

ARTICLES OF INCORPORATION
OF THE
AMERICAN FALLS CANAL AND POWER COMPANY.

UNITED STATES OF AMERICA,)
Territory of Utah, :: ss.,
County of Weber..))

We, the undersigned residents of Utah Territory, being desirous of associating ourselves together and becoming a body corporate for the purpose of carrying on and conducting the business hereinafter mentioned and doing all lawful things and acts necessary and convenient or beneficial in regard thereto, do agree and state:

I. That we intend to establish our principal place of business in Ogden City, Weber County, Utah Territory.

II. That the name of this Association is the "American Falls Canal & Power Company."

III. That the full name and place of residence of the subscribers is as follows:

<u>NAME.</u>	<u>RESIDENCE.</u>
Peter Wilson,	Ogden, Utah.
A. E. Wilson,	Ogden, Utah.
Lyman Skeen,	Plain City, Utah.
J. L. Skeen,	Plain City, Utah.
Meroni Skeen, Jr.,	Ogden, Utah.
David S. Tracy,	Ogden, Utah.
E. T. Malcomb,	Harrisville, Utah.
Caleb Parry,	Marriott, Utah.
W. L. Anderson,	Ogden, Utah.
A. H. Meyes,	Ogden, Utah.
E. H. Nye,	Ogden, Utah.
Lewis B. Hammon,	Hooper, Utah.

J. J. Brummitt,	Ogden, Utah.
Samuel H. Head,	Ogden, Utah.
Moroni Skeen,	Ogden, Utah.
William M. Bostaph,	Ogden, Utah.

IV. That the time of the duration of this Corporation shall be fifty years..

V. That the business agreed upon by us is to build and operate canals and irrigation ditches, dams, flumes and reservoirs; to buy water rights, rights of way and lands necessary for rights of way and necessary for other reasonable uses of this Corporation and to be used in connection with the said canals and ditches; to sell and lease water rights and to take mortgages with respect thereto and to own and to hold water rights to be used for domestic, mining, milling and irrigation purposes, and to do all things necessary or convenient for an irrigation corporation to do in respect to the ownership, sale or lease of water rights and in all other respects whatever.

VI. That the place of the general business of this Corporation is the counties of Bingham and Logan in the State of Idaho.

VII. That the amount of the capital stock subscribed by each party is as follows:

Samuel H. Head,	1660	shares,
Moroni Skeen,	1660	"
William M. Bostaph,	1660	"
Peter Wilson,	1	"
A. E. Wilson,	1	"
Dyman Skeen,	1	"
J. L. Skeen,	1	"
Moroni Skeen, Jr.,	1	"
Davis S. Tracy,	1	"
E. T. Malcomb,	1	"
Caleb Parry,	1	"
W. L. Anderson,	1	"
A. H. Moyes,	1	"

E. H. Nye,	1 share
Levi B. Hammon,	1 "
J. J. Brummitt,	1 "

VIII. That the amount of each share is One Hundred Dollars (\$100.00), and the limit of the capital stock agreed upon is Five Hundred Thousand Dollars (\$500,000).

IX. That the number and kind of officers for the Association are as follows: a President, a Vice President, a Treasurer and a Secretary, and said officers shall be Directors of the Company ex officio, and there shall be five additional Directors to the said ex officio Directors, making a Board of Directors of nine members, all of whom shall be stockholders of the Company and shall hold their offices for one year until their successors shall be elected and qualified.

X. That the said officers shall be elected the second Tuesday of January in each year at the office of the Company at its principal place of business aforesaid by ballot; the election to be held between the hours of two and four o'clock P. M.

XI. That any officer may be removed from office by majority vote of the members voting according to their shares of stock at any meeting of the stockholders, and any officer may resign his office by writing to the Board of Directors or President, and the Board of Directors shall have power to fill all vacancies and the officers appointed to fill vacancies shall hold their offices until the next annual election and until their successors shall be elected and qualified.

