

ARTICLES OF INCORPORATION
OF THE
SANTA & WESTERN RAILROAD.

KNOW ALL MEN BY THESE PRESENTS: That we the undersigned citizens and actual bona fide residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of, and in order to form a corporation for the purposes hereinafter stated, under and pursuant to the laws of the State of Idaho, and we hereby certify:

FIRST: That the name of the said corporation is SANTA & WESTERN RAILROAD.

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

(1) To equip, build, construct, buy, lease, run and operate a common carrier railroad by steam or electric power, or by both, or otherwise, commencing at the following point, to-wit: Beginning at or near the Station of Mashburn on the Elk River branch of the Chicago, Milwaukee & St. Paul Railway Company, as now located in Township Forty-four (44) North, Range One (1), West Boise Meridian, Benewah County, Idaho; running thence in a general southwesterly direction to a point near the center of Section Thirteen (13), Township Forty-three (43) North, Range Three (3) West Boise Meridian.

The estimated length of the railroad to be built is fifteen (15) miles.

(2) To build, construct, equip, lease, buy, sell, run and operate branches, extensions, or connecting lines of railway

from any point of said railroad or elsewhere to such other place or point, or places or points in the State of Idaho, and other states, as shall or may be determined from time to time by the Directors of said corporation.

(3) To build, equip, operate, lease, own and control flumes, docks, wharves, boats, vessels, barges and other water craft as may be acquired, required, convenient or useful.

(4) To receive, hold, take and convey by deed or otherwise as a natural person, such voluntary grants and donations of real estate and other property which may be made to aid and encourage the construction, maintenance and accomodation of such railroad, and to take, hold, buy, purchase and lease all such real estate and personal property, and property of any kind, as may be necessary, convenient or advantageous or otherwise useful for the construction, maintenance and operation of such railroad, and for its stations, depots or other buildings necessary, convenient or useful in and about the conduct and operation of said railway business, including the right ot lease, hold, acquire, appropriate, or otherwise own, control or acquire real estate or personal property, the waters of navigable or non-navigable streams to be used in generating electric energy for its own use or for sale to others or to be otherwise used.

(5) To purchase lands, timber, stone, gravel or other materials to be used in the construction, maintenance and operation of its said railroad, acquiring, developing and making its power and all necessary appendages and adjuncts.

(6) To do and conduct each, every and all things necessary, incident or useful to the general railway business and to carry

persons and property as a common carrier on said railroad and its branches and extensions and connections, and to receive toll and compensation therefor, and to erect and maintain all necessary and convenient buildings, stations, depots, fixtures and machinery for the construction and use of its passenger, freight and other business.

(7) To cause or adopt such extensions and surveys made or to be made as may be necessary for the selection of the most advantageous route for its railway, and where necessary to appropriate and condemn by proper proceedings its right of way and such other property as may be necessary for the maintenance, construction and operation of said railroad, including the right to acquire and condemn real property, and the waters of navigable or non-navigable streams for the purpose of creating power and electricity with which to conduct and operate said railroad and for any other purposes.

(8) To construct, maintain and operate upon and along the line of said railroad and its branches, or extensions or connecting lines, telegraph and telephone lines, and to do a general freight, passenger and express business as common carrier on its own behalf or in connection with other railway or railroad companies, telegraph or telephone companies or express companies, boats, barges, and other water craft, and other transportation companies, and to contract with said companies, or either of them, for the construction of appliances and fixtures in the maintenance and operation of said telegraph, telephone, express and transportation business.

(9) To borrow money for the purposes of said corporation

on bonds, notes, bills of acceptance or otherwise at such rate of interest and upon such terms and under such conditions as the Directors of said corporation shall deem best for the interest of said corporation, and to secure the payment of same by mortgage, deed of trust, or otherwise upon the property of said corporation, including its franchise, or upon any part thereof, or by such other security or securities as the Board of Directors may from time to time determine upon, and to provide for a sinking fund to be specially applied to the redemption of any of the bonds or indebtedness of the company.

(10) To sue or be used and to adopt and use a corporate seal.

(11) The corporation shall have power to conduct its business in other states, and to have one or more offices out of the State of Idaho, and to hold, purchase, mortgage and convey real and personal property out of said State of Idaho, and to do and transact any business in other states which it might or could do or transact in said State of Idaho under these articles and the laws of the said State of Idaho.

(12) To subscribe for and acquire, hold, vote, own and dispose of the capital stock or stocks, of any other corporation, and to vote said stock at any and all stockholders' meetings by its President, or by proxy provided that said stock held by this corporation in any other corporation, shall be held in the name of and voted by the President of said corporation, except said stock be voted by proxy as herein provided.

And, generally, to do each, any, and everything necessary, proper and requisite to be done in carrying out any of the business of said corporation herein provided for.

THIRD: The place where the principal business of this corporation is to be transacted is Coeur d' Alene, Kootenai County, State of Idaho.

