or places as shall from time to time be found necessary or convenient for the purposes of the company's business; to make and enter into all lawful contracts, agreements and arrangements of any kind whatsoever which may be deemed necessary or expedient in the transaction or development of any part of the company's business.

To exercise the power of condemnation and eminent domain where lawfully authorized for any of the purposes mentioned herein; to carry on and engage in any business which may seem to the Company calculated to effectuate the purposes aforesaid, or to facilitate the transaction of the Company's business, or any part thereof.

To do all and every thing necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated.

THIRD: The term of existence of this corporation shall be fifty (50) years from the date of its incorporation.

FOURTH: The place where the principal business of this company is to be transacted is at Lewiston, Nez Perce County, Idaho, but offices for the transaction of the business of the company may be established at such other places within or without the State of Idaho as may be deemed expedient; and meetings of the directors may be held at any place within or without this State, subject to the requirements and limitations imposed by law.

FIFTH: The number of directors of this corporation shall be seven, one of whom shall at all times be a citizen and resident of the State of Idaho.

SIXTH: The amount of the capital stock of this company shall be One Million Dollars (\$1,000,000.00), divided into ten thousand (10,000) shares of the par value of One Hundred Dollars (\$100) each.

Of such capital stock, eight thousand (8000) shares of the aggregate par value of Eight Hundred Thousand Dollars (\$800,000.00) shall be common stock, and two thousand (2000) shares of the aggregate par value of Two Hundred Thousand Dollars (\$200,000.00) shall be preferred stock.

Preferred stock shall be issued for cash or its equivalent, and shall be issued for not less than the par value; and at no time shall the total amount of the preferred stock issued and outstanding exceed two-thirds of the capital stock of the Company paid in cash or property. Such preferred stock shall be subject to redemption at any time after five (5) years at par and a premium of five (5) per cent; but it shall not be subject to redemption until all accumulated dividends shall have been paid.

The holders of preferred stock shall be entitled to receive, and the corporation shall be bound to pay, thereon a fixed yearly dividend, if actually earned, of, but not to exceed, six (6) per cent. payable annually or semi-annually as may be provided by the by-laws and expressed in the certificates, before any dividend shall be set apart or paid on the common stock; and such preferred stock dividend shall be cumulative.

In no event shall a holder of preferred stock be personally liable for the debts of the corporation; but in case of its insolvency, its debts or other liabilities shall be paid in preference to the preferred stock. On a dissolution of the corporation, voluntary or otherwise, the holders of preferred stock shall be entitled to have their share redeemed at par before any distribution of any part of the assets of the corporation shall be made to the holders of the common stock.

SEVENTH: The amounts of the capital stock actually subscribed and the names of the persons by whom the same is subscribed are as follows, to-wit:

Name	Residence	No. Shares Common	No. Shares Preferred.
F. L. Sturm,	Lewiston, Idaho	1000	
C. F. Osmers,	Lewiston, Idaho	1	
E. L. Alford,	Lewiston, Idaho	1	
J. E. Nickerson,	Lewiston, Idaho	1	
J. E. Morris,	Lewiston, Idaho	1	
J. E. Hoobler,	Clarkston, Wash.	1	1
C. S. Florence,	Asotin, Wash.	1	



That there is actually subscribed in good faith to the capital stock of this corporation for each mile of the contemplated work of the corporation more than One Thousand Dollars (\$1000).

EIGHTH: At least one member of the Board of Directors shall always be a bona fide resident of the State of Idaho. A majority of the qualified and acting directors of the corporation in office at any time shall constitute a quorum for the transaction of any business. An Executive Committee of the Board may be designated with such powers as the stockholders or directors may provide. Until a successor is elected and qualified, F. L. Sturm shall be the President of this corporation and is hereby authorized to make, subscribe and cause to be filed all affidavits or other instruments necessary to accompany these articles when presented for filing. The stockholders of this corporation shall not be liable individually for the debts of the corporation, except that each stockholder shall be liable for the full amount unpaid upon the par or face value of the stock or shares subscribed by him. Nothing in this section contained shall be construed as evidencing an intention on the part of the company to construct or operate any other kind of railroad than an urban, suburban and interurban railway.

NINTH: That it is the present purpose and intention of this corporation to construct within the City of Lewiston, Nez Perce County, Idaho, an urban, suburban and interurban railway with the necessary appurtenances, and to make extensions thereof to Clarkston and Asotin, in Asotin County, Washington, and from time to time to construct such other additional lines and extensions in the states of Idaho, Oregon and Washington as may be

found to be practicable. The estimated length of the railway proposed to be constructed is one hundred (100) miles. But nothing herein contained shall be construed to evidence any intention of the company to construct or operate any other railroad than an ~~inter~~urban, suburban and interurban railway, and nothing herein contained shall be construed to limit or restrict the powers of the corporation or prevent the corporation from constructing or building, leasing or otherwise acquiring, additional railway lines and trackage.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 13 day of March, A. D. 1913.

J. L. Otis (SEAL)

J. E. Hoobler (SEAL)

Chas. H. Hume (SEAL)

C. L. Owens (SEAL)

J. E. Nickerson (SEAL)

J. B. Morris (SEAL)

L. E. Gafford (SEAL)

STATE OF IDAHO,           :  
                              : ss.  
County of Nez Perce :

On this 13<sup>th</sup> day of March, A. D., 1913, before me,  
Clinton J. Whitthorne, a Notary Public, in and for said county,  
duly commissioned, qualified and sworn, personally appeared F. L.  
Sturm, C. F. Osmer, E. L. Alford, J. E. Nickerson, J. B. Morris,  
J. E. Hoobler, and C. S. Florence, known to me to be the persons  
whose names are subscribed to the within instrument, and severally  
acknowledged to me, each for himself and not one for another, that  
they executed the same.

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

Clinton J. Whitthorne  
Notary Public, in and for the County  
of Nez Perce, Idaho, residing at  
Lewiston therein.

STATE OF IDAHO,           :  
                              : ss.  
County of Nez Perce :

F. L. STURM, being first duly sworn, deposes and says:  
That he is one of the incorporators named in the foregoing Articles of Incorporation, and that he is the person named therein and designated as President of the corporation; that he makes this affidavit as such officer, being thereunto duly authorized, and as the agent of the said corporation; that there is actually, and in good faith, subscribed to the capital stock of the said corporation, more than \$1,000 for each mile of contemplated work of said corporation, as follows, to-wit: That there is subscribed to the capital stock of said corporation more than the sum of \$100,000, and that the contemplated work of said corporation does not exceed one hundred miles, and that the amount of capital stock of said corporation required by law has been actually subscribed.

F. L. Sturm

Subscribed and sworn to before me this 12 day of ~~Jan~~  
March, A. D., 1913.

Clinton J. Whitthorne  
Notary Public, in and for the  
County of Nez Perce, Idaho,  
residing at Lewiston therein.