

ARTICLES OF INCORPORATION
OF
BOISE RAILWAY COMPANY.

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Know all Men by these Presents:

That we, the undersigned, at least one of whom is a bona fide resident of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a private corporation under the Constitution and laws of the State of Idaho; and we hereby certify as follows:

1. NAME.

The name of the corporation is "Boise Railway Company."

2. PURPOSES.

The purposes for which it is formed are:

To acquire by purchase, grant, gift, lease or otherwise, street-railway rights, privileges, and franchises, from City, Village, Town, or municipal corporations or from any corporation or person owning or enjoying any such street-railway rights, privileges and franchises and to use and enjoy, sell, lease, and dispose of, or transfer and convey the same.

To acquire by purchase or otherwise all of the property, rights, privileges, and franchises, of every kind and nature whatsoever, of the Boise Railroad Company, Limited, a corporation organized and existing under the laws of the State of Idaho, and thereafter to own all of said property, rights, privileges and franchises, and to use and enjoy the same according to the nature thereof, respectively; together with its rights

of way, road-bed, tracks, sidetracks, switches, turnouts, way stations, freight houses and all necessary, useful and convenient buildings and structures; the entire length of said rail road being about seven and one tenth miles (7.1), the same to be operated by electricity or other motive power.

To purchase or otherwise acquire, construct, equip and operate a street, local, electric, or other motive power, street and interurban railway, for the transportation of passengers, mail, express, merchandise, or freight of any kind.

To build, acquire, equip, own and operate a railroad of standard gauge within the State of Idaho, to be operated by steam, gasoline, electricity, or any other motive power for the carrying of passengers, mail, express, merchandise, or freight of any kind; together with its right-of-way, road-bed, tracks, sidetracks, switches, turnouts, way stations, freight houses and all necessary, useful and convenient buildings and structures.

To build, acquire by lease, purchase, consolidation, ownership or control stock or otherwise, equip, own and operate branches and extensions of said railroad and out-lying and other railroad lines within or without the State of Idaho, as the directors of the corporation may from time to time deem expedient and in the manner provided by law.

To build, construct, manufacture and to acquire by purchase, lease or otherwise, the necessary engines, locomotives, cars, coaches, rolling stock, and all kinds of appliances and equipment, useful, necessary, sufficient or convenient for the operation and profitable construction, maintenance and operation of said rail road system.

To acquire, own and hold all such real estate as may be necessary for the construction of the terminals and in the cities, towns, and villages above mentioned, or in which said railroad system may be extended, for terminal station, depots, stations, waiting rooms, freight houses, collection and telephone office, ticket offices, house of common and any and all buildings, structures, and edifices of any and every kind, form and description that may be necessary, convenient or proper and that may be conducive and helpful to the proper and profitable management of such railroad; for yards for the proper storage of locomotives, cars, coaches and railway carriages, and for yards for the manufacture, repairing or otherwise improving such cars and railway carriages, with all machinery, materials, appliances, tools and implements necessary to such manufacture, repair or improvement.

To build, acquire, equip, own and operate in connection with and on and along the route of any said railroad and its branches and extensions, a general telegraph and telegraph system and lines, for the transmission of electrical energy, with poles, wires, cables, and with all necessary instruments, appliances and incidents for the suitable, proper and profitable operation of telegraph, telegraph and electric lines, to be connected in connection with such railroad and railroad system and for the accommodations and service generally in the transmission of telegraph and electric energy, for the transmission of electric power.

To acquire, construct, own and hold all such rights, power and interest in and to electric transmission lines, and to construct poles, towers, substations and transmission

lines. To acquire, by purchase or otherwise, manufacture, generate, sell, accumulate, store, transmit, furnish, distribute and otherwise utilize electric current for light, heat, power and other lawful purposes.

To build, acquire, equip, operate, lease, own and control ferries, boats, vessels, barges and such other water craft as may be required for the effective carrying out of the transportation business of the corporation.

To acquire, own and operate hotels, restaurants, parks, natatoriums, resorts and places of amusement along or adjacent to its railroad lines.

To conduct its business in other states and territories as well as within the State of Idaho; to have offices outside the State of Idaho at such place or places for the transaction of any business of the corporation as the Directors by resolution or as the by-laws may provide or designate; to hold, purchase, mortgage and convey real and personal property out of the state.

To sue and be sued; to make and use a seal; to purchase and hold such real and personal estate as its business may require; to exercise the right of eminent domain; to sell, lease, assign, transfer, mortgage or convey any rights, privileges, franchises, real or personal property of the corporation; to purchase, own, vote, sell or hypothecate the stock and bonds of other corporations; to appoint agents; to make by-laws; to issue stock; to borrow money; to issue bonds and other securities; to enter into contracts and obligations, and to exercise all the general powers conferred by the corporation laws of the State of Idaho, whether enumerated

herein or not.

To have and possess all the powers, rights, privileges and franchises now or which shall hereafter be conferred upon rail- and corporations by the laws of this State or other, in so far as it is organized, as well as to exercise the same in those articles of incorporation. The corporation shall be subject to all the laws enacted from time to time, and particularly by the terms of Section 8718 of the Revised Code of the State of Ohio.

To have and possess all the powers and privileges and to do all things necessary or incidental to the exercise of any of the powers or the attainment of any of the objects above en- umbered, and the execution of the same in and out of the State of Ohio, and to do all things necessary or incidental in any manner the general powers conferred upon corporations by law.

