

ARTICLES OF INCORPORATION
of the

UTAH AND IDAHO LAND AND LUMBER COMPANY.

United States of America)
State of Utah,)
County of Salt Lake.)

THIS AGREEMENT, made and concluded this tenth day of October, 1902, by and between A. Hanauer Jr., Walter A. Cooke, Carl J. Hahn, Gustave Kroeger, Joshua P. Spalding, George C. Blakeslee, H. A. McCornick, Lea Myers, Emer M. Reel and William Hayward.

WITNESSETH: Whereas the undersigned are desirous of associating themselves for the purpose of establishing and conducting a land and lumber business within the States of Utah and Idaho, and holding property therein, and of incorporating for that purpose under and in pursuance of the laws of the State of Utah, they do hereby certify, declare and agree as follows, to-wit:

1.

That the said corporation shall be called and known by the name of the Utah and Idaho Land and Lumber Company, and shall be and is formed and organized at Salt Lake City, Utah.

11.

That the names of the parties to this agreement who are the incorporators of the Incorporation, and their places of residence in full are as follows to-wit:

A. Hanauer Jr.,-----	Salt Lake City, Utah.
Walter A. Cooke,-----	" " " "
Carl J. Hahn,-----	" " " "
Gustave Kroeger,-----	" " " "
Joshua P. Spalding,-----	" " " "
George C. Blakeslee,-----	Spokane, Wash.
H. A. McCornick,-----	Salt Lake City, Utah.
Lea Myers,-----	Spokane, Wash.

Lea Myers,-----Spokane, Wash.
 Emer M. Reel,-----" "
 William Hayward,-----" "

III.

That the Corporation herein provided for and hereby created, shall exist and continue for the term of fifty years, unless ^{sooner} dissolved and disincorporated according to law.

IV.

That the object pursuit and business of this corporation is and shall continue to be to manufacture lumber and all articles and things made of lumber, to buy and sell real estate, to irrigate lands, and to sell water, to buy and sell live stock, to own and operate railroads, tramways and steamboats, to engage in mercantile business, and to transact all other business except banking.

V.

That the place of the General Offices of said Corporation, and of the general, financial and commercial business thereof shall be at Salt Lake City, Utah.

VI.

That the amount of the capital stock of said corporation shall be One Hundred Thousand Dollars, which shall be divided into one hundred thousand shares of the face or par value of one dollar each.

VII.

That the amount of stock subscribed and taken by each of the corporators above named, parties to this agreement, is as follows, to-wit:

A. Hanauer Jr.,-----1000 shares
 Walter A. Cooke,-----1000 shares
 Carl J. Hahn,-----1000 shares
 Gustave Kroeger,-----1000 shares
 Joshua P. Spalding,-----1000 shares
 George C. Blakeslee,-----1000 shares
 Lea Myers,-----1000 shares

Emer M. Reel,-----1000 shares
H. A. McCornick,-----1000 shares
William Hayward,-----1000 shares
Carl J. Hahn, Trustee,-----40,000 shares

and 50,000 shares are hereby reserved as treasury stock for the purpose of operating and conducting the business of the corporation.

VIII.

That the officers of the corporation shall be:

- First. A board of seven directors.
- Second. A President.
- Third. A Vice-President.
- Fourth. A Treasurer.
- Fifth. A Secretary.

Said officers of Secretary and Treasurer may be held by the same person, properly qualified. The President, Vice-President and Treasurer shall be Directors.

IX.

That the qualifications of the officers of said corporation shall be as follows, that is to say: To be eligible to the office of Director, President, Vice-President, Treasurer or Secretary, the person must be the owner as shown by the books of the corporation, of at least one hundred shares of the capital stock of said corporation.

X.

The following named persons, parties hereto, shall be directors of said corporation until the second Monday of November, 1903, and until their successors shall be duly elected at the first regular election of said corporation which shall be held on said second Monday of November, 1903, and shall have duly qualified, namely: A. Hanauer Jr., Walter A. Cooke, Carl J. Hahn, Gustave Kroeger, Joshua F. Spalding, George C. Blakeslee, and H. A. McCornick, and that the said A. Hanauer Jr., shall be President, the said Gustave Kroeger shall be Vice-President, and the said Carl J. Hahn shall be Secretary and Treasurer for said term and until their successors shall be duly elected and qualified, and any

vacancy caused by the resignation, death or removal of either, or any of said directors or officers may be filled by the Board of Directors.

XI.

That the term of office of the officers of said corporation, except as in Article X. provided shall be one year and until their successors shall be elected and shall have duly qualified, unless sooner resigned or removed, as hereinafter provided.

