

ARTICLES OF INCORPORATION  
OF THE  
TWIN FALLS RAILROAD COMPANY.

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, 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:

1st. That the name of said corporation is the  
TWIN FALLS RAILROAD COMPANY.

2nd. That the purposes for which it is formed are to do any and all of the things herein set forth to the same extent as natural persons might or would do, viz.:

(a) To own, hold, acquire, construct, purchase, lease or otherwise acquire, equip, maintain, improve and operate street railroads, urban, interurban and steam railroads, and transact a general transportation and railroad business.

(b) To erect, equip and maintain depots, warehouses, round-houses, and machine shops, and any and all other buildings and structures necessary and convenient for the conduct and operation of railroads, and the carrying on of a general transportation business.

(c) To purchase, lease or otherwise acquire any and all rights, privileges, permits or franchises suitable or convenient for any of the purposes of its business.

(d) To carry on and conduct the business of transporting passengers, baggage, mail, freight and property of all kinds.

(e) To construct, purchase or otherwise acquire, own, maintain and operate telegraph and telephone lines.

(f) To buy, purchase, procure, acquire, ~~lease, sell~~, lease, demise, maintain, develop, operate, furnish, distribute and transmit water rights, water power, power sites, electric energy, electric light, electric heat, steam power, easements, rights of way for ditches, flumes, pipe lines, reservoirs, dams, concessions and franchises in connection therewith, and any and all other kinds of power for any and all lawful uses and purposes.

(g) To acquire franchises, rights, privileges or property of any person, firm, association or corporation, and to pay for the same in cash, stocks or bonds of this corporation or otherwise.

(h) To borrow money in such manner as the corporation shall see fit, and to issue bonds, debentures, or obligations of the corporation from time to time for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise on its property or any part thereof, real or personal.

(i) In general to do any and all things incident, necessary or convenient to carry out the purposes hereinbefore enumerated, and to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Idaho upon corporations.

3rd. The place where its principal business is to be transacted shall be the City of Twin Falls, in the County of Twin Falls, State of Idaho.

4th. The term for which it is to exist is fifty (50) years from and after the date of its incorporation.

5th. The number of its directors shall be five (5) and the names and residences of those who are appointed for the first year and until their successors are elected and qualified, are:

<u>Names.</u>	<u>Residences.</u>
<u>R. R. Spofford,</u>	<u>Twin Falls, Idaho.</u>
<u>J. C. Moore,</u>	<u>Twin Falls, Idaho.</u>
<u>A. W. Jaynes,</u>	<u>Twin Falls, Idaho.</u>
<u>Fred E. Ramsay,</u>	<u>Twin Falls, Idaho.</u>
<u>S. D. Perrine</u>	<u>Twin Falls, Idaho.</u>

6th. That the amount of the capital stock of this corporation shall be one million (\$1,000,000.00) dollars divided into ten thousand (10,000) shares of the par value of one hundred (\$100) dollars each.

7th. That the amount of said capital stock which has been actually subscribed is 130 shares, amounting to thirteen thousand dollars, and the following are the names of the persons by whom the same has been subscribed, to-wit:

<u>Names of Subscribers</u>	<u>No. of shares.</u>	<u>Amount.</u>
<u>R. R. Spofford</u>	<u>1</u>	<u>\$100.00</u>
<u>J. C. Moore</u>	<u>1</u>	<u>\$100.00</u>
<u>A. W. Jaynes</u>	<u>1</u>	<u>\$100.00</u>
<u>Fred E. Ramsay</u>	<u>1</u>	<u>\$100.00</u>
<u>S. D. Perrine,</u>	<u>1</u>	<u>\$100.00</u>
<u>S. D. Perrine, Trustee,</u>	<u>125</u>	<u>\$12,500.00</u>

8th. The kind of road intended to be constructed is an urban and interurban railroad constructed partly in the streets and partly over private rights of way, and is to be operated by electric power, gas, gasoline, steam power, or such other power as may hereafter come into use.

9th. The place from which it is intended to be run is the City of Twin Falls. The place to which it is to be run is the falls on Snake River known as Shoshone Falls.

10th. The estimated length of the road to be constructed at the present time is twelve (12) miles, but said road may be extended from time to time and to such point or points as may be authorized by resolution of the Board of Directors.

11th. The number of directors which shall constitute a quorum for the transaction of business shall be three and every decision of a majority of such quorum of the Board shall be valid as a corporate act.

12th. All meetings of the Board of Directors may be held at the principal office of the corporation in this State, or at such other place or places within or without this State for the transaction of any business of the corporation as the directors may by resolution or by the by-laws provide.

13th. All the persons incorporating this corporation and all of the directors named herein are residents of the State of Idaho.

14th. 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 thereof at a stockholders meeting called for that purpose as provided by the laws of the State of Idaho; provided, however, 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 (50%) in excess of the indebtedness of the 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.

15th. That the stockholders shall not be individually liable for the debts of the corporation, but this corporation shall be subject to all the duties imposed by Section 2715 of the Revised Codes of the State of Idaho, and shall have and possess all the powers and privileges conferred by the laws of the State of Idaho under which this corporation is organized, or which are contained in these articles of incorporation.

IN WITNESS WHEREOF, We have hereunto set our hands and  
seals this tenth day of September, 1913.

R. R. Spofford.

J. C. Moore

A. W. Jaynes

S. D. Perrine

Fred E. Ramsay

STATE OF IDAHO,                    )  
                                      ) ss.  
COUNTY OF TWIN FALLS.)

On this tenth day of September, 1913, before me, George  
Herriott, a Notary Public, in and for said county, personally  
appeared R. R. Spofford, J. C. Moore, A. W. Jaynes, S. D. Perrine  
and Fred E. Ramsay, known to me to be the persons whose names  
are subscribed to the above instrument and each duly acknowledged  
to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and  
official seal the day and year first above written.

George Herriott

(Notarial Seal)

Notary Public.

State of Idaho,                    )  
County of Twin Falls.        ) ss.

I, E. J. Finch, Ex Officio Recorder in and for Twin Falls County, State of Idaho, do hereby certify that the annexed is a full, true and correct copy of certain Articles of Incorporation of the Twin Falls Railroad Company, as the same appears on File and remaining on File in my office, County of Twin Falls, State of Idaho.

In Testimony Whereof, I have hereunto set my hand and affixed my official Seal this 18th day of September, A. D. 1913.

E. J. Finch  
Ex Officio Recorder.

By R. H. Crow  
Deputy.