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ARTICLES OF INCORPORATION

OF

THE BOISE CITY RAILWAY AND TERMINAL COMPANY

KNOW ALL MEN BY THESE PRESENTS: That in accordance with the laws of the State of Idaho, and especially Title Four of the Revised Statutes of Idaho, 1887, we, the undersigned, a majority of whom are resident freeholders of the State of Idaho, have adopted and by these presents do hereby adopt the following Articles of Incorporation:

ARTICLE FIRST

The name of this corporation shall be THE BOISE CITY RAILWAY AND TERMINAL COMPANY.

ARTICLE SECOND

The objects for which said corporation is formed are the following:

To construct, maintain and operate a line of standard guage railway and telegraph from a point on the line of the Oregon Short Line and Utah Northern Railway, in the northeast quarter of Section Eighteen (18), Township Three (3) North of Range Two (2) East of Boise Meridian; thence in a northeasterly direction through sections eighteen (18), seven (7), eight (8), and nine (9) to the City of Boise City; thence in a southeasterly direction through said city of Boise City and section ten (10), eleven (11) and fourteen (14), to a point in the southwest quarter of Section thirteen (13), all of township three (3) north of range two (2) east Boise Meridian, County of Ada, State of Idaho, a distance of 5.57 miles, with such spurs, side tracks and branches as may be necessary, extending and radiating from said line, through the streets and alleys of the said city of Boise City, Idaho, as aforesaid, and into and through any and all Additions now added or hereafter to be added to said city of Boise City, and into and through said Ada County, as aforesaid.

And also to build, construct, maintain and operate railroad stations, freight houses, round houses, warehouses, store houses, machine shops, and any and all other structures necessary or appurtenant to the business of a railroad and terminal company.

And also the right to build, purchase or lease warehouses and railroad tracks in the neighborhood of the said city of Boise City and in the country adjacent thereto, including yards for receiving and discharging freight; and to sell, lease, hold, maintain and operate the aforesaid property and any and all other property necessary or incidental to the carrying on of the business of a railroad and terminal company, including the maintenance of depots, warehouses, store houses, switch and spur tracks and sidings, and to change rates, rents or tolls therefor.

#### ARTICLE THIRD

The place where the principal business of the corporation is to be transacted shall be the city of Boise City, in the County of Ada and state of Idaho.

#### ARTICLE FOURTH

This corporation shall continue in existence for a period of fifty (50) years from the twentieth day of March 1893.

#### ARTICLE FIFTH

The number of directors to manage the affairs of this corporation shall be five (5); the following are the names and residences of those appointed for the first year, who shall hold their office until others are elected as provided by the laws of the state of Idaho and the by-laws of the company:

|                 |             |        |
|-----------------|-------------|--------|
| E. E. Calvin,   | Pocatello,  | Idaho. |
| D. C. Lockwood, | Pocatello,  | Idaho. |
| G. W. Moore,    | Boise City, | Idaho. |
| Peter Sonna,    | Boise City, | Idaho. |
| G. E. Crisman,  | Boise City, | Idaho. |

And the following shall be the first officers of the corporation who shall manage its affairs until their successors are duly elected by the board of directors:

E. E. Calvin, President, and Alexander Miller Secretary and James G. Harris Treasurer.

#### ARTICLE SIXTH

The amount of the capital stock of the corporation shall be Fifty Thousand Dollars (\$50,000), which shall be divided into Five Hundred (500) shares of One Hundred Dollars (\$100) each.

#### ARTICLE SEVENTH

We, the undersigned, do hereby subscribe for and take the number of shares of stock in the Boise City Railway and Terminal Company set opposite our respective names, and our several residences are as hereinafter set forth, to-wit:

| Name               | Place of Residence | Number Shares        |
|--------------------|--------------------|----------------------|
| 1. S. H. H. Clark, | Omaha, Neb.        | One (1) Share.       |
| 2. E. Dickinson,   | Omaha, Neb.        | One (1) Share.       |
| 3. E. E. Calvin,   | Pocatello, Idaho.  | fifty Shares.        |
| 4. D. C. Lockwood, | Pocatello, Idaho.  | fifty Shares.        |
| 5. C. W. Moore,    | Boise City, Idaho. | One Share.           |
| 6. Peter Sonna,    | Boise City, Idaho. | One Share.           |
| 7. C. E. Crisman,  | Boise City, Idaho. | fifty Shares.        |
| 8. W. H. Bancroft, | Ogden, Utah.       | seventy five Shares. |
| State of Nebraska  | } ss (             |                      |
| County of Douglas  |                    |                      |

On this tenth day of March 1903 before the undersigned, a Notary Public within and for said County and State, personally appeared S.H.H. Clark and E. Dickinson, to me personally known, and known

to me to be the individuals whose names are attached to the above and foregoing Articles of Incorporation of the Boise City Railway and Terminal Company, as incorporators thereof, and severally acknowledged to me the execution of the same to be their free and voluntary act and deed for the uses and purposes in said Articles of Incorporation set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day last aforesaid.