XII.

That the annual stockholders meeting of the Corporation for the election of officers, and for the transaction of any such other business that shall lawfully come before it shall be held on the 2nd Monday of November of each year at Salt Lake City, Utah, at the general office of said corporation, a representation of a majority of the capital stock of said corporation shall be necessary to legally hold said meeting or any stockholders' meetings of said corporation, either general or special. The Directors of said corporation shall be elected by ballot and the persons receiving a majority of votes of stockholders at such meeting, shall be held and declared to be elected to said offices respectively. Each stockholder shall be entitled to as many votes as he holds shares of said capital stock, and representation by proxy duly appointed, shall be allowed at all meetings of said corporation, either general or special. The first officers herein named shall hold office until the 2nd Monday of November, 1908, unless sooner resigned or removed. It is hereby provided that a failure to hold any general meeting of the stockholders of said corporation at the day appointed for the same, shall not forfeit or in any way interfere with the corporate rights acquired under this agreement, but any such meeting may be held at any subsequent time, upon giving thirty days' notice by publication thereof in a weekly newspaper published at Salt Lake City, Utah. The Secretary shall, or in case of his failure, any other officer of said corporation may, give thirty days' previous notice of all Annual Stockholders' meetings by notice mailed to each stockholder of record, addressed to his last known Post Office address, and of all special stockholders' meetings, by notice both published and

mailed, in the same manner, but specifying the purposes for which any special meeting is called. No business shall be transacted at special meetings, except that particularly mentioned in the notice thereof.

XIII.

That any or either of the officers of said corporation may be removed for cause at a stockholders' meeting duly called and held to consider the question of such removal, the stockholders of a majority of the capital stock of said corporation, represented at such meeting either personally or by proxy, voting for such removal, and either or any of said officers may resign by filing a written resignation in the general office of said corporation, and vacancies caused by any such removal or resignation, or by death or disability, may be filled by the Board of Directors.

XIV.

That the private property of the stockholders of said corporation shall not be liable for the debts or liabilities of the corporation.

XV.

That this corporation shall and hereby does purchase, take, receive and hold the following described property with the appurtenances, privileges and franchises, to-wit:

The northwest quarter of Section 14, the southwest quarter of section 14, the northeast quarter of section 15 and the southeast quarter of section 15, all of Township 17, north range 1 east B. M. in Washington County, State of Idaho, in full payment of and for ten thousand shares of the capital stock of said corporation.

XVI.

The capital stock of said corporation shall be non-assessible.

IN WITNESS WHEREOF, The said parties to these presents have hereunto set their hands and seals the day and year first above written.

A. Hanauer Jr.
Walter A. Cooke
Carl J. Hahn
Gustave Kroeger
Joshua P. Spalding
George C. Blakeslee
H. A. McCornick
Lea Myers

Emer M. Reel,
William Hayward.

State of Utah,)
 : ss
Salt Lake County.)

On this tenth day of October, A.D. 1902, personally appeared A. Hanauer Jr. one of the signers of the above and foregoing agreement, who duly acknowledged to me that he executed the same freely and voluntarily and for the uses and purposes therein set forth.

In Witness Whereof, I have hereunto set my hand and affixed my official seal the date aforesaid.

W. O. Cleland,
Notary Public.
Com. expires 9/10/06.

(Notarial Seal)

State of Utah,)
 : ss
Salt Lake County.)

On this tenth day of October, A.D. 1902, personally appeared J. P. Spalding, one of the signers of the above and foregoing agreement, who duly acknowledged to me that he executed the same freely and voluntarily and for the uses and purposes therein set forth.

In Witness Whereof, I have hereunto set my hand and affixed my official seal the date aforesaid.

W. O. Cleland,
Notary Public.
Com. expires 9/10/06.

(Notarial Seal)

State of Utah,)
 : ss
Salt Lake County.)

On this tenth day of October, A.D. 1902, personally appeared Carl J. Hahn, one of the signers of the above and foregoing agreement, who duly acknowledged to me that he executed the same freely and voluntarily and for the uses and purposes therein set forth.

In Witness Whereof, I have hereunto set my hand and affixed my official seal the date aforesaid.

W. O. Cleland,
Notary Public.
Com. expires 9/10/06.

(Notarial Seal)

State of Utah,)
 : ss
Salt Lake County.)

A. Hanauer Jr. being first duly sworn, on his oath says he is one of the persons named in and who executed the above and foregoing Articles of Incorporation for the purposes therein set forth; that it is bona fide his intention, and to the best of his knowledge and belief, the intention of his associates, to commence and engage in the business set forth, and that the amount of the capital stock of the said corporation has or will be paid for by the conveyance to the said corporation of the property therein described.

