STATE OF UTAH

Executive Department

Secretary of State's Office

I, H. E. CROCKETT, SECRETARY OF STATE OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of a certified copy of Articles and Certificate of Incorporation and Agreement of Consolidation of Utah Idaho Central Railroad Company

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 8th DAY OF October 1921

H E Crockett
SECRETARY OF STATE

BY ____________________
DEPUTY

COPY

ARTICLES AND CERTIFICATE OF INCORPORATION

and

AGREEMENT OF CONSOLIDATION

of

UTAH IDAHO CENTRAL RAILROAD COMPANY

ARTICLES AND CERTIFICATE OF INCORPORATION

and

AGREEMENT OF CONSOLIDATION

of

UTAH IDAHO CENTRAL RAILROAD COMPANY.

A consolidation of the Utah Idaho Central Railroad Company, a corporation organized under the laws of the State of Utah, and the Cache Valley Railroad Company, a corporation organized under the laws of the State of Utah.

UNITED STATES OF AMERICA)
STATE OF UTAH } ss
County of Weber)

This certificate and agreement, made on the 27th day of December, A. D. 1918, by and between M. S. Browning, president of the Utah Idaho Central Railroad Company, as such president, and M. S. Browning, D. C. Eccles, Joseph Scowcroft, W. H. Wattis, L. R. Eccles, G. L. Becker, R. B. Porter, A. T. Wright, A. P. Bigelow, M. S. Eccles, D. C. Budge, H. E. Hatch, Joseph Quinney, Jr. and Robert Anderson, who compose the Board of Directors of said Company, as such Directors, and as such Board of Directors, and the said Utah Idaho Central Railroad Company, by its president and directors aforesaid, parties of the first part hereto, and who are hereinafter called "party of the first part" and H. A. Browning, President of the Cache Valley Railroad Company, as such president, and H. A. Browning, J. M. Eccles, C. A. Boyd, J. H. DeVine and Fred C. Taylor, who compose the Board of Directors of said last named Company, as such Directors and as such Board of Directors,

BOYD, DEVINE, ECCLES & WOOLLEY
ATTORNEYS
OGDEN, UTAH

and the said Cache Valley Railroad Company, by its president and directors aforesaid, parties of the second part hereto, and who are hereinafter called "Party of the second part" (the said M. S. Browning, Joseph Scowcroft, D. C. Eccles, M. A. Browning, G. L. Becker, A. T. Wright, R. B. Porter, M. S. Eccles, J. H. DeVine and C. A. Boyd, being also hereinafter designated as incorporators)

W i t n e s s e t h :

1.

That the said Utah Idaho Central Railroad Company, hereinafter called "the Railroad Company", is a railroad corporation, organized under and in pursuance of the laws of the State of Utah, and is authorized to acquire right of way for, to build, construct, own and operate, all the lines and routes of street railway and interurban railroads hereinafter specified which are within the State of Utah, and has full power and authority to unite or agree with any other railroad company or companies existing under the laws of the State of Utah, or any adjacent state or territory, for the consolidation of their respective organizations and properties and the formation of a new consolidated corporation, which will become the owner and succeed to all the property and other corporate rights and interests of the corporation so consolidated; the said Utah Idaho Central Railroad Company has an authorized capital stock of five million ($5,000,000) dollars, divided into fifty thousand (50,000) shares of the denomination of one hundred ($100.00) dollars per share of common stock, of which is issued and outstanding five million ($5,000,000) dollars face value and said corporation has acquired, fully constructed and has in operation in the cities of Ogden, Brigham and Logan, Utah, and in the counties of Weber, Box Elder and Cache, in the

State of Utah, and Franklin, in the State of Idaho, ____________ miles of electric street and interurban railways, together with electric substations, electric transmission and trolley lines, telephone lines, rolling stock, appurtenances and fixtures, and the moneys actually paid on account of the outstanding shares of the capital stock of said corporation and expended in the construction of said lines exceeds the sum of one hundred thousand ($100,000) dollars per mile for and in respect to each mile of the authorized lines of railway of said corporation.

3.

That the Cache Valley Railroad Company, hereinafter called "the Valley Company", is a railroad corporation organized and existing under the laws of the State of Utah, and is authorized to acquire the right of way for and to own and operate all and any of the lines of railroad hereinafter specified situated in the counties of Cache and Weber, State of Utah, and the right to construct other lines of railway, as described in its articles of incorporation, and has full power and authority to unite and agree with any other company or companies existing under the laws of any state or territory of the United States, or under the laws of the United States for the consolidation of their respective organizations and properties and the formation of a new consolidated corporation that will become the owner and succeed to all the properties and the corporate and other rights and interests of the corporation so consolidated; that the authorized capital stock of said corporation is one million ($1,000,000) dollars, divided into ten thousand (10,000) shares of the denomination of one hundred ($100.00) dollars per share, consisting entirely of common stock, of which six hundred thousand ($600,000) dollars face value has been issued and is now outstanding; and said corporation has acquired, fully constructed and has in operation eleven miles of electric railway in the counties of Cache and Weber, in the State of Utah, with electric transmission lines and trolley lines, appurtenances and fixtures, and the moneys actually paid in on account of outstanding shares of the capital stock of said corporation and expended in the construction of said lines exceed the sum of one hundred thousand ($100,000) dollars per mile for and in respect to each mile of all the authorized lines of railway of said corporation.

3.

That the lines and proposed lines of railway of the respective parties are not parallel or competing; but are connecting, and it is considered desirable by both parties hereto that the properties and concerns of both said corporations should be united into one organization, and the two corporations, parties hereto, should be consolidated into a new consolidated corporation.

NOW, THEREFORE, the said party of the first part and the said party of the second part, under and in accordance with the laws of the State of Utah, hereby consolidate said railroad corporations (hereinafter called "constituent corporations") and consolidate and unite all the railways, franchises, properties, assets, effects and other interests, rights and choses in action, the capital stock, debts and concerns, legal and equitable, of both of said constituent corporations, into a new consolidated corporation and hereby form and organize said consolidated corporation on the terms and conditions following and do hereby certify and adopt the following as and for their Articles of Incorporation, to wit:

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ATTORNEYS
OGDEN, UTAH

ARTICLES OF INCORPORATION

of the

UTAH IDAHO CENTRAL RAILROAD COMPANY

ARTICLE I.

The name of the corporation hereby formed is "UTAH IDAHO CENTRAL RAILROAD COMPANY."

ARTICLE II.

Said corporation is distinct from each of its constituent corporations, parties hereto, and is created by the consolidation of said constituent corporations, thereby forming a new consolidated corporation, hereinafter called "The Company."

ARTICLE III.

The Company is organized at the City of Ogden, in the State of Utah.

ARTICLE IV.

The Company is created for the objects and purposes hereinafter specified, as follows, to wit:

By its creation as a consolidated corporation, as aforesaid, to acquire and hereafter to maintain, manage, and extend the railways (whether street or interurban, or railways in general), property and franchises heretofore owned or held by its constituent corporations, or either of them, to wit: the Utah Idaho Central Railroad Company, a corporation organized and existing under the laws of the State of Utah, by certificate issued from the office of the Secretary of State of the State of Utah, on the 17th day of October, A. D. 1914, and the Cache Valley Railroad Company, a corporation organized and existing under the laws of the State of Utah, by certificate issued from the office of the Secretary of State of the State of Utah on the 28th day of November, A. D. 1918; also to build, construct, acquire by purchase, lease, or otherwise, complete, equip, manage and maintain other lines of railway,

