

ARTICLES OF INCORPORATION
of the
"UTAH TITLE INSURANCE AND TRUST CO."

United States of America, :
Territory of Utah, : SS.
County of Salt Lake. :

KNOW ALL MEN BY THESE PRESENTS, That we, the subscribers hereto, do hereby freely and voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the Territory of Utah, and that we do hereby certify and agree to these articles of incorporation as follows:

ARTICLE 1.

The Corporation.

1. That the name of this Corporation shall be the "Utah Title Insurance & Trust Co."

2. That the general nature of the business of the said Corporation shall be the making of abstracts of title to real estate and personal property, certifying and selling the same, the guaranteeing of owners of real estate mortgages, and owners interested in real estate, as owners, incumbrancers, or other wise, against loss by reason of liens, incumbrances or defective titles, the loaning and investing of money upon securities upon its own account, and as agent or trustee for other persons; the accepting and executing of trusts pursuant to orders, judgments and decrees of courts of record; and by virtue of devises and bequests; the acceptance and execution of any and all trusts, acting as agent, attorney in fact, executor, administrator, trustee, assignee, receiver or guardian, the acquiring, holding, issuing and disposing of personal property, the acquiring, leasing, purchasing, owning, holding, using and improving, mortgaging, leasing, selling and conveying such real estate as may be necessary for the convenient transaction of its business, or for the collection of its debts, or for the use and occupation of its officers, agents and employees.

HENDERSON, PIERCE, CRITCHLOW & BARRETTE,
ATTORNEYS-AT-LAW, SALT LAKE CITY

1 3. That the principal place of business of the corpora-
2 tion shall be at Salt Lake City, Utah.

3 4. That the private property of the stockholders, shall
4 not be liable for the obligations of the corporation.

5 5. That this corporation shall continue for fifty
6 years, unless sooner dissolved by the operation of law.

7 6. That the financial depository shall be designated
8 by the Board of Directors.

9 7. That no assessment shall be levied except by the
10 vote of a majority of all the Board of Directors.

11 8. That the capital stock of this corporation shall be
12 one hundred and fifty thousand dollars (\$150,000.), divided into
13 one hundred and fifty (150) shares of one thousand dollars
14 (\$1000.) each.

15 9. That ten per cent of the net earnings of each year
16 shall be carried to the surplus fund until such time as such
17 surplus equals twenty-five (25) per cent of the par value of
18 the capital stock.

19 10. That the amount of capital stock subscribed by the
20 corporators, the parties hereto, each and all residing at Salt
21 Lake City, Salt Lake County, and Territory of Utah, is as follows:

Name.	No. of Shares.	Amount.
Matthew H. Walker	3	\$3,000.
William S. McCornick,	3	3,000.
John E. Dooly,	7	7,000.
Robert C. Chambers,	3	3,000.
Arthur L. Thomas,	3	3,000.
Lewis S. Hills,	3	3,000.
James Sharp,	3	3,000.
Thomas G. Webber,	3	3,000.
Elias A. Smith,	3	3,000.
David Webb,	1	1,000.
William C. Hall,	1	1,000.
Joseph R. Walker,	3	3,000.
Thomas R. Jones,	6	6,000.
Frederick H. Auerbach,	3	3,000.
Total	45	\$45,000.

ARTICLE 11.

The Stockholders.

1. That there shall be a meeting of the stockholders in the office of the corporation on the first Monday in February A. D. 1890, at 10 o'clock A.M., and annually thereafter, for the election of Directors from the stockholders of record on the books of the corporation. The voting shall be by ballot and each shareholder shall be entitled to as many votes as he owns shares of the capital stock of the corporation, and representation by proxy shall be allowed.

2. That the stockholders of record only, or their respective proxies shall be entitled to vote at any meeting of the stockholders of this corporation.

3. That the term of office of the directors and officers of this corporation shall be one year and until their successors are elected and qualified.

ARTICLE III.

The Officers and Directors.

1. That there shall be elected by the Board of Directors, president, vice-president and secretary.

2. That the president shall be the presiding officer of the corporation, and that the vice-president shall act as president in the absence of the president.

3. That the secretary of the corporation shall make a record of the acts and proceedings of the board of directors, and shall perform such other matters and things as may properly pertain to his office, or as he may be directed by the board of directors.