(Signed) A. Hanauer Jr.

Sworn to by A. Hanauer Jr and by him in my presence subscribed this tenth day of October A. D. 1902.

W. O. Cleland,
Notary Public.
Com. expires 9/10/06.

(Notarial Seal)

State of Utah,)
 ; ss
County of Salt Lake.)

Carl J. Hahn being first duly sworn, on his oath says he is one of the persons named in and who executed the above and foregoing Articles of Incorporation for the purposes therein set forth; that it is bona fide his intention, and to the best of his knowledge and belief, the intention of his associates, to commence and engage in the business set forth and that the amount of the capital stock of the said corporation has or will be paid for by the conveyance to the said corporation of the property therein described.

(Signed) Carl J. Hahn,

Sworn to by Carl J. Hahn and by him in my presence subscribed this tenth day of October A. D. 1902.

W. O. Cleland,
Notary Public.

(Notarial Seal)

Com. expires 9/10/06.

State of Utah,)
 ; ss
Salt Lake County.)

Joshua P. Spalding being first duly sworn, on his oath says he is one of the persons named in and who executed the above and foregoing Articles of Incorporation for the purposes therein set forth; that it is bona fide his intention, and to the best of his knowledge and belief, the intention of his associates, to commence and engage in the business set forth, and that the amount of the capital stock of the said corporation has or will be paid for by the conveyance to the said corporation of the property therein described.

(Signed) Joshua P. Spalding,

Sworn to by Joshua P. Spalding and by him in my presence subscribed this tenth day of October, A. D. 1902.

W. O. Cleland,
Notary Public.
Com. expires 9/10/06.

(Notarial Seal)

State of Utah,)
)
) :ss
County of Salt Lake.)

I, JOHN JAMES, County Clerk in and for the County of Salt Lake, State of Utah, do hereby certify that the foregoing is a full, true and correct copy of the Articles of Incorporation and Oath and Acknowledgment of Incorporators of "UTAH AND IDAHO LAND AND LUMBER COMPANY" as appears of record in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 23rd day of October 1902.

John James,
County Clerk,
By C. Frank Emery,
Deputy Clerk.

(SEAL)

State of Utah,)
)
) :ss
County of Salt Lake.)

I, JOHN JAMES, County Clerk in and for the County of Salt Lake, State of Utah, do hereby certify that the "UTAH AND IDAHO LAND AND LUMBER COMPANY" has duly filed in my office the Agreement of Incorporation, duly acknowledged, together with the oath of the incorporators and oath of office of each officer, as required by Chapter 1 of Title 11, Revised Statutes of Utah.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 23rd day of October 1902.

John James,
County Clerk.
By C. Frank Emery,
Deputy Clerk.

(SEAL)

(E N D O R S E D)

No.144

Certified Copy of Certified Copy of
Articles of Incorporation
of

Utah and Idaho Land and Lumber Company .

October 10, 1902

State of Idaho
County of Washington

ss.

I hereby certify that this instrument was filed for record at the request of J.H.Hurd at 30 minutes past 10 o'clock A.M.this 4th day of December A.D.1905 in my office and duly indexed in Index of Papers Filed at page U.

Frank E. Smith

Ex-officio Recorder

Fees \$0.50

STATE OF IDAHO
COUNTY OF WASHINGTON

ss

I, Frank E. Smith, County Recorder in and for the County of Washington, State of Idaho, do hereby certify that I have compared the within and foregoing copy with the Certified copy of a certified copy of the Articles of Incorporation of the Utah and Idaho Land and Lumber Company filed in this office on the 4th day of December, 1905, and that it is a full, true and correct copy of such Certified copy and of the whole thereof and of the Endersements thereon.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Seal of said office this 4th day of December, 1905.


County Recorder



STATE OF UTAH, }
Office of the Secretary of State. } ss.

I, CHARLES S. TINGEY, Secretary of State of the State of Utah,
do hereby certify that the foregoing is a full, true and correct copy of
the certified copy of the Articles of Incorporation of the
"U T A H A N D I D A H O L A N D A N D L U M B E R
C O M P A N Y"
filed in this office October 24th, 1902,

as appears.....on file.....in my office.

In Witness Whereof, I have hereunto set my hand
and affixed the Great Seal of the State of
Utah, this.....2nd.....day of.....Dec.....
A. D. 190.....5.

C. S. Tingey
Secretary of State.

By George B. Squires
Deputy