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as hereinafter set forth; and to construct, purchase, take, lease, or otherwise acquire any street or interurban railways within or without the corporate limits of any incorporated cities and towns which may seem capable of being worked either in connection with any of the Company's lines of railway, or separately for the time being, or forever, or calculated, directly or indirectly, to benefit the Company; and to acquire rights over or in connection with any such railway, and to build lines of railway connecting lines of railway heretofore owned, operated and controlled by said constituent corporations; to operate all or any of its lines of railway by electricity, compressed air, steam, or other motive power; and to construct and acquire, in any manner, and operate, water-power or steam-power plants for development of electricity, with transmission lines and all facilities required in connection therewith or incident thereto; also, to purchase, construct and operate a line or lines of telegraph or telephone, or both, in connection with all or any of said lines of railway already constructed and hereafter to be built, and to establish, maintain and conduct an express business in and along and upon said lines of railway and any other lines of railway or other lines of conveyance connecting therewith; to purchase, acquire, own, hold, enjoy the benefits of and dispose of stock, bonds, and any and all forms of obligations of other railway companies, including street railway companies, construction companies, water-power companies or ditch companies, and electrical generating or transmission companies in the State of Utah, or the State of Idaho, or elsewhere, and to purchase, acquire, own, hold, manage, and operate in any manner other railways, whether street, interurban or steam roads within or without the State of Utah and the State of Idaho, whenever and as thereunto duly authorized by law; to purchase, take, receive and hold, or sell in furtherance of the objects and purposes for which the Company is formed, any governmental, state or municipal bonds or other obligations, and the stocks, bonds and securities of other companies, associations or corporations; to acquire in any manner, lease, hold, sell and convey real property, agricultural, timber, mineral and other lands, coal and other mines, deposits and quarries, water rights, ditches and power plants, and also any other property along, upon, adjacent to or in the vicinity of the road or proposed road, or any of the lines of railway, whether street, interurban or general railway lines owned or to be operated by the Company; and, if deemed useful for the promotion of these interests, to lease, utilize in any manner, operate, manage and control, or to let to others, any such lands, mines, deposits, quarries, water rights, power plants and other property; to exercise the right of eminent domain; to purchase, sell, lease, hold and operate land for town sites, and construct any and all kinds of improvements thereon, or to be used in connection therewith, and to acquire in any manner, hold, lease, sell or dispose of, and operate, easements, franchises, roads, rights-of-way, mills and elevators, depots, terminals and discharging places for freight and passenger traffic; to buy, own, construct, build, erect, maintain, lease, sell or otherwise dispose of plants for the manufacture and repair of engines, motors, dynamos, cars, trucks, rolling stock and all kinds of machinery and mechanical devices of every kind and nature for the furtherance of the purposes herein stated. The Company shall also have the power to borrow money and execute and issue its notes, bonds and other securities therefor, and to mortgage and pledge its franchises and property, including securities, and to make and execute, as provided or permitted by law, any mortgage or deed of trust of all or any part of its property, franchises and other rights and interests as security for any such notes, bonds, and other obligations and, whenever the same shall not be prohibited by law, to endorse or guarantee the payment of the principal of or interest upon any of the bonds or other obligations of other parties, associations, companies or corporations, or both such principal and interest, and to guarantee the payment of dividends upon shares of stock in any other association, company, or corporation, whether any of the securities so guaranteed shall be owned by the Company or not; and the Company shall have the right to own, acquire or dispose of, in any manner, mortgage, hypothecate, pledge and deal in and with property of all kinds, as well as capital stock and shares of this corporation, and that of other corporations, and to vote any shares owned by it the same as a natural person might do, and to enter into such agreements, contracts and stipulations and make such arrangements as may be or may seem necessary to carry out the same and to attain the objects herein expressed or intended, and shall have and exercise such incidental powers in addition to those mentioned in this agreement or necessary for the accomplishment of any or all of the objects or purposes herein stated as shall be requisite, convenient or proper to effectuate or promote the objects and purposes aforesaid, including all powers and privileges conferred upon railway companies by law, statutory or otherwise.

ARTICLE V.

The total authorized capital stock of the corporation is Six Million ($6,000,000) Dollars, divided into Six Hundred Thousand (600,000) shares of the par value of Ten ($10.00) Dollars each. Of such authorized capital stock, Three Hundred Thousand (300,000) shares, amounting to Three Million ($3,000,000) Dollars, shall be Preferred stock, and Three Hundred Thousand (300,000) shares, amounting to Three Million ($3,000,000) Dollars, shall be common stock.

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From time to time the preferred stock and the common stock may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law.

Holders of preferred stock of the Company shall be entitled to receive cumulative dividends at the rate of six per centum per annum, payable out of the net earnings of the Company, before any dividend shall be set apart and paid on the common stock in such year, and if in any year dividends amounting to six per centum shall not have been paid thereon, the deficiency shall be paid before any dividend shall be paid or set apart on the common stock.

Holders of Preferred stock shall also be paid in full the par amount of their preferred stock and the unpaid cumulative dividends accrued thereon, in preference to the holders of the common stock, on distribution of the assets of the Company on its dissolution or liquidation; and after the payment to the holders of the preferred stock of its par value and the unpaid accrued cumulative dividends thereon, the remaining assets and funds shall be divided and paid to the stockholders of the common stock, according to their respective shares.

Whenever, in any year, the net earnings of the Company, after payment of all its expenses, including the unpaid portion of any dividends on the preferred stock, shall be insufficient to pay the holders of the then issued and outstanding preferred stock, a dividend of six per centum, the Board of Directors may, in its discretion, declare such dividend on the said preferred stock as it may deem advisable; but the unpaid balance of the dividend on the preferred stock, at the rate of six per centum per annum, shall be paid in full, but without interest, before any dividend shall be declared or paid on the common stock.

The preferred stock of the Company, at the option of the Board of Directors, may be redeemed at any time, by paying therefor in cash the par value thereof, and any unpaid cumulative dividends thereon, at a date fixed for such redemption, provided at least five days' written notice of such redemption be given in such manner as shall be determined by the Board of Directors.

Provided, always, that the corporation shall not, by reason of the redemption of said preferred stock, be rendered insolvent thereby, nor the rights of the creditors of the corporation be prejudiced or impaired.

After dividends of six per centum per annum shall have been paid on the common stock in any year, as above provided, then out of any remaining surplus or net profits the Board of Directors may, in its discretion, declare and pay to the holders of the preferred stock an additional dividend equal to but not more than two per centum per annum, which additional two per centum, however, shall not be cumulative.

The Board of Directors may, in its discretion, in any year, set apart not to exceed ten per centum from the residue of the net earnings of the Company, after payment of interest on the bonds, if any, issued by the Company, and all accrued or declared dividends on its preferred stock, at the rate of six per centum per annum, and all other accruing liabilities (until all the preferred stock shall have been redeemed) as a Special Surplus Account, which, when so created and set apart, shall be used for the acquisition of the preferred stock of the Company, in the open market, up to an amount which, at the purchase price thereof, shall equal the amount then standing to the credit of said Special Surplus Account. Said preferred stock shall be acquired:

(a) At the lowest price at which the same may, with reasonable diligence, be obtainable by the corporation, but, in no event, exceeding the par value thereof; and

(b) In any such manner as the Board of Directors may from time to time determine. The preferred stock thus acquired shall never be reissued by the corporation, and steps shall, from time to time, be taken, as prescribed by law, to reduce pro tanto, the number of shares of preferred stock which the corporation may issue and the amount of its authorized capital.

After provision has been made for the payment of the interest on bonds, if any, issued by the Company, for the payment of all accrued or declared dividends on the Company's preferred stock, for the sinking or retirement fund for the bonds, if any, issued by the Company, and for the retirement fund (if any has been created) for the purchase of the Company's preferred stock, as herein provided, and for all accruing liabilities, the Board of Directors may declare and direct the payment, out of the balance of the net earnings of the Company, of such dividend or dividends on the common stock then issued and outstanding, in such amounts and proportions, and at such times, as it may deem advisable.

Holders of preferred stock of the Company shall have the right, after the expiration of thirty days' written notice to that effect to the Company, at its office in the City of Ogden, County of Weber and State of Utah, to convert their preferred stock into common stock of the Company, at the rate of one share of common stock for each share of preferred stock. Provided, however, that such preferred stock shall not have been previously called for redemption, as hereinbefore provided.

For the purpose and to the extent of such conversion of the preferred stock into common stock, the Board of Directors are hereby expressly authorized and empowered, from time to time, to increase the common stock of the Company, and the power to so increase is hereby expressly given and vested in the Directors, and any and all further provisions or formalities required by law for creating such increase as by statute prescribed being hereby expressly waived.

So long as the said dividends on said preferred stock shall be paid when the same are due and payable, the holders of the preferred stock shall have no voting power on any question, except as below provided, but should any dividend on any preferred stock be not paid when payable, as herein provided, and remain so unpaid for a period of three months, then and so long as such dividend, or any part thereof, remains unpaid, the holders of the preferred stock in respect of which such dividends, or any part thereof, remain unpaid, shall be entitled to the same voting powers thereon as belong to the common stock, but upon such dividend, or any unpaid part thereof, being paid, the voting power upon said preferred stock shall again cease, and so on from time to time, as said dividend or any part thereof shall remain unpaid after said three months, or may be paid as aforesaid.

Provided, always, that upon any question relating to the increase or decrease of preferred stock capital of the Company, the holders of preferred stock shall at all times be entitled to the same voting powers as belong to the common stock.

ARTICLE VI.

The manner of converting the capital stock of the constituent corporations, parties hereto respectively, shall be as follows:

1. The issued and outstanding stock of the Railroad Company, to wit, fifty thousand (50,000) shares, shall be converted and exchanged into common capital stock of the Company, by issuing to any holder or holders of the capital stock of the Railroad Company one share of the common capital stock of the Company for each one share of the capital stock of the Railroad Company.

2. The issued and outstanding stock of the Valley Company, to wit, six thousand (6,000) shares, shall be converted and exchanged into the preferred capital stock of the Company by issuing to any holder or holders of the capital stock of the

Valley Company 3 1/3 shares of the preferred capital stock of the Company for each one share of the capital stock of the Valley Company.

3. There shall be issued to Royal Eccles, Trustee, for the benefit of the subscribers to a proposed increase of the capital stock of the Railroad Company, one share of the common stock of the Company for each one share so subscribed by the subscribers thereto, or 4032 shares of the common stock of the Company.

4. Immediately upon the adoption and ratification of this agreement by both of the constituent corporations, parties hereto, at meetings of their stockholders, or upon the taking effect of this agreement, as provided in Article XIX hereof, stock then by any one held in either of said constituent corporations shall be deemed stock of the Company, on the basis hereinabove and in paragraphs 1, 2 and 3 of this Article set forth.

ARTICLE VII.