W. J. Carroll

Notary Public.

:  
: Notarial :  
: Seal :  
:

State of Idaho )

County of Ada ) ss.

On this 20th. day of March before the undersigned, a Notary Public within and for said county and state, personally appeared W. H. Bancroft, E. E. Calvin, D. G. Lockwood, C. W. Moore, Peter Sonna, C. E. Crisman to me personally known, and known to me to be the individuals whose names are attached to the above and foregoing Articles of Incorporation of the Boise City Railway and Terminal Company, as incorporators thereof, and severally acknowledged to me the execution of the same to be their free and voluntary act and deed, for the uses and purposes in said articles of incorporation set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal the day last aforesaid.

Edgar Wilson

Notary Public.

:  
: Notarial :  
: Seal :  
:

STATE OF IDAHO, )  
 : ss.  
COUNTY OF ADA, )

E. E. Calvin, being first duly sworn, deposes and says:

That he is the President of The Boise City Railway and Terminal Company, as named in the articles of incorporation thereof.

Affiant says that the amount of capital stock of said Company required by law, and especially Section 2532, Chapter 1, Title 4 of the Compiled Statutes of Idaho, 1887, has been actually subscribed, to-wit: \$7,500.00, the same being more than \$1,000.00 per mile of railroad, and \$100.00 per mile of telegraph line, as projected and contemplated to be constructed.

(signed) E. E. Calvin.

Sworn to before me and subscribed in my presents this 20th day  
of March, 1893.

(signed) Edgar Wilson.

Notary Public.

(Notarial Seal)

INCORPORATION CERTIFICATE

STATE OF IDAHO,  
County of Ada,

)  
) ss.

I, SHERMAN G. KING, Ex-Officio Recorder in and for Ada County, State of Idaho, do hereby certify that the annexed is a full, true and complete transcript of the original Articles of Incorporation of The Boise City Railway and Terminal Company as the same appears on file in this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official Seal, this twentieth day of March, A. D., 1923.

COUNTY RECORDER'S:

Seal

Sherman G. King

By Jas. H. Morgan, Deputy.

Ex- Oficio Recorder.

(COPY)

STATE OF IDAHO,       )  
                          ) S.S.  
COUNTY OF ADA.       )

I hereby certify that this instrument was  
filed for record at request of D. C. Lookwood at 50 minutes past 10  
o'clock A. M., this 20 day of March A. D. 1893.

Sherran G. King,

Ex-Officio Recorder.

By Jas. H. Morgan, Deputy.

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Articles of Incorporation of The Boise City Railway and Ter-  
minal Company.

DEPARTMENT OF STATE.

Secretary's Office, Filed this 20th. day of March  
1893, and Recorded in Book "B" of Incorporations on page 505, Records  
of the State of Idaho.

James F. Curtis,

Secretary of State.

STATE OF IDAHO)  
                   ) ss.  
 County of Ada)

Boise City, Idaho, February 24th, 1896.

This is to certify that on the 17th. day of February, 1896, there was held at the Passenger Depot of the Boise City Railway and Terminal Company, in Boise City, Ada County, Idaho, a stock holders meeting of the Boise City Railway and Terminal Company: That said meeting was the regular annual meeting of said stockholders of said corporation; That said meeting was regularly called for the purpose of voting on the proposition to increase the capital stock of said corporation, by the addition of Thirty Thousand (\$30,000) dollars, and so as to make the gross capital stock the sum of eighty (\$80,000) thousand dollars; That a notice of said meeting to increase said capital stock was duly published in every issue of the Idaho Daily Statesman, a daily news-paper, published in Boise City, Ada County, Idaho, where the principal place of business of said Boise City Railway and Terminal Company is located, for more than four weeks, beginning on January 18th, 1896, and continuing each day of publication down to the 16th day of February, 1896, both days inclusive; that said notice of meeting, and of proposition to increase capital stock, contained the amount to which it was proposed to increase the capital stock, to-wit, to increase it thirty thousand (\$30,000) dollars, so that the whole amount of capital stock would be eighty-thousand (\$80,000) dollars: That said meeting was regularly adjourned to 10 o'clock a.m., of February 24th, 1896, at the said passenger depot of said Company in Boise City: That on said date, February 24th, 1896, and at 10 o'clock a.m. at said place, said stockholders' adjourned meeting was held: that said adjournment had been made to further consider said proposition to so increase said stock, and to obtain certain documents and papers before final action on said proposition and to elect directors for the ensuing year, and transact all other unfinished business of the regular meeting, and of