XII. That the private property of the stockholders of the Corporation shall not be liable for its obligations or debts or for any claim or demand against it.

XIII. That until the second Tuesday in January, A. D., 1896, and until their successors are chosen and qualified, the following named persons shall be the Board of Directors and officers of this Corporation:

<u>NAMES.</u>	<u>OFFICES.</u>
Lyman Skeen,	President and Director.
Caleb Parry,	Vice President and Director.
J. J. Brummitt,	Secretary and Director.
Samuel H. Head,	Treasurer and Director.
W. M. Bostaph,	Director.
Levi B. Hammon,	Director.
David S. Tracy,	Director.
Meroni Skeen, Jr.,	Director.
Peter Wilson,	Director.

XIV. That the President and Board of Directors or any three Directors or stockholders representing twenty per cent of the capital stock paid in may call a meeting of the stockholders at any time on ten days notice sent by mail, post paid, to each stockholder at his postoffice address as the same may appear on the books of the Company, or can be ascertained, and said notice may be published also in a newspaper, if so desired by the persons calling a meeting.

XV. That it is bona fide the intention of the parties hereto to commence and carry on the business mentioned herein, and we verily believe that each party hereto is able to and will pay the amount of his stock subscribed for and each party hereto promises to make such payment, and all of the stock subscribed for by each shareholder aforesaid has been paid in, thus the amount of the capital stock of this Corporation consists of the aggregate valuation of property for the working, development, management, use, sale and exchange for which said Corporation is formed, and therefore no actual subscription in money to the capital stock of this Corporation is made; that this

Corporation hereby accepts a conveyance of said property as a payment of its entire capital stock of Five Hundred Thousand Dollars (\$500,000) in full.

The kind of property, with a description thereof, conveyed as aforesaid to this Corporation is as follows: The water rights of William M. Bostaph and Samuel H. Head, as shown by a notice of appropriation recorded July 13, 1894, in Record of water locations of Bligham County, State of Idaho, in Book D, page 166; said water right being one hundred thousand (100,000) inches of water under four inch pressure of the waters of Snake River, to be diverted from the said river at a point on the west side of said river five hundred (100) feet south and two hundred (200) feet east of the corner of Section Four (4) and Five (5) on the Township line Township Two (2) North, Range Thirty-six (36) East, B. M., Bligham County, Idaho; said waters hereby appropriated to be conveyed from said point of diversion through ditches and flumes sixty (60) feet wide and eight (8) feet deep, to be constructed commencing at the point of diversion; thence in a north and southwestern direction across Section 4, 5, 6 and 7, Township Two South, Range 36 East and Sections 8, 9, 10, 11, 12 and 18 Township Two South, Range 35 East; thence southwest to a point about (50) miles from the point of diversion to a point near American Falls, Idaho, the same being the waters appropriated by said William M. Bostaph and Samuel H. Head on the 12th day of July, 1894.

That the members of the Board of Directors shall be authorized to meet in any place and at any time necessary to form a quorum, and as such authorized to transact the business and exercise the corporate powers of this Corporation.

That Samuel H. Head, Moroni Skeen and William M. Bostaph surrender to the said Corporation four thousand, nine hundred and three (4,953) shares of the paid up stock to be sold or disposed of by the Board of Directors for the benefit of the Corporation, and if so desired the same may be distributed pro

rata among the stockholders.

IN WITNESS WHEREOF, We have hereto set our hands this 9th day of January, 1895.

Peter Wilson.

A. E. Wilson.

Samuel H. Head.

Lyman Skeen.

J. L. Skeen,

David S. Tracy.

Caleb Parry.

Levi B. Hammon.

W. M. Bostaph.

Moroni Skeen.

J. J. Brummitt.

W. L. Anderson.

Moroni Skeen, Jr.

E. T. Malcomb.

E. H. Nye.

A. H. Moyes.

UNITED STATES OF AMERICA.

Territory of Utah,
County of Weber. ss.