All shares of the capital stock of the Company, both common and preferred, not required to be issued for the purpose of converting shares of stock of its said constituent corporations into stock of the Company, shall remain subject to be issued from time to time for such purpose and upon such terms and for such consideration as may be determined by the Board of Directors of the Company. The consideration so fixed may be either greater or less than the par value of the shares so sold and disposed of, providing the action of the Board of Directors is not inconsistent with the laws of the State of Utah.

Each and every holder of the preferred capital stock of the Company, by the acceptance of his certificate therefor, irrevocably waives and releases any and all rights to subscribe to any increase in the common stock or any part thereof, and consents to the issue and disposition of such increase to such persons and upon such terms and conditions as the Board of Directors may from time to time determine.

ARTICLE VIII.

The time of the commencement of the Company shall be the date of the filing of this agreement in the office of the Secretary of State of the State of Utah, and the date of the certificate of the Secretary of State of the State of Utah, showing the incorporation of the Company, and if said dates are not on the same day then at the later of said dates, and the period of its continuance in existence shall be until the expiration of ninety-nine years from and after the date of the filing of this Agreement in the office of the Secretary of State of the State of Utah.

ARTICLE IX.

The government of the Company and the management of its affairs shall be vested in a Board of nine Directors, (however, the Board of Directors may be decreased to seven, in such manner as may be provided in the by-laws), each of whom, in order to be eligible to election as Director, must be the owner and holder in his own name of at least one hundred (100) shares of the capital stock, as shown by the books of the Company. There shall be other officers of the Company, hereinafter called corporate officers, to wit: A President, one or more Vice-Presidents, the number to be fixed from time to time by the by-laws of the corporation, a Treasurer, a Secretary and a General Manager. All of the corporate officers shall be members of the Board of Directors, except the Secretary, the Treasurer and the General Manager, who may but need not be members of the Board of Directors or stockholders of the Company; provided, further, that the offices of Secretary and Treasurer may be held by one and the same person, if the Secretary is a member of the Board of Directors.

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The first Directors who shall constitute the Board of Directors until after the first annual meeting of the stockholders and the election and qualification of their respective successors shall be M. S. Browning, L. R. Eccles, Joseph Scowcroft, W. H. Wattis, D. C. Eccles, R. B. Porter and C. L. Becker, all of Ogden City, Utah, and M. S. Eccles and Robert Anderson of Logan, Utah.

The said M. S. Browning shall be President, the said L. R. Eccles and the said Joseph Scowcroft shall be Vice-Presidents, Royal Eccles, of Ogden, Utah, shall be Secretary and Treasurer and W. A. Whitney, of Ogden, Utah, shall be General Manager and said officers shall hold their offices respectively until the first annual meeting of the stockholders and the election and qualification of their successors.

ARTICLE X.

The principal office of the Company shall be kept in the City of Ogden, County of Weber, State of Utah, and other offices may be established elsewhere as the Board of Directors may determine.

The principal place of business of the Company in the State of Utah shall be in the City of Ogden, County of Weber, State of Utah.

The Company may also establish and have financial, registry, transfer and exchange offices at any place or places in the United States and foreign countries.

ARTICLE XI.

The Company is created for the purpose of carrying on its business in part beyond the limits of the State of Utah, to wit, in the State of Idaho, and in other states and territories of the United States.

ARTICLE XII.

Descriptions of the routes and lines of railway (street and interurban), telephone, electric transmission lines, with the

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transportation agencies incident thereto, and the express routes which the Company proposes and intends to construct, acquire, hold, own and operate, including the places from and to which, and the counties into and through which the same are to pass and are intended to pass, and the length of said lines, as nearly as may be, are:

1. The following routes over and along which street railway lines are now constructed, completed and in operation in Ogden City, Weber County, Utah, to wit:

(a) Commencing at the intersection of Thirty-sixth Street and Washington Avenue, in said Ogden City, extending thence in a northerly direction along Washington Avenue, and the extension of said Avenue, to the north limits of said Ogden City, a distance of four and eight-tenths (4.8) miles.

(b) Commencing at the intersection of Thirty-third Street and Wall Avenue, in said Ogden City, extending thence northerly along Wall Avenue to the intersection of Wall Avenue and Twenty-fourth Street, thence easterly along said Twenty-fourth Street to the intersection of said Twenty-fourth Street and Washington Avenue a distance of approximately one and five hundred and twenty-six thousandths (1.526) miles.

(c) Also, commencing at the intersection of Wall Avenue and Twenty-fifth Street, in said Ogden City, and extending thence easterly along Twenty-fifth Street in said City to the intersection of said Twenty-fifth Street and Polk Avenue, a distance of approximately one and nine-tenths (1.9) miles.

(d) Commencing at the intersection of Jefferson Avenue and Twenty-fifth Street in said Ogden City, and extending thence south along said Jefferson Avenue to the intersection of Jefferson Avenue and Twenty-seventh Street, thence east along Twenty-seventh Street to the intersection of said Twenty-seventh Street and Van Buren Avenue, a distance of approximately one (1) mile.

(e) Commencing at the intersection of Washington Avenue and Twenty-third Street, in said Ogden City, and extending thence east on Twenty-third Street to the intersection of Twenty-third Street and Harrison Avenue, thence south on Harrison Avenue to the intersection of Harrison Avenue and Twenty-fourth Street, in said Ogden City, a distance of approximately one and two hundred and forty-four thousandths (1.244) miles.

(f) Commencing at the intersection of Washington Avenue and Twenty-first Street, in said Ogden City, and extending thence east on Twenty-first Street to the intersection of Twenty-first Street and Van Buren Avenue, a distance of approximately one (1) mile.

(g) Commencing at the intersection of Washington Avenue and Seventeenth Street, in said Ogden City, and extending west on Seventeenth Street a distance of approximately four-tenths (0.4) miles.

(h) Commencing at the intersection of Washington Avenue and Twenty-eighth Street, in said Ogden City, and extending thence east on Twenty-eighth Street to the intersection of Twenty-eighth Street and Jefferson Avenue, thence south on Jefferson Avenue to the intersection of Jefferson Avenue and Thirty-third Street, a distance of approximately one (1) mile.

2. The following routes over and along which street railway lines are now constructed, completed and in operation in the City of Brigham, County of Box Elder, State of Utah, to wit:

(a) That certain line of street railway in the City of Brigham, Box Elder County, Utah, commencing at the Oregon Short Line Railroad depot on Forest Avenue and running thence easterly on Forest Avenue to the intersection of Forest Avenue and Main Street, thence southerly on Main Street to Fruitdale, in all a distance of approximately two and sixty-one hundredths (2.61) miles.

3. The following routes over and along which street railway lines are now constructed, completed and in operation in the City of Logan, County of Cache, State of Utah:

(a) Commencing at the Oregon Short Line Depot, at the intersection of Sixth West Street and Center Street, in said City of Logan, and extending thence east six (6) blocks to Main Street, thence north four (4) blocks on Main Street to the intersection of said Main Street and Fourth North Street, thence north six (6) blocks on Fourth North Street to Sixth East Street, thence north on Sixth East Street one (1) block, in all a distance of about two and one-fourth (2¼) miles.

4. The following routes over and along which interurban railway lines are now constructed, completed and in operation, to wit:

(a) That certain line of interurban railway, commencing at the intersection of Washington Avenue and the north city limits of Ogden City, Weber County, Utah, and extending thence in a northeasterly direction through North Ogden, in the County of Weber, State of Utah, to the station known as Pleasant View, in Weber County, State of Utah, a distance of approximately five and fifty-three hundredths (5.53) miles.

(b) That certain line of interurban railway, commencing at the intersection of Lincoln Avenue and Twenty-third Street, in said Ogden City, and extending thence northerly to Harrisville, in the County of Weber, State of Utah, thence northerly through Hot Springs, Willard, Brigham City, Dewey, Mendon, Wellsville, Millville, Logan, Hyde Park, Smithfield, Richmond and Lewiston, in the Counties of Box Elder and Cache, in the State of Utah, thence northerly to Preston, in the County of Franklin, State of Idaho, a distance of ninety-four and seven-tenths (94.7) miles.

(c) Also that certain line of interurban railway, commencing at Harrisville, in Weber County, Utah, and extending thence in a northwesterly direction to Plain City, in said Weber County, a distance of approximately five and nine-tenths (5.9) miles.

(d) Also that certain line of interurban railway, commencing at Plain City, in Weber County, Utah, and extending thence in a westerly direction to Warren, in said Weber County, a distance of approximately two and five-hundredths (2.05) miles.

(e) Also that certain line of electric suburban railway, wholly within the County of Weber, State of Utah, and partly within and partly without Ogden City, Utah, commencing at the intersection of Washington Avenue and Canyon Road, in said Ogden City, and extending thence in an easterly direction via Hermitage and Idlewild, in Ogden Canyon, to Huntsville, in Weber County, Utah, a distance of approximately thirteen (13) miles.

(f) Also that certain line of electric interurban railway extending from Sugarton, in the County of Cache, State of Utah, in a southwesterly direction to Alta, in the County of Cache, State of Utah, a distance of approximately thirteen and six-hundredths (13.06) miles.

ARTICLE XIII.

The Company hereby assumes all the obligations, secured or unsecured, and all liabilities of the said constituent corporations and specifically assumes and covenants to perform all the obligations and undertakings of each of said constituent corporations relative to the purchase of stock and convertible notes of either of the constituent corporations.