FOURTH: The term for which this corporation shall exist is fifty (50) years.

FIFTH: The number of directors of this corporation shall be five (5) and the names and residences of those who are appointed for the first year or until their successors are elected and qualified, are as follows:

NAME	ADDRESS
R. M. Hart	Coeur d' Alene, Idaho
F. A. Blackwell	Coeur d' Alene, Idaho
Sig Hofslund	Coeur d' Alene, Idaho
R. F. Blackwell	Spokane, Washington
F. D. Lake	Menasha, Wisconsin.

In case of any vacancy in the Board of Directors through death, resignation, disqualification or other cause, the remaining directors, by affirmative vote by the majority of the Board of Directors, may elect a successor to hold office for the unexpired portion of the time of the director whose place shall be vacant, and until the election of a successor.

The Board of Directors shall have power from time to time to fix and determine and to vary the amount of the working capital of the corporation; to determine whether any, and if any, what part of any accumulated profits shall be declared in dividends and paid to the stockholders; to determine the time, or times, for the declaration and the payment of dividends; and to direct and determine the use and disposition of any surplus or any profits over and above the capital stock paid in; and in its

discretion the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring its bonds or other obligations, to such extent and in such manner and upon such terms as the Board of Directors shall deem expedient.

SIXTH: The total and authorized capital stock of the corporation shall be Twenty-five Thousand (\$25,000) Dollars divided into Two Hundred Fifty (250) shares of the par value of One Hundred (\$100) Dollars each.

SEVENTH: The amount of the capital stock actually subscribed is Fifteen Thousand (\$15,000) Dollars, which said stock is subscribed by the following persons, each subscribing for the number of shares set opposite their respective names, to-wit:

NAME	ADDRESS	NUMBER OF SHARES
R. M. Hart	Coeur d' Alene, Idaho	1 share
F. A. Blackwell	Coeur d' Alene, Idaho	1 share
Sig Hofslund	Coeur d' Alene, Idaho	1 share
R. F. Blackwell	Spokane, Washington	1 share
F. D. Lake	Menasha, Wisconsin	1 share
Blackwell Lumber Co.	Coeur d' Alene, Idaho	145 shares

EIGHTH; That the estimated mileage of said railroad in the State of Idaho is fifteen (15) miles.

NINTH: Three (3) members of the Board of Directors shall constitute a quorum for the transaction of the business of this corporation, and every decision by the majority of such quorum of the Board of Directors shall be valid as a corporate act.

TENTH: That no stockholder of this corporation shall be individually liable for its debts.

ELEVENTH: That the meetings of the Board of Directors may be held at the principal office of this corporation in said

state, or at such other place or places within or without the said State of Idaho, for the transaction of any business of the corporation, as the Board of Directors may provide.

TWELFTH: At least one member of the Board of Directors shall be a resident of the State of Idaho, and no other qualifications as to the residence of the directors shall be necessary.

THIRTEENTH: The Articles of Incorporation of this corporation may be amended in accordance with and as provided by the laws of the State of Idaho relative to the amendment of articles of incorporation; PROVIDED: that the original purpose of the corporation shall not be altered, nor shall the capital stock be diminished to an amount less than 50% in excess of the indebtedness of the corporation; 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 of the stockholders.

FOURTEENTH: This corporation shall be subject to all the duties imposed, and shall have and possess all the powers conferred by the laws of the State of Idaho, and shall have and possess all the powers and privileges conferred by the laws under which this corporation is organized or which are contained in its Articles of Incorporation.

IN WITNESS WHEREOF we have hereunto set our hands and affixed our seals this 11 day of October, A.D., 1916.

R. M. Hart (Seal)

H. A. Beacrowell (Seal)

Biggs (Seal)

STATE OF IDAHO,)
COUNTY OF KOOTENAI.).

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On this 21 day of October, 1916, before me
Geow Haney a notary public in and for said
county and state, duly commissioned and sworn, residing therein,
personally appeared R. M. Hart, F. A. Blackwell and Sig Hofslund
personally known to me to be the identical persons whose names
are subscribed to the within instrument, and who acknowledged
to me that they executed the same for the uses and purposes
therein set forth.

IN TESTIMONY WHEREOF I have hereunto set my hand and
affixed my official seal the day and year in this certificate
first above written.

Geow Haney
Notary Public

for the State of Idaho, residing
at Coeur d' Alene, Idaho.

CERTIFICATE

STATE OF IDAHO.

County of Kootenai

I, D. E. Danby, County Recorder in and for the County and State aforesaid, do hereby
certify the within and foregoing to be a full, true and correct copy of the articles of incorporation

of Dan and Western Railroad

as the same appears on file in my office.

In testimony whereof I have hereunto set my hand and affixed my official seal this

11th

day of Oct

1916

Emil Guder
By D. E. Danby County Recorder, Kootenai County, Idaho.