4. That the board of directors shall consist of seven members, two of whom shall be the president and vice-president, and shall meet at the office of the corporation, and a majority of them shall constitute a quorum for the transaction of business. They shall, supervise, manage and control the general

1 business of the corporation, and may call special meetings
2 of the stockholders at such times as they may deem necessary.
3 They may fill vacancies in any of the offices of the corporation,
4 caused by death, resignation, or otherwise.

5 5. That no one shall be elected to the office of director
6 or shall hold such office who is not the owner of at least one
7 share of the capital stock of the corporation as shown by its
8 books.

9 6. That any officer of the corporation may resign by
10 filing a written resignation with either the president or secre-
11 tary of the company; but such resignation shall not take effect
12 until it is accepted by the board of directors.

13 7. That the board of directors may for cause remove
14 from office any officer of the corporation, but before making
15 such removal written notice of at least twenty (20) days shall
16 be given to such officer of the charges against him, and of
17 the time and place where they will be heard by leaving such
18 notice at his usual place of abode, or, if such officer be a
19 non-resident of Salt Lake City, by placing the same in the
20 Post Office, postage prepaid, and addressed to him at his resi-
21 dence if known, or at his last known place of residence.

22 8. That prior to the first annual election the following
23 named stockholders shall be the directors of the corporation:
24 J. E. Dooly, Lewis S. Hills, W. S. McCornick, James Sharp, M.H.
25 Walker, Thomas G. Webber, and Arthur L. Thomas, and that J. E.
26 Dooly shall be president, and Arthur L. Thomas, secretary for
27 the same period.

28 IN TESTIMONY WHEREOF we have hereunto set our hand and
29 affixed our seals the eighth day of February, A.D.1889.

30 Matthew H. Walker.
31 W. S. McCornick.
32 John E. Dooly.
33 Robert C. Chambers.
Arthur L. Thomas.
Lewis S. Hills.
James Sharp.

Thomas C. Webber.
Elias A. Smith.
David Webb.
William C. Hall.
Joseph R. Walker.
Thomas R. Jones.
Frederick H. Auerbach
By Samuel H. Auerbach, Atty. in fact.

TERRITORY OF UTAH, :
: SS
COUNTY OF SALT LAKE. :

John E. Dooly, Arthur L. Thomas and William C. Hall,
first being duly sworn upon their oaths state that they are
of the corporators who entered into and signed the said agree-
ment incorporating the "Utah Title Insurance and Trust Co.".
hereto attached. That it is their intention and the bona fide
intent of said corporators named in said attached agreement,
to commence and carry on the business mentioned therein, and
that affiants verily believe that each party to said agreement
has paid fifteen per cent of the amount of his stock subscribed
and is able to and will pay the amount subscribed for which
has not been paid.

John E. Dooly,
Arthur L. Thomas.
Subscribed and sworn to before William C. Hall.
me this eighth day of February, 1889.

Elliot Sanford.
Judge in and for Third District Court, Utah Territory.

TERRITORY OF UTAH, :
: SS
SALT LAKE COUNTY. :

On this eighth day of February, 1889, before me, Elliot
Sanford, Judge of the Third District Court, in and for Utah
Territory, personally appeared, Arthur L. Thomas, John E. Dooly
and William C. Hall, personally known to me to be the same per-
sons whose names are subscribed to and described in, and who
executed the foregoing Articles of Association and Agreement,
incorporating the "Utah Title, Insurance and Trust Co.", who

acknowledged to me that they executed the same freely and voluntarily, and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF I have hereunto set my hand and the seal of said Court, this the day and year first above written.

Elliot Sanford,
Judge of the 3rd Judicial District Court
of the Territory of Utah.

(SEAL)

ATTEST,
Wm. J. Clarke, Clerk.

TERRITORY OF UTAH, :
 : SS
COUNTY OF SALT LAKE. :

I, William J. Clarke, Clerk of the Third Judicial District Court of Utah Territory, do hereby certify that the foregoing is a full, true and correct copy of the original articles of incorporation of the "Utah Title Insurance and Trust Company" filed in my office.

WITNESS my hand and the Seal of said Court, at
Salt Lake City, this 16th day of April,
A.D.1889.

William J. Clarke, Clerk.

By _____ Deputy Clerk.