Upon the taking effect of the consolidation, as provided in Article XIX hereof, all and every of the lines of railway, both street and interurban, and all the assets, properties, estates, interests, rights, franchises, choses in action and effects of each of said constituent corporations shall vest in and become the absolute property of the Company and each of said constituent corporations, viz: the Utah Idaho Central Railroad Company, a corporation organized and existing under the laws of the State of Utah, and the Cache Valley Railroad Company, a corporation organized and existing under the laws of the State of Utah, hereby grants and conveys unto the Company, that is the consolidated corporation hereby formed and called Utah Idaho Central Railroad Company, all and every of the said lines of railway, and all the assets, properties, estates, interests, rights, franchises, choses in action and the effects of every kind and description, legal and equitable, vested and contingent, at the time of the taking effect of such consolidation, belonging, and all thereof thereafter to belong, or which but for such consolidation would have belonged, to such constituent corporations, or to which such constituent corporations shall then be, or may hereafter become, or but for such consolidation would have become entitled.

ARTICLE XIV.

There shall be an annual meeting of the stockholders of the Company, held in the City of Ogden, Weber County, Utah, on the first Monday in February, 1920, and on the first Monday in February each year thereafter, at such hour as the President or Board of Directors may determine, for the purpose of electing a Board of Directors for the ensuing year, but the time or place, or both, of holding annual meetings may be changed by a majority vote of the issued and outstanding capital stock at any annual meeting.

The President or Board of Directors may direct the calling of special meetings of the stockholders at such times as they may deem necessary, and at all such meetings of the stockholders, whether annual or special, a representation of a majority of the capital stock of the corporation shall be necessary for the transaction of business; and no business, except to adjourn, or to adjourn to a specified time, shall be transacted at any meeting of the stockholders, unless a majority of the issued and outstanding capital stock is represented.

The Directors of the corporation shall be elected by ballot, and the person receiving a majority of the votes cast shall be deemed and declared duly elected. At all stockholders' meetings, the owners of common stock shall be entitled to one vote for each one share of stock owned or held, (provided, however, that the owners of preferred stock shall likewise be entitled to one vote for each one share of preferred stock owned or held, only under the conditions provided in Article V hereof). Representation by proxy, duly appointed in writing, shall be allowed at all meetings of the stockholders, whether annual or special.

The failure to hold any annual or special meeting of the stockholders on the day or at the time appointed for the same shall not forfeit or interfere in any way with the corporate rights acquired under this agreement, and any such meeting may be held at any subsequent time on giving fifteen days' notice thereof, by publication in a daily newspaper, published in Ogden City, Weber County, Utah. The Secretary shall, but in case of his failure any other officer of the corporation may give fifteen days' notice of all annual or special stockholders' meetings, by publication as aforesaid. The notice must specify the purpose or purposes for which any such meeting is called. Notice of all annual or special stockholders meetings may be served by the Secretary, or other officer as the case may be, by delivering a copy to each stockholder personally, or by depositing notice thereof in the United States postoffice at any of the places of business of said corporation, with postage prepaid thereon, at least fifteen days prior to the date of such meeting, addressed to the several addresses of the stockholders, which delivery of such notice, or the posting thereof as aforesaid, shall have the same effect as the publication thereof as aforesaid.

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ARTICLE XV.

The Board of Directors, annually, at its first meeting after its election, shall from its own members elect a President and one or more Vice-Presidents of the Company; and it shall also elect a Secretary and Treasurer, and one or more assistant secretaries, and may elect a General Manager, and may authorize the appointment (and the removal) of such other officers as may be necessary for the proper conduct of the business of the Company, and create such other executive, operative and financial agencies as the business of the Company may require. The term of office of the Directors and all corporate officers shall be one year, and until their successors are elected and qualified, subject, as to such corporate officers, however, to removal as hereinafter provided.

Any corporate officer may resign by filing with the President or Secretary his written resignation, to become effective within thirty days from the filing thereof, but the same may be accepted on shorter notice. Any corporate officer may, by the Board of Directors, be removed for cause. Vacancies in the Board of Directors, or any office of the Company, may be filled by the Board.

ARTICLE XVI.

The Board of Directors shall have power to make, from time to time, by-laws for the conduct, regulation and management of the business and affairs of the corporation, and may change the same at pleasure. Five members of the Board of Directors shall constitute a quorum and be authorized to transact the business and exercise the corporate powers of the Company, provided, however, that should the Board of Directors consist of but seven members, then four members only of the Board of Directors shall be necessary to constitute a quorum and be authorized to transact the business and exercise the corporate powers of the Company.

The Board of Directors may appoint an Executive Committee which shall have, and may exercise, the powers of the Board between meetings of the Board; provided, however, that the Board of Directors shall have the power to pass by-laws, regulating and limiting the power of the Executive Committee.

ARTICLE XVII.

The private property of the stockholders shall not be liable for the obligations of the Company.

ARTICLE XVIII.

The names and places of residence of the parties forming the Company are Utah Idaho Central Railroad Company, (herein called the "Railroad Company"), a railroad corporation heretofore organized under the laws of the State of Utah, with its principal place of business in the City of Ogden, County of Weber and State of Utah (the issued and outstanding stock whereof in the amount and of the character hereinbefore recited, has been heretofore subscribed and fully paid and is to be converted into the capital stock of the Company, as hereinbefore provided) together with the following named incorporators, each of whom is a Director of the Railroad Company, to wit: M. S. Browning, D. C. Eccles, Joseph Scowcroft, W. H. Wattis, L. R. Eccles, G. L. Becker, R. B. Porter, A. T. Wright and A. P. Bigelow, all of whom reside in Ogden City, Weber County, State of Utah, and M. S. Eccles, D. C. Budge, H. E. Hatch, Joseph Quinney, Jr. and Robert Anderson, who reside in Logan, Cache County, State of Utah, each of whom is the owner of one or more shares of stock of the said last named company, heretofore subscribed and fully paid, which stock is to be converted into the stock of the Company, as hereinabove provided; and Cache Valley Railroad Company (herein called the "Valley Company"), a railroad corporation heretofore organized under the laws of the State of Utah, with its principal place of business in the City of Ogden, County of Weber, State of Utah,

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(the issued and outstanding stock thereof in the amount and of the character hereinabove recited, has been heretofore subscribed and fully paid, and is to be converted into the capital stock of the Company, as hereinabove provided) together with the following named incorporators, each of whom is a Director of the Valley Company, to wit: M. A. Browning, J. M. Eccles, C. A. Boyd, J. H. DeVine and Fred G. Taylor, each residing in Ogden City, Weber County, State of Utah, each of whom is also the owner of one or more shares of the capital stock of said last named Company heretofore subscribed and fully paid, which stock is to be converted into the capital stock of the Company, as hereinabove provided.

ARTICLE XIX.

This agreement shall take effect and become effective as of the date of the commencement of the Company, as such date shall be determined under the provisions of Article VIII hereof.

ARTICLE XX.

The title of all property, real or personal, acquired by the corporation, shall be vested in the corporation.

ARTICLE XXI.

The Company shall, and hereby does, purchase, take, receive and hold all of the property, real and personal, of both the Railroad Company and the Valley Company, consisting of all the lines of street and interurban railways, telephone, electric transmission lines, power houses, and all things used in connection with said railroads and railways and proposed lines of railroad and railway, which are more particularly set forth in Article XII hereof, and all of the assets, properties, estates, interests, rights, franchises, choses in action and effects, including all personal property of all kinds, and of every character, of both the Railroad Company and the Valley Company, all of which is more particularly described in conveyances to the said Railroad Company and the said Valley

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Company, which appear of record in the office of the County Recorders of the Counties of Weber, Box Elder and Cache, in the State of Utah, and in Franklin County in the State of Idaho, to which reference is hereby made, and which said conveyances are hereby made a part hereof, and to all other conveyances of any kind or character which represent and describe property now held, owned and controlled by the Railroad Company or the Valley Company, wherever recorded, and whether recorded or not; and said properties, franchises and rights are hereby accepted and received by the Company in full payment of said authorized capital stock, to wit: Six Million Dollars.

ARTICLE XXII.

That the aforesaid property, mentioned and referred to in Article XXI, is necessary and essential to the pursuit agreed upon, as stated in Article IV of these Articles and Certificate of Incorporation and Agreement of Consolidation, and that the fair cash value of the properties particularly referred to in Article XXI hereof, and the whole thereof, is Six Million Dollars, and is accepted by the corporation as and being in full payment of the capital stock of the corporation. The fact that the fair cash value of said property is Six Million Dollars more fully appears from the following affidavit of six persons, to wit:

M. S. Browning, D. C. Eccles, L. R. Eccles, M. S. Eccles, Robert Anderson and M. A. Browning, who know the value of the same.

STATE OF UTAH)
: ss
County of Weber)

M. S. Browning, D. C. Eccles, L. R. Eccles, M. S. Eccles, Robert Anderson and M. A. Browning, being duly sworn, each for himself and not one for the other, says:

I am well acquainted with the properties, rights, privileges and franchises hereinbefore mentioned and referred to in

Article XXI of these Articles and Certificate of Incorporation the Agreement of Consolidation, and which has been accepted by the Utah Idaho Central Railroad Company in full payment of its capital stock; that the said property is reasonably worth the amount, in cash, for which said property was accepted by said corporation, to wit: the sum of Six Million Dollars.