the special call to so increase said capital stock: That at said meeting, Peter Sonna was elected and acted as Chairman of the meeting, and C. E. Chrisman was elected and acted as Secretary thereof:

That the following stock and stockholders were present, acting and voting on said proposition on an increase said capital stock, to-wit-

|  |                 |
|--|-----------------|
| C. W. Moore,                                       | One Share,      |
| Peter Sonna,                                       | One Share,      |
| E. Dickinson,                                      | One Share,      |
| By S. B. Kingsbury,                                | with his proxy. |
| F. Gordon Dexter, Edwin F. Atkins, and             |                 |
| Gardner M. Lane, Trustees, two hundred twenty-four |                 |
| shares, By C. E. Chrisman, with their proxies,-    |                 |

All of which shares voted in favor of said increase of said capital stock, in the sum of thirty thousand dollars, so as to increase the capital stock of the Boise City Railway and Terminal Company to the gross amount of eighty thousand dollars.

That two hundred twenty-eight (228) shares voted in favor of said increase, and no shares voted against the said increase, and, that the vote being known, the chairman declared the proposition to increase said capital stock to eighty thousand dollars was carried;

That two hundred twenty-eight (228) shares of the capital stock was represented at said meeting, and no more;

There was present at, and laid before the meeting, and filed with its secretary, the written assent of the holders of over three fourths of the subscribed capital stock of said corporation to the said proposed increase of the capital stock, to-wit, the written assent of F. Gordon Dexter and Edwin F. Atkins, Trustees, holders of two hundred twenty four (224) shares;

W h e r e f o r e, it is certified by us that the capital stock of said Boise City Railway and Terminal Company was, at said meeting,



(9)

by a vote of two hundred twenty-eight (228) shares, in favor thereof, and by no vote in opposition, increased thirty thousand (\$30,000) dollars, and to the gross amount of eighty thousand (\$80,000) dollars.

Dated Boise City, Idaho  
February 24th, 1896.

Peter Sonna,  
Chairman

E. C. Chrisman,  
Secretary.

Seldon B. Kingsbury,  
Members Board of Directors.

STATE OF IDAHO       )  
                          ) ss  
County of Ada        )

Peter Sonna and E. C. Chrisman, being  
duly sworn, each for himself, says: I have read the foregoing certifi-  
cate, and know the contents thereof, and that the same is true of my  
own knowledge.

Peter Sonna,  
E. C. Chrisman.

Subscribed and sworn to before me  
this 25th day of February, A. D. 1896.

I. W. Garrett,

:  
: GREAT SEAL of       Secretary of State, of the  
:                       :       State of Idaho,  
: the STATE of IDAHO.   :

Boise City Railway and Terminal Company,

Certificate on Increase, Capital stock.

STATE OF IDAHO.

Received and Filed, Apr, 4, 1896.

Isaac W. Garrett,  
Secretary of State.

STATE OF IDAHO,       )  
                          ; ss.  
COUNTY OF ADA,       )

E. E. Calvin, being first duly sworn, deposes and says:

That he is the President of The Boise City Railway and Terminal Company, as named in the articles of incorporation thereof.

Affiant says that the amount of capital stock of said Company required by law, and especially Section 2582, Chapter 1, Title 4 of the Compiled Statutes of Idaho, 1887, has been actually subscribed, to-wit: \$7,500.00, the same being more than \$1,000.00 per mile of railroad, and \$100.00 per mile of telegraph line, as projected and contemplated to be constructed.

(Signed) E. E. Calvin.

Sworn to before me and  
subscribed in my presence  
this 20th day of March, 1893.

(Signed) Edgar Wilson,  
Notary Public.

(Notarial Seal)