

We, C. R. Gray and Thomas Price, being respectively President and Secretary of Oregon-Washington Railroad & Navigation Company, a corporation of the State of Oregon, duly authorized and licensed to do business as a foreign corporation in the State of Idaho, do hereby certify that the following is a complete and accurate copy of preambles and resolution duly adopted by the Board of Directors of said Oregon-Washington Railroad & Navigation Company, at a regular meeting of said Board held in the City and State of New York on the 11th day of July, 1929, at which meeting a quorum of the Directors was present:

"WHEREAS, this Company is by its Articles of Incorporation duly authorized and empowered to and does as successor in interest to Oregon, Washington & Idaho Railroad Company, own a line of railroad extending from Riparia in Whitman County, Washington, to Lewiston in Nez Perce County, Idaho, and by virtue of a certain contract made the first day of September, 1909, between said Oregon, Washington & Idaho Railroad Company, Northern Pacific Railway Company, and Clearwater Short Line Railway Company, enjoys for a term of 999 years the joint possession and use of the railroad now owned by Northern Pacific Railway Company extending from a connection with the railroad of this Company at Lewiston to Grangeville in the County and State of Idaho; and

WHEREAS, by a certain contract in writing bearing date March 10, 1926, this Company has acquired from Northern Pacific Railway Company, a Wisconsin corporation, the right for the term of 999 years from December 3, 1909, to the equal joint possession and use in common with the said Northern Pacific Railway Company, of the branch lines of railroad hereinafter described connecting with the railroad of said Northern Pacific Railway Company so possessed and used by this Company under the aforesaid agreement of September 1, 1909; and

WHEREAS, all of said railroads are now operated by the Camas Prairie Railroad Company, an Oregon corporation, for the common benefit of Northern Pacific Railway Company and this Company, but this Company may at some future time desire to use and operate the same by its own power and crews, which it has the right to do under said contracts.

RESOLVED, that the officers of this Company be and they are hereby authorized and empowered to maintain and operate separately or jointly with another or other railroad companies

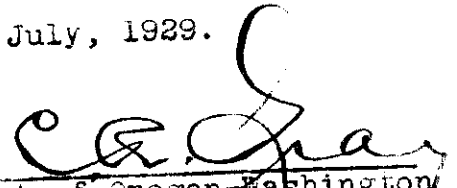
branch lines of railroad and telegraph along the following routes:

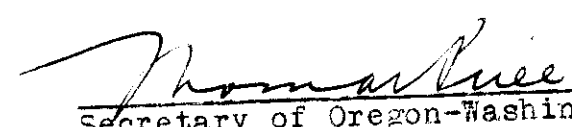
(1) A branch line of railroad and telegraph from a point of connection at Joseph in Nez Perce County, Idaho, with the existing railroad now owned by Northern Pacific Railway Company, used jointly and in common by said Company and this Company, and operated for the benefit of both by the Camas Prairie Railroad Company; thence in an easterly direction 32 miles, more or less, to Orofino in Clearwater County, State of Idaho; thence in a general southeasterly direction a distance of 34 miles, more or less, to Stites in the County of Idaho, in said State.

(2) A branch line of railroad and telegraph extending from a connection with the branch line of railroad last above described at Orofino, Idaho; thence in an easterly and northerly direction to the station known or to be known as Headquarters in Section 15, Township 5 East, Range 38 North, Boise Meridian, in Clearwater County, State of Idaho, a distance of 40 miles, more or less.

FURTHER RESOLVED, that copies of these resolutions, certified by the President and Secretary of this Company, under its corporate seal, be filed as required by the laws of the State of Idaho, and that the officers of this Company be and they are hereby authorized and directed to do any and all other acts and things necessary or appropriate for the purpose of complying with and obtaining the benefits of an act of the legislature of Idaho entitled, 'An Act authorizing railroad corporations to construct branches and extensions from their railroads and from the railroads of other railroad corporations to construct connection with their roads, and to consolidate with other railroad corporations and to lease, purchase and operate the railroads of other railroad corporations', approved February 2, 1899."

IN WITNESS WHEREOF, we have hereunto set our hands and have caused the corporate seal of said Oregon-Washington Railroad & Navigation Company to be hereunto affixed, in the City and State of New York, on this the 11th day of July, 1929.


President of Oregon-Washington
Railroad & Navigation Company


Secretary of Oregon-Washington
Railroad & Navigation Company