M. S. BROWNING
DAVID C. ECCLES
L. R. ECCLES
M. S. ECCLES
ROBERT ANDERSON
M. A. BROWNING

Subscribed and sworn to before me
this 27th day of December, 1918.

EVA C. EHB
Notary Public

(Notarial Seal)

My commission expires December 15, 1920.

IN WITNESS WHEREOF, this instrument is executed by the respective persons hereto this 27th day of December, one thousand nine hundred and eighteen.

UTAH IDAHO CENTRAL RAILROAD COMPANY

M. S. BROWNING,
President

Attest:
ROYAL ECCLES,
Secretary

M. S. BROWNING
DAVID C. ECCLES
JOSEPH SCOWCROFT
W. H. WATTIS
L. R. ECCLES
G. L. BECKER
R. E. PORTER
A. T. WRIGHT
A. P. BIGELOW
M. S. ECCLES
D. C. BURGE
H. R. HATCH
JOS. QUINNEY, Jr.
ROBERT ANDERSON
Board of Directors of Utah Idaho Central Railroad Company

BOYD, DEVINE, ECCLES & WOOLLEY
ATTORNEYS
OGDEN, UTAH

CACHE VALLEY RAILROAD COMPANY
By M. A. BROWNING,
President

Attest:
FRED G. TAYLOR,
Secretary

M. A. BROWNING
J. M. ECCLES
C. A. BOYD
J. D. DeVINE
FRED G. TAYLOR

(SEAL)

Board of Directors of Cache Valley Railroad Company

BOYD, DEVINE, ECCLES & WOOLLEY
ATTORNEYS
OGDEN, UTAH

STATE OF UTAH)
 : ss
County of Weber)

I, ROYAL ECCLES, of the City of Ogden, County of Weber, State of Utah, do hereby certify that I am now, and at the dates of the meetings herein mentioned, was the Secretary of the UTAH IDAHO CENTRAL RAILROAD COMPANY, a railroad corporation, organized under the laws of the State of Utah, with its principal office in the city of Ogden, County of Weber, State of Utah; that a meeting of the Board of Directors of said Company, was held at the office of said company in the David Eccles Building, in the City of Ogden, County of Weber, State of Utah, at 11 o'clock A. M. on the 27th day of December, 1918, at which time and place there were present and voting throughout said meeting a quorum of the members of said Board; that at said meeting the annexed Certificate of Incorporation and Agreement of Consolidation of the UTAH IDAHO CENTRAL RAILROAD COMPANY, a proposed consolidated corporation, dated the 27th day of December, 1918, executed by the parties thereto and signed by the President and Secretary and all the Directors of this Company, and sealed with the corporate seal, was submitted to said Board for its action thereon, and thereupon by unanimous vote of the members of said Board present at said meeting, being more than a majority of all the members of said Board, the following resolution was adopted.

RESOLUTION.

> BE IT RESOLVED, that a certain Certificate of Incorporation and Agreement of Consolidation, dated the 27th day of December, 1918, heretofore made and executed by this Company, its President and Directors, of the first part, and also signed by its Secretary and sealed with its corporate seal, and by the Cache Valley Railroad Company, a corporation organized under the laws of the State of Utah, its President and Directors, of the second part, and also signed by its Secretary and sealed by its corporate seal providing for the consolidation of said railroad companies, and the uniting of their railroads, franchises, property, assets, effects and other interests, rights and choses in action, their capital stock, debts and concerns, legal and equitable, in one organization,

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by the joining of said two corporations together the creation and incorporation under the laws of the State of Utah, of a new consolidated corporation to be distinct from said consolidated corporation, and from each thereof, by the name UTAH IDAHO CENTRAL RAILROAD COMPANY, and all the terms and provisions of such Certificate and Agreement be, and the same are hereby ratified, approved and adopted.

That the foregoing is a full, true and correct copy of such Resolution of said Board, as the same now appears on the record books of said Company.

And I certify that at said meeting of said Board the said Certificate and Agreement of Consolidation to which this certificate is annexed, the same being the certificate and Agreement in said Resolution mentioned and described, was ratified and adopted by the Board of Directors of the UTAH IDAHO CENTRAL RAILROAD COMPANY a corporation, organized, as aforesaid, under the laws of the State of Utah.

And I do further certify that a meeting of the stockholders of said Utah Idaho Central Railroad Company was held at the office of the Company, in the David Eccles Building, in Ogden City, Weber County, State of Utah, on the 2[illegible]th day of January, 19[illegible], at [illegible] o'clock A. M.; that said meeting was called by Resolution of the Board of Directors of said corporation for the purpose of considering and voting upon the proposition that the Utah Idaho Central Railroad Company and the Cache Valley Railroad Company, and all their railroads, franchises, properties, assets and effects, and other interests, rights and choses in action, their capital stock, debts and concerns, legal and equitable, be united and consolidated upon the terms set forth in the Certificate of Incorporation and Agreement of Consolidation hereinafter mentioned, and for the purpose of taking into consideration said Certificate and Agreement, and of voting for the adoption or rejection of the same; that due notice of the time and place of holding said meeting, and the object thereof, was given for more than thirty days pre-

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ceding said meeting, by written notice thereof, signed by the Secretary of the company, published daily, for more than thirty consecutive days immediately preceding the holding of said meeting, in the Ogden Examiner, a daily newspaper, of general circulation, published in the City of Ogden, Weber County, Utah, where said Company has its principal office and place of business; that the whole number of the subscribed shares of the capital stock of said Company, was, at the time of said meeting and is now, Forty-four Thousand, Eight Hundred and Twenty-one (44,821) shares, and that there were present at said meeting, in person and by proxy, the owners of Forty-Thousand, Five Hundred and Ninety-three (40,593) shares, of said stock, and at said meeting there was submitted to the stockholders for their action said Certificate of Incorporation and Agreement of Consolidation, in writing, duly signed, by all the parties therein named, which said Certificate and Agreement was dated December 27, 1912, and set forth all of the terms and conditions upon which it was proposed to consolidate the said UTAH IDAHO CENTRAL RAILROAD COMPANY, their railways, franchises, properties, assets and affects, and other interests, rights and choses in action, their capital stock, debts and concerns, as aforesaid, and said instrument having been read to said meeting it was thereupon duly moved and seconded, in writing, that said Certificate of Agreement be approved, and adopted by the stockholders of the Company, and thereupon the following Resolution was adopted, the holders of Forty-Thousand, Five Hundred and Ninety-three (40,593) shares of the stock of the Company voting therefor:

RESOLUTION.

RESOLVED, that the meeting now proceed to vote by ballot, the owner of each share of stock being entitled to cast one vote in respect thereto, for the approval and adoption, or the disapproval and rejection of a certain Certificate of Incorporation and Agreement of Consolidation, dated the 27th day of December, 1912, made by this Company, under its corporate seal, and signed by its President and Secretary, and by a majority of its Directors, all as party

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> of the first part, and by the Cache Valley Railroad Company, a railroad corporation organized under the laws of the State of Utah, under its corporate seal and signed by its President and Secretary, and by all of its Directors, all as party of the second part thereto, providing for the consolidation of said railroad companies and the uniting of their railroads, franchises, properties, assets and effects, and other interests, rights and choses in action, their capital stock, debts and concerns, legal and equitable, in one organization, and by the joining of said two corporations, together the creation and incorporation under the laws of the State of Utah, of a new consolidated railroad corporation, being distinct from said constituent corporations, and from each thereof, to be called Utah Idaho Central Railroad Company, and that the form of the ballots of those in favor of approving and adopting the said Certificate and Agreement be "For Adoption", and of those in favor of disapproving and rejecting said Certificate and Agreement be "For Rejection."

That the foregoing is a full, true and correct copy of said Resolution so adopted, as the same now appears on the record books of said Company.

That a vote, by ballot, was thereupon taken, and the owners of Forty Thousand Five Hundred and Ninety-three (40,593) shares of the capital stock of said company voted "For Adoption", and the holders of no shares thereof voted "For Rejection"; and the holders of more than a majority of the issued and outstanding capital stock of the company having voted for the approval and adoption of said Certificate and Agreement the same was thereupon declared approved and adopted.

Thereupon it was also proposed, in writing, that the said Utah Idaho Central Railroad Company and the said Cache Valley Railroad Company, their railways, franchises, properties, assets and effects and other interests, rights and choses in action, their capital stock, debts and concerns, legal and equitable, be consolidated by joining said corporations together in a new consolidated corporation, distinct from said constituent corporations, and each thereof, under the name UTAH IDAHO CENTRAL RAILROAD COMPANY, upon the terms and in the manner and with the effect, in all respects, set forth in said Certificate of Incorporation and Agreement of Consolidation heretofore executed, and at said meeting adopted by the stockholders of said Company.

Whereupon, the same having been duly moved and seconded, in writing, the holders of Forty-Thousand, Five Hundred and Ninety-three (40,593) shares of stock, that is to say, more than a majority of all the issued and outstanding stock of the Company, voting therefor, the following Resolution was adopted:

RESOLUTION.

