

State of Idaho



Department of State.

I, F. A. JETER, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State, do hereby certify that the

THE UTAH IDAHO CENTRAL RAILROAD COMPANY

a corporation duly organized and existing under the laws of the State of Delaware

has fully complied with Section 10 of Article XI of the Constitution, and with Sections 4772 and 4773 of the Idaho Compiled Statutes, by filing in this office on the 19th day of November, 19 26

a properly authenticated copy of its articles of incorporation, and on the 19th day of November, 19 26, a certificate of appointment of

J. N. LARSEN

in the County of Franklin

State of Idaho, as agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho relating to corporations not created under the laws of this State, as contained in Chapter 187 of the Idaho Compiled Statutes, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City,

the Capital of Idaho, this nineteenth

day of November, in the year of our Lord one thousand nine hundred and

twenty-six, and of the Independence of the United States of America the One Hun-

dred and Fifty-first.

Secretary of State.

CERTIFICATE OF INCORPORATION

OF

THE UTAH IDAHO CENTRAL RAILROAD COMPANY

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We, the undersigned, in order to form a corporation, for the purposes hereinafter stated, under and pursuant to the laws of the State of Delaware (entitled "An Act providing a general corporation law" approved March 10, 1899 and the acts amendatory thereof and supplemental thereto, do make, record and file this certificate as follows, to wit:

FIRST. The name of this corporation is

THE UTAH IDAHO CENTRAL RAILROAD COMPANY

SECOND. Its principal office in the State of Delaware is located at No. 7 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is the CORPORATION TRUST COMPANY OF AMERICA, No. 7 West Tenth Street, Wilmington, Delaware.

THIRD. The objects and purposes for which, and for any of which, this corporation is formed, and the nature of the business to be transacted, are as follows:

To acquire and hereafter to maintain, manage, operate and extend the railways, (whether street or interurban, or railroads in general) property and franchises heretofore owned or held by Utah Idaho Central Railroad Company, a corporation organized and existing under the laws of the State of Utah; also to build, construct, acquire by purchase, lease, or otherwise, complete, equip, manage, maintain and operate by steam, electricity, or other motive power, other lines of railway and railroads outside of the State of Delaware;

to acquire rights over or in connection with any other railways; to operate all or any of its lines of railway by steam, electricity, or other motive power; to construct and acquire in any manner and to operate power plants by water power, or steam power, or other power, for the development of electricity, with transmission lines and all facilities required in connection therewith or incident thereto; also to purchase, construct and operate a line or lines of telephone, or telegraph, or both, in connection with any of the lines of railway already constructed or hereafter to be built, and to establish, maintain and conduct an express business in and along and upon the lines of railroad operated by this Company and any other lines of railway or other lines of conveyance connecting therewith; to purchase, acquire, own, hold and enjoy the benefits of and dispose of stock, bonds, and any and all forms of obligations or securities of other railway companies, including street railway companies, construction companies, water power companies, or ditch companies, and electrical generating or transmission companies in the State of Delaware, or ^{outside} the State of Delaware; also to purchase, acquire, own, hold, manage and operate in any manner other railways, whether street, interurban, or railways in general, and whether operated by electricity, steam, or other motive power, whether within or without the State of Utah and the State of Idaho, whenever and as thereunto duly authorized by law; to purchase, take, receive and hold, or sell in furtherance of the objects and purposes for which the Company is formed any governmental, state or municipal bonds or other obligations, and the bonds and securities of other companies, associations or corporations; to acquire by purchase, lease or otherwise motor bus and motor truck lines for the transportation of passengers, baggage, express and freight, for the purpose of operating the motor bus or motor truck lines now operated by the said Utah Idaho Central Railroad Company, and for the purpose of operating motor bus and motor truck lines within or without the State of Utah and the State of Idaho, whenever and as thereunto duly authorized by law;