(SEAL)

1 UTAH TITLE INSURANCE AND TRUST COMPANY, CAPITAL PAID UP \$150000
2 SURPLUS \$10,000. SALT LAKE CITY.

3 At a special stockholders meeting of the Utah Title
4 Insurance & Trust Company, held at the office of said company,
5 for the purpose of changing the corporate name of said company,
6 pursuant to the following legal notice to-wit:

7 NOTICE OF SPECIAL STOCKHOLDERS' MEETING.

8 Notice is hereby given that there will be a special meeting
9 of the stockholders of the Utah Title Insurance and Trust
10 Company, at the office of the said Company, 160 Main Street,
11 Salt Lake City, Utah, upon the 1st day of May, 1889, for the
12 purpose of considering the change of name of said corporation
13 from "Utah Title Insurance and Trust Company" to "Utah Savings
14 and Trust Company".

15 E. W. GENTER, Secretary.

16 Which said notice was published in the Salt Lake Daily
17 Tribune for a period of 21 days prior thereto, said notice
18 stating the object of said meeting, said meeting was called
19 to order on said May 1st, 1889, the day appointed for said meeting,
20 and was then adjourned from day to day by said stockholders,
21 until 4 o'clock P.M. on May 4, 1889, at the principal office
22 of said company, Salt Lake City, Utah, at which time 105 shares
23 of the capital stock of said company, being represented the
24 stockholders then proceeded to business, whereupon J. E. Dooly
25 offered the following resolution:

26 Resolved that Section 1, of Article 1, of the Articles
27 of Incorporation of the Utah Title Insurance & Trust Company,
28 a corporation of Utah, be, and the same is hereby amended as
29 follows:- by striking out the words, "Utah Title Insurance &
30 Trust Company" and inserting in lieu thereof the words, "Utah
31 Savings & Trust Company", which shall be the corporate name
32 of this Company.
33

1 On motion of W.S. McCornick, seconded by H. J. Wallace,
2 said resolution was adopted by the following vote, to-wit: 105
3 votes in favor of said resolution.

4 W. S. McCornick, President.

5 E. W. Genter, Secretary.

6
7 ENDORSED: Amendment to Utah Title Insurance and Trust
8 Company. #593. Filed in the Clerk's Office,
9 Salt Lake County, Utah, May 4, 1899.
10 David C. Dunbar, County Clerk, By E. G. Redall,
11 Deputy.

12
13 STATE OF UTAH, :
14 COUNTY OF SALT LAKE. : SS

15 I, David C. Dunbar, County Clerk in and for the County
16 of Salt Lake, in the State of Utah, do hereby certify that
17 the foregoing is a full, true and correct copy of the original
18 amendment to articles of incorporation of the Utah Title
19 Insurance and Trust Company, as appears of record in my office.

20 IN WITNESS WHEREOF, I have hereunto set my hand
21 and affixed my official seal, this 25th day
22 of May, A.D.1899.

23 (SEAL)

24 David C. Dunbar, County Clerk,
25 By E.G.Redall, Deputy Clerk.

1 AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE UTAH SAVINGS
2 AND TRUST COMPANY.

3 We, the undersigned, the President and Secretary of the
4 Utah Savings and Trust Company, do hereby certify that at a
5 special meeting of the stockholders of said Company, held at
6 the principal office of said Company in Salt Lake City, Utah,
7 on the 20th day of February, 1905, which said meeting was call-
8 ed for the purpose of amending the articles of incorporation
9 of said Company, that said stockholders met in pursuance
10 of a notice, stating the time and place of such meeting and
11 the nature of such amendment, and each and every share of the
12 outstanding capital stock of said Company being represented
13 at said meeting and each and every of said stockholders having
14 in writing waived the publication of notice of said meeting,
15 whereupon said meeting was called to order by the Vice-President,
16 and it was resolved, each and every share of the outstanding
17 capital stock of said Company voting therefor, that Section
18 two of Article one of the Articles of Incorporation of this
19 Company, be amended so as to read as follows:

20 "2- That the general nature of the business of the said
21 corporation shall be the making of abstracts of title to real
22 estate and personal property, certifying and selling the same;
23 the guaranteeing of owners of real estate mortgages, and owners
24 interested in real estate, as owners, incumbrancers, or other-
25 wise, against loss by reason of liens, incumbrances or defective
26 titles; the loaning and investing of money upon securities upon
27 its own account, and as agent or trustee for other persons;
28 the accepting and executing of trusts pursuant to orders,
29 judgments and decrees of Courts of record; and by virtue of
30 devises and bequests; the acceptance and execution of any and
31 all trusts, acting as agent, attorney in fact, executor, admin-
32 istrator, trustee, assignee, receiver or guardian; the acquiring
holding, issuing and disposing of personal property; the acquir-