RESOLVED, that the proposition to consolidate this Company, that is to say the Utah Idaho Central Railroad Company, and the Cache Valley Railroad Company, both being corporations existing under the laws of the State of Utah, upon the terms and in the manner set forth in the Certificate of Incorporation and Agreement of Consolidation, submitted to this meeting, and thereat approved and adopted by a vote of the stockholders of the company, be, and the same is hereby approved, and that said corporation, that is, the Utah Idaho Central Railroad Company, and the Cache Valley Railroad Company, their railroads, franchises, properties, assets and effects, and other interests, rights and choses in action, their capital stock, debts and concerns, legal and equitable, be consolidated and united in one organization, by joining said corporations together in a new consolidated corporation, distinct from either of said constituent corporations, upon the terms, in the manner, and with the effect, in all respects, set forth in said Certificate of Incorporation and Agreement of Consolidation under the name Utah Idaho Central Railroad Company, and that the Secretary of this Company be, and he is hereby, expressly authorized to certify, under the seal of the company, the approval and adoption by the stockholders of the Company of said Certificate of Incorporation and Agreement of Consolidation, and the vote whereby the same was approved and adopted, and that the action of the President and Secretary of the Company and of its Directors, in executing said Certificate of Incorporation and Agreement of Consolidation, be, and the same is hereby confirmed and ratified, and any three or more of the stockholders of the Company are hereby authorized to sign and acknowledge, and cause to be filed for record, as provided by the law, such Certificate of Incorporation and Agreement of Consolidation, also any other certificate required or permitted by law, to be filed for the purpose of completing or evidencing such consolidation, and the creation of such consolidated corporation; and the President and Secretary of this Company are authorized and requested to make and file with the Secretary of the State of the State of Utah, and in such other places as may be required by law, an affidavit or affidavits, showing that such Certificate of Incorporation and Agreement of Consolidation has been ratified, approved and adopted by the stockholders of this Company, and that the laws of the State of Utah have been fully complied with in effecting such consolidation; and the Directors of this Company are hereby authorized and directed to execute under the seal of the corporation, and deliver to such consolidated corporation - the Utah Idaho Central Railroad Company - proper conveyances of all the properties, franchises, and effects of this Company, and to deposit with the Directors of such consolidated corporation all the transfer books, seal, and other books and papers thereof, and to place said consolidated corporation in possession and enjoyment of all of the other property and rights of this company; and each and all of the officers and directors of this Company are hereby authorized to execute and deliver, file and cause to be published, any and all other instruments and notices; and said officers and directors, and other agents and employes of the Company are hereby authorized and directed to do any and all other acts and things necessary or proper to complete and consummate said consolidation in accordance with the laws of the State of Utah, and to carry the same into full effect.

That the foregoing is a full, true and correct copy of such Resolution so adopted, as the same now appears on the record books of said Company, and I hereby certify that at said meeting the said Articles and Certificate of Incorporation and Agreement of Consolidation, to which this certificate is annexed, the same being the Articles and Certificate and Agreement in each and all Resolutions mentioned and described, was approved and adopted, and the proposition to consolidate said Utah Idaho Central Railroad Company and said Cache Valley Railroad Company, upon the terms and conditions, and with the effect in such Certificate and Agreement set forth, was approved by the vote of the stockholders of said Company, as hereinabove set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of the Utah Idaho Railroad Company, this 16th day of February, A. D. 1918.

Utah Idaho Central
Railroad Company
Incorporated
~~CORPORATE~~ SEAL.
Utah

ROYAL ECCLES,
Secretary

STATE OF UTAH)
             : ss.
County of Weber)

I, FRED G. TAYLOR, of the City of Ogden, County of Weber, State of Utah, hereby certify that I am now, and at all the dates of the meetings hereinafter mentioned was, the Secretary of the said Cache Valley Railroad Company, a corporation organized and existing under and by virtue of the laws of the State of Utah, with its principal place of office in the City of Ogden, County of Weber, State of Utah, That a meeting of the Board of Directors was held at the office of said company, in Ogden City, Weber County, State of Utah, on the 30th day of December, 1918, at which a quorum of Directors were present and voting throughout the said meeting; that at said meeting the annexed Certificate of Incorporation and Agreement of Consolidation of the Utah Idaho Railroad Company, a proposed consolidated corporation, dated December 27, 1918, executed by the parties thereto, and signed by the President and Secretary and all of the Directors of this Company, and sealed by the Corporate seal, was submitted to said Board for its action thereon, and thereupon, by unanimous vote of all members present at said meeting, being more than a majority of all the members of said Board, the following Resolution was adopted.

RESOLUTION.

RESOLVED, that a certain Certificate of Incorporation and Agreement of Consolidation, dated the 27th day of December, 1918, heretofore made and executed by this Company, its President and Directors of the second part and also signed by its Directors and sealed with its corporate seal, and by the Utah Idaho Central Railroad Company, a corporation organized and existing under the laws of the State of Utah, its President and Directors of the first part, and also signed by its Secretary and sealed with its corporate seal, providing for the consolidation of said railroads companies, and the uniting of their railroads, franchises, property, assets and effects, and other interests, rights and choses in action, their capital stock, debts and concerns, legal and equitable, in one organization, and by the joining of said two corporations together the creation and incorporation under the laws of the State of Utah of a new consolidated corporation,

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to be distinct from said constituent corporations and from each thereof, by the name Utah Idaho Central Railroad Company, and all the terms and provisions of such Certificate and Agreement be, and the same are hereby ratified, approved and adopted.

That the foregoing is a full, true and correct copy of said Resolution of said Board as the same now appears on the record books of said Company.

And I certify that at said meeting of said Board the said Articles and Certificate, and Agreement of Consolidation, to which this ceritifcate is annexed, the same being the Certificate and Agreement in said Resolution mentioned and described, was ratified and adopted by the Board of Directors of the Cache Valley Railroad Company, a corporation, organized, as aforesaid, under the laws of the State of Utah.

And I do further certify that a meeting of the stockholders of said Cache Valley Railroad Company, was held at the office of the Company, in Ogden, Utah, on the 27th day of January, A. D. 1919, at 10 o'clock A. M. That said meeting was called by Resolution of the Board of Directors of said corporation for the purpose of considering and voting upon the proposition that the Utah Idaho Central Railroad Company, and the Cache Valley Railroad Company, and all their railways, franchises, properties, assets and effects, and other rights, interests and choses in action, their capital stock debts and concerns, legal and equitable, be united and consolidated upon the terms set forth in the Certificate of Incorporation and Agreement of Consolidation, hereinafter mentioned, and for the purpose of taking into consideration said Certificate and Agreement, and of voting for the adoption or rejection of the same. That notice of the time and place of said meeting, and the object thereof, was waived in writing, by all of the stockholders of said Cache Valley

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Railroad Company; that the whole number of the subscribed shares of the capital stock of said Company was at the time of said meeting and is now Six Thousand (6000) Shares; that there were present at said meeting in person and by proxy the owners of Six Thousand (6000) shares of stock; and at said meeting there was submitted to the stockholders for their action said Articles and Certificate of Incorporation and Agreement of Consolidation, duly signed by all the parties therein named, which said Certificate and Agreement was dated December 27, 1918, and set forth all the terms and conditions upon which it was proposed to consolidate said Utah Idaho Central Railroad Company and said Cache Valley Railroad Company, their railways, franchises, properties, assets and effects, and other interests, choses in action, their capital stock, debts and concerns, as aforesaid, and said instrument having been read to said meeting, it was thereupon duly moved and seconded, in writing, that said Certificate and Agreement be approved and adopted by the stockholders of the Company, and thereupon the following Resolution was adopted, the holders of Six Thousand (6000) Shares of the stock of the Company voting therefor:

RESOLUTION.

That the meeting now proceed to vote by ballot, the owner of each share of stock being entitled to cast one vote in respect thereto for the approval and adoption, or the disapproval and rejection of a certain Certificate of Incorporation and Agreement of Consolidation, dated the 27th day of December, 1918, made by this Company, under its corporate seal, and signed by its President and Secretary, and by all of its Directors, all as party of the second part, and by the Utah Idaho Central Railroad Company, a railroad corporation organized under the laws of the State of Utah, under its corporate seal, and signed by its President and Secretary, and by all of its Directors, all as party of the first part thereto, providing for the consolidation of said Railroad Companies, and the uniting of their railroads, franchises, properties, assets and effects, and other interests, rights, and choses in action, their capital stock, debts and concerns, legal and equitable, in one organization and by the joining of said two corporations together the creation and incorporation under the laws of the State of Utah, of a new consolidated railroad corporation, being distinct from said constituent corporations, and from each thereof, to be called Utah Idaho Central Railroad Company, and that the form of the ballots of those in favor of approving and adopting the said Certificate and Agreement be "For Adoption" and of those in favor of disapproving and rejecting said Certificate and Agreement be "For Rejection."

That the foregoing is a full, true and correct copy of said Resolution, so adopted, as the same now appears on the record books of said Company.

That a vote by ballot was thereupon taken, the owners of Six Thousand (6000) shares of the capital stock of such Company voted "For Adoption," and the holders of no shares thereof voted "For Rejection", and the holders of more than a majority of the entire amount of the issued and outstanding stock of the Company voted in favor of the approval and adoption of said Certificate and Agreement the same was thereupon declared approved and adopted.