to acquire in any manner, take, hold, sell, and convey real property, agricultural, timber, mineral and other lands, coal and other mines, deposits and quarries, water rights, ditches and power plants, and also any other property along, upon, adjacent to, or in the vicinity of the road or proposed road of any of the lines of railway, whether street, interurban, or general railway lines owned or operated by the Company, or any of the motor bus or motor truck lines owned or operated by the Company, and if deemed useful for the promotion of its interests to lease, utilize in any manner, operate, manage and control, or let to others, any such lands, mines, deposits, quarries, water rights, power plants and other property; to exercise the right of eminent domain; to purchase, sell, lease, hold and operate land for townsites and construct any and all kinds of improvements thereon, or to be used in connection therewith, and to acquire in any manner, hold, lease, sell or dispose of and operate easements, franchises, roads, rights of way, mills and elevators, depots, terminals and discharging places for freight and passenger traffic; to buy, own, construct, build, erect, maintain, lease, sell or otherwise dispose of plants for the manufacture and repair of engines, motors, dynamos, cars, trucks, motor busses, motor trucks, rolling stock, and all kinds of machinery and mechanical devices of every kind and nature, for the furtherance of the purposes herein stated; to borrow money and to execute and issue its notes, bonds, and other securities therefor and to mortgage and pledge its franchises and property, including securities, and to make and execute, as provided or permitted by law, any mortgage or deed of trust of all or any part of its properties, franchises and other rights and interests as security for any such notes, bonds, and other obligations, and whenever the same shall not be prohibited by law to indorse or guarantee the payment of the principal of or interest upon any of the bonds and other obligations of other parties, associations, companies or corporations, or both

such principal and interest, and to guarantee the payment of dividends upon shares of stock in any other association, company or corporation, whether any of the securities so guaranteed shall be owned by the company or not; to own, acquire, or dispose of, or in any manner mortgage, hypothecate, pledge and deal in and with property of all kinds, as well as capital stocks and shares of this corporation and those of other corporations, and to vote any shares owned by it the same as a natural person might do and to enter into such agreements, contracts and stipulations and to make such arrangements as may be or seem necessary to carry out the same and to attain the objects herein expressed or intended, and shall have and exercise such incidental powers, in addition to those mentioned in this agreement, necessary for the accomplishment of any or all of the objects and purposes herein stated, as shall be requisite, convenient and proper to effectuate or promote the objects and purposes aforesaid, including all powers and privileges conferred upon railway companies by law, statutory or otherwise.

To have one or more offices, to carry on all or any of the operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

PROVIDED, HOWEVER, that nothing in this statement of purposes contained shall be construed to authorize the corporation to transact business in any other state, territory, dependency or foreign country, contrary to the provisions of the laws of such state, territory, dependency or foreign country, and that nothing in this statement of purposes contained shall be construed to give the corporation any rights, powers or privileges not permitted by the laws of the State of Delaware to corporations organized under the general law of the State of Delaware.

FOURTH. The Board of Directors, pursuant to the vote of the majority of the holders of the stock outstanding at a stockholders' meeting called for that purpose, either solely or for other purposes, shall have power to convey the property and franchises as an entirety to any corporation, either domestic or foreign, and to accept in exchange therefor capital stock of such grantee corporation in such an amount as shall, in the judgment of the Board of Directors, be sufficient consideration for such property so transferred, and in the absence of fraud the judgment of the Board of Directors shall be conclusive.

The Board of Directors shall have power to distribute the shares in such grantee corporation so received among the holders of stock in this corporation, according to their respective holdings of stock in this corporation.

FIFTH. The total number of shares authorized is twenty thousand (20,000) shares, which shares are without nominal or par value. Such stock may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof.

SIXTH. The number of shares with which this corporation will commence business is twelve (12) shares, which shares are without nominal or par value.

SEVENTH. The names and places of residence of the subscribers to the capital stock, and the number of shares subscribed for by each are as follows:

<u>NAME</u>	<u>Residence</u>	<u>No. of Shares</u>
T. L. Croteau	Wilmington, Delaware	3
A. L. Miller	Wilmington, Delaware	3
Alfred Jervis	Wilmington, Delaware	3
W. B. Megear	Wilmington, Delaware	3

EIGHTH. This corporation is to have perpetual existence.

NINTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

TENTH. The Company may become seized and possessed of either real or personal property, or both, to an unlimited extent, but a limit to the value of the property so held may be fixed by the by-laws.

ELEVENTH. The amount of indebtedness or liability which the Company may at any time incur shall be unlimited.

TWELFTH. The number of Directors of the Company shall be fixed from time to time by the by-laws, but shall not be less than three.

Election shall be by ballot whenever requested by any person entitled to vote, but unless so requested may be held in any way approved at the stockholders' meeting.

The stockholders shall be entitled to vote at stockholders' meetings, and the Board of Directors shall have power to hold their meetings outside the State of Delaware, at such places as from time to time may be designated by resolutions of the Board.

The Board of Directors by resolution passed by a majority of the whole Board may designate two or more directors to constitute an executive committee, which committee to the extent provided in said resolution or in the by-laws of the Company shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Company, and shall have power to authorize the seal of the Company to be affixed to all papers which may require it. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations the accounts, documents, papers and books of the Company, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right of inspecting any account or book or document of the Company, except as conferred by statute of the State of Delaware, or authorized

by the Board of Directors, or by a resolution adopted at a general meeting of the stockholders.

The Board of Directors shall have power, without the assent or vote of the stockholders, to fix the amount to be reserved as working capital, to authorize and to cause to be executed mortgages and liens upon the real and personal property of the Company, including the after-acquired property; and from time to time to sell, assign, transfer or otherwise dispose of any or all of the property of the Company.

The Board of Directors shall have power to make, alter, amend and rescind the by-laws of this corporation.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by the statutes of the State of Delaware, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned do hereby certify that the facts hereinbefore stated are true, and do respectively agree to take the number of shares hereinbefore set forth, and we have accordingly hereunto set our respective hands and seals this 16th day of October, nineteen hundred and twenty-six.

In presence of

Herbert E. Latter

T. L. Croteau (SEAL)

A. L. Miller (SEAL)

Alfred Jervis (SEAL)

W. B. Megear (SEAL)

STATE OF DELAWARE)
 : ss
County of New Castle)

BE IT REMEMBERED that on this 16th day of October, A. D. 1926,
personally came before me Herbert E. Latter, a Notary Public for the
State of Delaware, T. L. Groteau, A. L. Miller, Alfred Jervis and
W. B. Megear, parties to the foregoing certificate of incorporation,
known to me personally to be such, and severally acknowledged the
said certificate to be the act and deed of the signers respectively
and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year
aforesaid.

Herbert E. Latter
Notary Public
Appointed Feb. 24, 1925.
Term Two Years
State of Delaware

Herbert E. Latter
Notary Public

STATE OF DELAWARE
OFFICE OF SECRETARY OF STATE.

I, Sylvester D. Townsend, Jr., Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Incorporation of
"THE UTAH IDAHO CENTRAL RAILROAD COMPANY,"
as received and filed in this office the eighteenth day of October, A. D. 1926, at 9 o'clock A. M.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Dover this eighteenth day of October in the year of our Lord one thousand nine hundred and
(SEAL) twenty-six.

S. D. Townsend, Jr.

Secretary of State.

171-CERTIFICATE OF TRUE COPY-CLERK.

Printed and for sale by the Statesman Printing Co., Boise, Idaho.

STATE OF IDAHO,
County of Franklin } ss.
Clerk of the District Court of the Fifth Judicial District of the State of Idaho, in and for the County
of Franklin do hereby certify that the foregoing is a true and correct copy of the original
Articles of Incorporation of the Utah Idaho Central
Railroad Company of the State of Delaware
now on File and of Record in my office at Preston Idaho.
Given under my hand and the seal of said court, this 17th day of
November A. D. 1926
John A. Rodford Clerk.
By _____ Deputy.