4. Principal Office.

The principal business of the corporation is to be transacted in Ohio, the County of Hamilton, State of Ohio.

5. Term.

The term for which the corporation is to exist is fifty years from and after the date of its incorporation.

6. Directors.

Number. The number of directors of the corporation shall be five (5).

Qualifications. At least a majority of the board of directors shall be residents of the State of Ohio, and no change of residence or of place of business of the directors shall be necessary.

Quorum. The number of directors which shall constitute a quorum for the transaction of business shall be three (3), and every decision by a majority of such quorum of the board shall be valid as a corporate act.

Executive Committee. The Board of Directors of the corporation may appoint an executive committee, consisting of three or five members, and such committee shall have all the power, right and privileges of the board of directors, until any meeting of such time and place as the board of directors may by resolution, or by the by-laws, prescribe, and the acts of such committee shall be in all matters valid as if done by the corporation.

Officers. All the members of the board of directors and of the executive committee, may be held and be principal officers of the corporation in this state, and may exercise the same powers within or without this state, for the transaction of any business of the corporation as the directors may, by resolution or the by-laws provide.

Directors for first Year. The names and residences of the directors appointed to serve until the first annual meeting of the stockholders of the corporation are as follows:

<u>Names.</u>	<u>Addresses.</u>
David Miller	Boise, Idaho
W. E. Pierce	Boise, Idaho
Thomas R. Hamer	Boise, Idaho
Donald M. Miller	Boise, Idaho
B. W. Oppenheim	Boise, Idaho

Officers. The names of the officers of this corporation, appointed to serve until their successors are appointed and qualified are as follows:

President	<u>David Miller</u>
Vice President	<u>W. E. Pierce</u>
Secretary	<u>Thomas R. Hamer</u>
Treasurer	<u>Thomas R. Hamer</u>

6. Authorized Capital.

Amount and shares. The amount of the capital stock of the corporation is two hundred thousand and no/100 (\$200,000.00) dollars, which is divided into two thousand (2,000) shares, each of the par value of one hundred (\$100) dollars.

Stockholders' liability. The stockholders of this corporation shall not be individually liable for the debts or liabilities of the corporation.

7. Subscribed Capital.

The amount of the capital stock actually subscribed is two thousand (2,000) shares, which is subscribed for by the following persons, each subscribing for the number of shares of capital stock, and to-wit:

Names.

Number of Copies Subscribed.

David Miller

1,996

M. S. Pierce

1

Thomas R. Hamer

1

Donald M. Miller

1

B. H. Oppenheim

1

The principal of the excess of the capital so subscribed is two hundred thousand and no/100 dollars (\$200,000.00), which amount is in excess of the amount required by law, to wit: one thousand dollar of capital of Incorporated Railroads and one hundred dollar of capital of Incorporated Telephone Lines.

8. Amendment.

These Articles of Incorporation may be amended in any respect conformable to the laws of the State of Ohio, by a vote representing a majority of the outstanding capital stock, as provided for in this, called for by the board, as provided by law: provided, that no amendment which would increase the authorized capital stock be authorized to an amount less than fifty per cent in excess of the authorized capital of the corporation: and, provided, further, that the personal or individual liability of any officer or duly authorized agent for damages, or for obligations of the corporation, shall not be increased without the consent of all the stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 6th day of July, 1917.

David Miller (S. R.)

W. E. Quire (S. R.)

Thomas R. Hamer (S. R.)

Donald W. Miller (S. R.)

B. W. Oppenheim (S. R.)

and _____.

County of _____ Idaho _____)
City of _____ Ada _____)

On this _____ 6th _____ day of _____ July _____ A. D., 1917,
before me, a County Judge for said County and State of Idaho,
personally appeared _____ David Miller

_____ E. Pierce

_____ Thomas R. Hamer

_____ Donald M. Miller

_____ E. W. Oppenheim

and do hereby certify that the foregoing are subscribed to the
 foregoing instrument, and are bound to the same by executed
 their oaths.

Witness my hand and seal of office this _____ day of _____ A. D., 1917.
and my official seal of office is hereunto affixed.

_____ *Richard E. Hoppin* _____
County Judge
for Idaho, Residence Boise, Ida

AFFIDAVIT OF SUBSCRIPTION.

COUNTY OF IDAHO, }
COUNTY OF ADA, } ss.

David Miller, being first duly sworn, deposes and says that he is the President named in the foregoing Articles of Incorporation of the Boise Railway Company; that the statements therein contained as to the mileage of the contemplated railroads and telegraph lines to be constructed by said corporation, and as to the amount of the capital stock of said corporation actually subscribed, are true, and that the amount of capital stock of said corporation required by law has been actually subscribed.

David Miller

Subscribed and sworn to before me this 6th day of July, 1917.

Ruby E. Tappin
Notary Public for the State of Idaho.
Residing at Boise, Ada County,
Idaho.

STATE OF IDAHO, }
COUNTY OF ADA } ss.

I, Stephen Utter, Ex-Officio Recorder in and for Ada County, State of Idaho, do hereby certify that the annexed is a full, true and correct copy of certain Articles of Incorporation of the Boise Railway Company, numbered 1934, as the same appears on file in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal this 7th day of July, 1917.

Stephen Utter
Ex-Officio Recorder.

By Geo. Schob
Deputy.