And thereupon it was also proposed, in writing, that said Utah Idaho Central Railroad Company and said Cache Valley Railroad Company, their railways, franchises, properties, assets and effects, and other interests, rights, and choses in action, their capital stock, debts and concerns, legal and equitable, be consolidated by joining said corporations together in a new consolidated corporation, distinct from said constituent corporations, and from each thereof, under the name Utah Idaho Central Railroad Company, upon the terms and in the manner, and with the effect, in all respects, set forth in said Articles and Certificate of Incorporation and Agreement of Consolidation heretofore executed, and at said meeting adopted by the stockholders of said Company; whereupon the same having been duly moved and seconded, in writing, the holders of Six Thousand (6000) shares of stock, that is to say, more than a majority in amount of all the outstanding stock of the Company, voting therefor, the following Resolution was adopted:

RESOLUTION.

RESOLVED, that the proposition to consolidate this Company, that is to say, the Cache Valley Railroad Company, and the Utah Idaho Central Railroad Company, both being corporations existing under the laws of the State of Utah, upon the terms and in the manner set forth in the Certificate of Incorporation and Agreement of Consolidation submitted to this meeting, and thereat approved and adopted by a vote of the stockholders of the company, be, and the same hereby is approved, and that said corporations, that is, the Cache Valley Railroad Company and the Utah Idaho Central Railroad Company, their railroads, franchises, properties, assets and effects, and other interests rights and choses in action, their capital stock, debts and concerns, legal and equitable, be consolidated and united in one organization, by joining said corporations together in a new consolidated corporation, distinct from either of said constitutent corporations, upon the terms, in the manner, and with the effect, in all respects, set forth in said Certificate of Incorporation and Agreement of Consolidation under the name Utah Idaho Central Railroad Company, and that the Secretary of this Company, be, and he is hereby expressly authorized to certify, under the seal of the Company, the approval and adoption by the stockholders of the Company, of said Certificate of Incorporation and Agreement of Consolidation, and the vote whereby the same was approved and adopted, and that the action of the President and Secretary of the Company, and of its Directors, in executing said Certificate of Incorporation and Agreement of Consolidation, be, and the same is hereby confirmed and ratified, and any three or more of the stockholders of the Company are hereby authorized to sign and acknowledge, and cause to be filed for record, as provided by the law, such certificate of Incorporation and Agreement of Consolidation, also any other certificate required or permitted by law to be filed for the purpose of completing or evidencing such consolidation, and the creation of such consolidated corporation; and the President and Secretary of this Company are authorized and requested to make and file with the Secretary of State of the State of Utah, and in such other place as may be required by law, an affidavit or affidavits, showing that such certificate of Incorporation and Agreement of Consolidation has been ratified, approved and adopted by the stockholders of this Company, and that the laws of the State of Utah have been fully complied with in effecting such consolidation; and the Directors of this Company are hereby authroized and directed to execute under the seal of the corporation, and deliver to such consolidated corporation - the Utah Idaho Central Railroad Company - proper conveyances of all the properties, franchises, and effects of this Company, and to deposit with the Directors of such consolidated corporation all the transfer books, seal, and other books and papers, thereof, and to place said consolidated corporation in possession and enjoyment of all of the other property and rights of this Company; and each and all of the officers and directors of this Company are hereby authorized to execute and deliver, file and cause to be published, any and all other instruments and notices; and said officers and directors, and other agents and employes of the company are hereby authorized and directed to do any and all other acts and things necessary or proper to complete and consummate said consolidation in accordance with the laws of the State of Utah, and to carry the same into full effect.

That the foregoing is a full, true and correct copy of such Resolution so adopted, as the same now appears on the record books of said Company.

And I hereby certify that at said meeting the said Certificate and Agreement of Consolidation, to which this certificate is annexed, the same being the Certificate and Agreement in all the Resolutions mentioned and described, was approved and adopted, and that the proposition to consolidate the said Utah Idaho Central Railroad Company and the said Cache Valley Railroad Company, upon the terms and conditions, and with the effect in said Certificate and Agreement set forth, was approved by the vote of the stockholders of said Company, as hereinbefore set forth.

IN WITNESS WHEREOF, I have hereunto set my hand, and affixed the corporate seal of the Cache Valley Railroad Company, this 10th day of February, A. D. 191[illegible].

FRED G. TAYLOR,
Secretary

(Corporate Seal)

BOYD, DEVINE, ECCLES & WOOLLEY
ATTORNEYS
OGDEN, UTAH

STATE OF UTAH)
: ss
County of Weber)

We, the undersigned, being certain of the incorporators named in the foregoing Articles and Certificate of Incorporation and Agreement of Consolidation, dated December 27, 1916, (which said Articles and Certificate of Incorporation and Agreement of Consolidation is hereby referred to and made a part of this certificate), to wit: M. S. Browning, Joseph Scowcroft and A. T. Wright, all of whom are stockholders of the Utah Idaho Central Railroad Company, one of the constituent corporations named in and a party to said Certificate and Agreement and Marriner A. Browning, C. A. Boyd and Fred G. Taylor, all of whom are stockholders in the Cache Valley Railroad Company, the other of said constituent corporations named in said Agreement and Certificate (all of the undersigned being also designated therein as "incorporators") do hereby severally acknowledge the execution by us, and each of us, respectively, of the foregoing Articles and Certificate of Incorporation and Agreement of Consolidation of the Company, therein called "Utah Idaho Central Railroad Company," a consolidated corporation, organized under the laws of the State of Utah.

And we do hereby certify that at a meeting of the Board of Directors of the Utah Idaho Central Railroad Company, duly convened and held at the office of said Company, in the David Eccles Building, in the City of Ogden, County of Weber, State of Utah, on the 27th day of December, 1916, at ten o'clock a. m., at which meeting there was present and voting throughout the same more than a quorum of said Board, said Articles and Certificate of Incorporation and Agreement of Consolidation of said consolidated corporation, Utah Idaho Central Railroad Company, was submitted to said Board of Directors for its action thereon, and that thereupon, by unanimous vote of the members of said Board present at said meeting a resolution was adopted, ratifying, approving and adopting said Articles and Certificate of Incorporation and Agreement of Consolidation.

And we do further certify that a meeting of the Board of Directors of said Cache Valley Railroad Company, duly convened at the office of said Company, in the City of Ogden, County of Weber and State of Utah, at 10 o'clock a. m. on the 28th day of December, 1918, at which said meeting a quorum of said Directors were present and voting throughout the same, at which meeting said Articles and Certificate of Incorporation and Agreement for consolidation was submitted to said Board of Directors for its action thereon; whereupon, by unanimous vote of the members of said Board present at said meeting a Resolution was adopted, ratifying, approving and adopting said Articles and Certificate of Incorporation and Agreement of Consolidation.

And we do further certify that a meeting of the stockholders of the said Utah Idaho Central Railroad Company, was duly convened and held at the office of the Company, in the David Eccles Building, in the City of Ogden, County of Weber and State of Utah, on the 28th day of January, 1919, at 2 o'clock p. m., which meeting had been duly called by resolution of the Board of Directors of said corporation for the purpose of considering and voting upon the proposition that said Utah Idaho Central Railroad Company and said Cache Valley Railroad Company, and all their railways, franchises, properties, assets and effects, and their other interests, rights, and choses in action, and their capital stock, debts, and concerns, legal and equitable, be united and consolidated upon the terms set forth in said annexed Certificate and Agreement, and of taking into consideration said Articles and Certificate of Incorporation and Agreement of Consolidation, and of voting for the approval and adoption or disapproval and rejection of the same; that due notice of the time and place of holding said meeting, and the object thereof, was given for more than thirty days preceding said meeting by general notice, published daily, for more than thirty days preceding the holding of said meeting, in the Ogden Examiner, a daily newspaper of general circulation, published at Ogden City, Weber County, Utah, at which place said Company has its principal office and place of business; that the whole number of the subscribed shares of the capital stock of said Company was, at the time of said meeting, and ever since has been, Forty-four Thousand, Eight Hundred and Twenty-one (44,821) shares, and that there were present at said meeting, in person and by proxy, the owners of Forty Thousand, Five Hundred and Ninety-three (40,593) shares of said stock; that at said meeting said Articles and Certificate of Incorporation and Agreement of Consolidation bearing date December 27, 1918, setting forth the terms and conditions upon which it was proposed to consolidate said Utah Idaho Central Railroad Company and said Cache Valley Railroad Company, was submitted, in writing, duly executed by the President and Secretary, and by all the Directors, and sealed with the corporate seal of each of said corporations, and was read to said meeting, and it was thereupon duly moved and seconded, in writing, that said Certificate and Agreement be approved and adopted by the stockholders of said Company, and thereupon a resolution was adopted at said meeting, providing that a vote by ballot forthwith be taken upon the question of approval and adoption, or the disapproval and rejection of said Certificate of Incorporation and Agreement of Consolidation, and that thereupon a vote by ballot upon said question was duly taken; that on said ballot the holders of Forty Thousand, Five Hundred and Ninety-three (40,593) shares of stock of said Company voted in favor of the approval and adoption of said Certificate of Agreement, and the holders of no shares of stock in said Company voted in favor of the disapproval and rejection thereof, and said Articles and Certificate of Incorporation and Agreement of Consolidation was,