1 ing, leasing, purchasing, owning, holding, using and improving,
2 mortgaging, leasing, selling and conveying such real estate
3 as may be necessary for the convenient transaction of its
4 business, or for the collection of its debts, or for the use
5 and occupation of its officers, agents and employees. Said
6 corporation shall also have the power to engage in a general
7 banking business and all incidental powers as shall be necessary
8 to carry on the same; to act as assignee, agent, receiver,
9 guardian of the estates of minors and incompetent persons,
10 executor and administrator, and to execute trusts of every des-
11 cription not inconsistent with law, to become sole security
12 in any case where by law one or more sureties may be required
13 for the faithful performance of any trust, office, duty, action
14 or engagement, to act as security for the faithful performance
15 of any contract, to become sole security for the faithful perfor-
16 mance of duties of any public officer or of any officer or
17 employee of any corporation, firm or individual, and to become
18 sole surety upon any writ of error or appeal, or upon any bond,
19 undertaking or obligation, in any suit, action or proceeding,
20 instituted in any court of the State of Utah, or in any court
21 of the United States, and generally all such powers as are
22 granted in Chapter 6, Title II of the Revised Statutes of Utah,
23 1898.

24 W. S. McCorrick,
25 President.

26 (SEAL) S. H. Lynch,
27 Secretary.

27 STATE OF UTAH, :
28 COUNTY OF SALT LAKE. : SS

29 I, J.U. Eldredge, Jr., County Clerk in and for the County
30 of Salt Lake, in the State of Utah, do hereby certify that the
31 foregoing is a full, true and correct copy of the original
32 Amendment to the Articles of Incorporation of the "Utah Savings
33 and Trust Company", as appears of record in my office.

32 IN WITNESS WHEREOF I have hereunto set my hand and
33 affixed my official seal, this 21st day of Febru-
ary, A.D.1905.

(SEAL) J.U.Eldredge, Jr. County Clerk.
By Helena A. McIntosh, Deputy Clerk.

1 STATE OF UTAH, :
2 COUNTY OF SALT LAKE. : SS

3 W. S. McCornick and John E. Dooly and Arthur L. Thomas
4 being each duly sworn on oath depose and say, that they are
5 stockholders of the Utah Savings and Trust Company, a corpora-
6 tion, doing a banking business at Salt Lake City, Utah, and
7 incorporators thereof. That the capital stock of said cor-
8 poration is one hundred and fifty thousand dollars (\$150,000.00),
9 and that the same has been fully paid in cash.

10 W. S. McCornick.
11 Subscribed and sworn to before John E. Dooly.
12 Arthur L. Thomas.
13 Me this 16th day of February, 1905.

14 (SEAL) J. W. Ensign,
Notary Public.
My Commission expires Sept. 23rd 1906.

15
16 STATE OF UTAH, :
17 OFFICE OF THE SECRETARY OF STATE. : SS

18 I, CHARLES S. TINGEY, Secretary of State of the State
19 of Utah, do hereby certify that the foregoing is a full, true
20 and correct copy of the certified copy of Articles of Incorpora-
21 tion of the "Utah Title Insurance and Trust Company", filed in
22 this office April 16th, 1889, with Amendment changing name to
23 "Utah Savings & Trust Company", filed in this office May 25th,
24 1899, and Stockholders' Certificate in relation to paid up Cap-
25 ital Stock, filed in this office Feby. 21st, 1905, and Amendment
26 to the Articles of Incorporation of the Utah Savings and Trust
27 Company, filed in this office Feby. 21st, 1905, as appears on
28 file in my office.

29 IN WITNESS WHEREOF, I have hereunto set my hand and
30 affixed the Great Seal of the State of Utah,
this 15th day of May, A.D. 1905.

31 (SEAL) C. S. Tingey,
Secretary of State.

1 STATE OF IDAHO, :
2 COUNTY OF ADA. : SS

3 I, the undersigned, County Recorder, do hereby certify
4 that the foregoing is a full, true and correct copy of the
5 Articles of Incorporation of the "Utah Title Insurance
6 and Trust Company" and amendments thereto, especially amending
7 the name of said company to the "Utah Savings and Trust Company"
8 filed in my office on the 22nd day of May, 1905.

9 IN WITNESS WHEREOF I have hereunto set my hand
10 and seal this 22nd day of May, 1905.

11 W. R. Leuddy
12 County Recorder.

13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33