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and was thereupon declared to be approved and adopted by the affirmative vote of the holders of more than a majority of the shares of stock of said Company then outstanding; that it was thereupon also proposed, in writing, that said Utah Idaho Central Railroad Company, and said Cache Valley Railroad Company, their railways, franchises, properties, assets and effects, and other interests, rights, and choses in action, their capital stock, debts and concerns, legal and equitable, be consolidated by joining said corporations together in a new consolidated corporation, distinct from said constituent corporations, and from each thereof, under the name Utah Idaho Central Railroad Company, upon the terms and in the manner, and with the effect, in all respects, set forth in said Articles and Certificate of Incorporation and Agreement of Consolidation; that thereupon a resolution that the proposition for said consolidation be approved, and that said two corporations, their railways, frannhises, properties, assets and effects, and other interests, rights and choses in action, their capital stock, debts, and concerns, legal and equitable, by consolidating and uniting in one organization, as aforesaid, upon the terms and in the manner, and with the effect in all respects set forth in said Articles and Certificate of Incorporation and Agreement of Consolidation, and authorizing the carrying into effect and the evidencing of such consolidation, and in all respects identical with the resolution of the same purport, a copy whereof is set forth in full in the certificate of Royal Eccles, which is attached hereto, and to said Articles and Certificate of Incorporation and Agreement of Consolidation, having been duly moved and seconded and put to a vote, was adopted by the holders of Forty Thousand Five Hundred and Ninety-three (40,593) shares of stock, that is to say, more than a majority of the outstanding shares of stock of the Company voting therefor; and that said Articles and Certificate of Incorporation and Agreement of Consolidation, to which this certificate

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is annexed, was approved and adopted, and the proposition to consolidate said Utah Idaho Central Railroad Company and said Cache Valley Railroad Company upon the terms and conditions, and in the manner in said Certificate and Agreement set forth, was approved by vote of the stockholders of said Company, as hereinabove and in said certificate of said Royal Eccles set forth, which certificate of said Royal Eccles is hereby referred to and made a part of this certificate.

We do further certify that a meeting of the stockholders of the said Cache Valley Railroad Company was held at the office of the Company, in Ogden, Weber County, Utah, on the 27th day of January, 1919, at 10 o'clock a. m., which meeting was duly called by resolution of the Board of Directors of the Cache Valley Railroad Company, for the purpose of considering and voting upon the proposition that said Utah Idaho Central Railroad Company and said Cache Valley Railroad Company, and all their railways, franchises, properties, assets and effects, and other interests, rights, and choses in action, and their capital stock, debts and concerns, legal and equitable, be united and consolidated upon the terms set forth in said annexed Articles and Certificate of Incorporation and Agreement of Consolidation, and of taking into consideration said Certificate and Agreement, and of voting for the approval and adoption or the disapproval and rejection of the same; that notice of the time and place of holding said meeting and of the object thereof was waived in writing by all of the stockholders of the said Cache Valley Railroad Company; that the whole number of the subscribed shares of the capital stock of the Company was, at the time of said meeting and ever since has been, Six thousand (6000) shares, and that there were present at said meeting, in person and by proxy, the owners of Six Thousand (6000) shares of said stock; that at said meeting said Articles and Certificate of Incorporation and Agreement of Consolidation was submitted, in writing, and read to said meeting; that it was thereupon duly moved and seconded, in writing, that said Certificate and Agreement be approved and adopted by the stockholders of the Company; that thereupon a resolution was adopted by the affirmative vote of the holders of Six Thousand (6000) shares of the stock of the Cache Valley Railroad Company, providing that a vote by ballot forthwith be taken upon the question of the approval and adoption or the disapproval and rejection of said Articles and Certificate of Incorporation and Agreement of Consolidation; that thereupon a vote by ballot upon said question was duly taken; that on said ballot the holders of Six Thousand (6000) shares of stock of said Company voted in favor of the approval and adoption of said Certificate and Agreement, and the holders of no shares of stock in said Company voted in favor of the disapproval and rejection thereof; that said Articles and Certificate of Incorporation and Agreement of Consolidation was, and was thereupon declared to be, approved and adopted by the affirmative vote of the holders of more than a majority of all the shares of stock of the Cache Valley Railroad Company then outstanding; that it was thereupon duly proposed, in writing, that said Utah Idaho Central Railroad Company and said Cache Valley Railroad Company, their railways, franchises, properties, assets and effects, and other interests, rights and choses in action, their capital stock, debts and concerns, legal and equitable, be consolidated by joining said corporations together in a new consolidated corporation, distinct from said constituent corporations, and either thereof, upon the terms and in the manner, and with the effect, in all respects, set forth in said Articles and Certificate of Incorporation and Agreement of Consolidation; that a resolution that the proposition of said consolidation be approved, and that said two corporations, their railways, franchises, properties, assets and effects, and other interests, rights and choses in action, their capital stock, debts and concerns, legal and equitable, be consolidated and united in one organization, as aforesaid, under the name Utah Idaho Central Railroad Company, upon the terms and in the manner, and with the effect, in all respects, set forth in said Articles and Certificate of Incorporation and Agreement of Consolidation, and authorizing the carrying into effect and the evidencing of such consolidation, and identical in all respects with the resolution of the same purport, a copy whereof is set forth in full in the certificate of Fred G. Taylor, which is attached hereto, and to said Articles and Certificate of Incorporation and Agreement of Consolidation, having been duly moved and seconded, and having been put to vote, was adopted, the holders of Six Thousand (6000) shares of stock, that is, all of the outstanding shares of stock in the Cache Valley Railroad Company, voting therefor; and that said Articles of Incorporation and Agreement of Consolidation, to which this certificate is annexed, as aforesaid, was approved and adopted at the stockholders' meeting, held in the City of Ogden, as aforesaid, and that the proposition to consolidate the said Utah Idaho Central Railroad Company, and the said Cache Valley Railroad Company, upon the terms and conditions and in the manner in said Certificate and Agreement set forth, was then and there approved by vote of the stockholders of said Cache Valley Railroad Company, as hereinabove and in the certificate of Fred G. Taylor thereto attached, set forth, which certificate of Fred G. Taylor is hereby referred to and made a part of this certificate.

And we do further certify that the fifteen Directors named in said Certificate and Agreement, all of whom are stockholders in either the Utah Idaho Central Railroad Company, or the Cache Valley Railroad Company, selected by the stockholders of both the Utah Idaho Central Railroad Company and the Cache Valley Railroad Company to be Directors of the Consolidated Company, as set forth in the Articles and Certificate of Incorporation and Agreement of Consolidation, to which this certificate is attached, and that the facts of said consolidation, and all the terms and conditions thereof and the provisions affecting said consolidated corporation are as in the foregoing Articles and Certificate and Agreement, and in the certificates of Royal Eccles and Fred G. Taylor, attached thereto, and herein set forth.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 4th day of April, 1919.

M. S. BROWNING
JOSEPH SCOWCROFT
A. T. WRIGHT
M. A. BROWNING
C. A. BOYD
FRED G. TAYLOR

STATE OF UTAH)
: ss
County of Weber)

On the 4th day of April, 1919, personally appeared before me M. S. Browning, D. C. Eccles, A. T. Wright, Marriner A. Browning, J. M. Eccles and Fred G. Taylor, who are personally known to me to be six of the persons who subscribed to the foregoing Articles and Certificate of Incorporation and Agreement of Consolidation, and to be six of the persons named as incorporators therein, and to be six of the persons who have subscribed the certificate and acknowledgment of stockholders and incorporators, thereto attached, and each of them severally and duly acknowledged to me that he signed and executed the said Articles and Certificate of Incorporation and Agreement of Consolidation and said Certificate and acknowledgment appended thereto as his free and voluntary act, for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand, and affixed my official seal, at my office, in the City of Ogden, County of Weber, State of Utah, the day and year in this Certificate first above written.

EVA C. ERB
Notary Public in and for Weber County, Utah

(Notarial Seal)

BOYD, DEVINE, ECCLES & WOOLLEY
ATTORNEYS
OGDEN, UTAH

UNITED STATES OF AMERICA)
STATE OF UTAH } ss
County of Weber)

I, ~~Joseph [illegible] Storey~~ Claude T. Moyes, County Clerk in and for Weber County, in the State of Utah, do hereby certify that the incorporators of the "Utah Idaho Central Railroad Company", a consolidated corporation, did on the 4th day of April, A. D. 1910, file in my office the original Articles of Incorporation of said Corporation, duly acknowledged, as is required by Sections 318, 319 and 340, of Chapter 1, of Title 14, Compiled Laws of Utah, 1907;

AND I DO FURTHER CERTIFY, that the above and foregoing is a full, true and correct copy of said original Articles, deposited, filed and recorded in my office on the said 4th day of April, A. D. 1910, as the same appears on file and of record.

IN WITNESS WHEREOF, I have hereunto set my hand, and affixed my official seal, this the 10th day of September 1921 ~~1910~~.

Claude T. Moyes
County Clerk

By Emma Fahey
Deputy County Clerk

BOYD, DEVINE, ECCLES & WOOLLEY
ATTORNEYS
OGDEN, UTAH