1895
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On this 18th day of January, A. D. 1895, before me Achilles Perrin, the Probate Judge in and for said County of Weber; personally appeared Lyman Skeen, Caleb Parry and J. J. Brummitt, personally known to me to be the persons described in and who executed the foregoing instrument, who acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the said probate court of said county, the day and year in this certificate above written.

Probate Court seal.

Achilles Perrin,

Probate Judge, Weber County.

Attest:

J. P. Ledwidge, Clerk.
By W. M. Hanson, Deputy.

UNITED STATES OF AMERICA.

Territory of Utah,
County of Weber. ss.

Before me, the undersigned authority, personally appeared Lyman Skeen, Caleb Parry and J. J. Brummitt, who, being duly sworn, depose and say, that they have signed the foregoing agreement and articles of incorporation with the others whose names appear thereon as signers; that it is bona fide their intention to commence and carry on the business mentioned in said agreement, and that the affiants verily believe, that each party to the agreement is able to and will pay the amount of his stock subscribed for; affiants further depose and say that all of the stock subscribed for by each shareholder has been paid in, by the conveyance to the company of water rights, described and specified in the above articles of agreement, to which reference is made as a part hereof.

Lyman Skeen.

Probate Court seal.

Caleb Parry.

J. J. Brummitt.

Subscribed and sworn to before me
this 18th day of Jan. A. D. 1895.
Achilles Perrin,
Probate Judge.

Attest:

J. P. Ledwidge, Clerk.

By W. M. Hanson, Deputy.

Territory of Utah,
County of Weber. ss.

I, Joseph P. Ledwidge, Clerk of the Probate Court in and for the aforesaid county of Weber, do hereby certify that the foregoing is a full, true and correct copy of the original Articles of Incorporation of the American Falls Canal and Power Company, deposited, filed and recorded in my office January 24th, 1895, as the same appears of record.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Probate Court, this 28th day of January, A. D. 1895.

J. P. Ledwidge, Clerk of the Probate Court.

UNITED STATES OF AMERICA.

Territory of Utah.
County of Weber.

I, Joseph P. Ledwidge, Clerk of the Probate Court in and for the aforesaid county of Weber, do hereby certify that the incorporators of the "American Falls Canal and Power Company", have duly filed in my office the agreement of incorporation, duly acknowledged, together with the oath of the incorporators and oath of office and bond of each officer, as required by the acts of the Governor and Legislative Assembly of the Territory of Utah, entitled, "An Act Compiling and Amending the Laws relating to Private Corporations",

proved March 13th, A. D. 1884, and amendments thereto.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Probate Court of said county, this 28th day of January A. D. 1895.

J. P. Ledwidge,

Clerk of the Probate Court.

RECORDED

INDEXED

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AMENDMENT TO ARTICLES OF INCORPORATION OF THE
AMERICAN FALLS CANAL & POWER COMPANY.

State of Utah. :
: ss.
County of Salt Lake. :

Glen R. Bothwell, President, and R. J. Evans, Secretary, of the American Falls Canal & Power Company hereby certify that a notice proposing to amend Articles 1 and 10 of the Articles of Incorporation of said company was published in the Utah State Journal, a daily newspaper published at Ogden, Weber County, Utah. Said notice being published for twenty-one days immediately next preceeding the meeting, at which said amendments were acted upon, to-wit, from the 16th day of January, 1904 to the 9th day of February, 1904, both inclusive. Said notice being published in each and every issue of said paper and setting forth the Articles respectively as they were proposed to be amended, and thereafter, to-wit, on the 9th day of February, 1904, at the general office of said company, room 43 National Bank Building, Ogden, Weber County, Utah, there was present in person and by proxy the stockholders of said corporation representing three hundred and sixty-three shares of the corporate stock of said company, the same being more than two-thirds of the outstanding capital stock of said corporation, and thereupon said amendments being proposed conformable to the notice theretofore published by a resolution, the same was duly adopted by the unanimous vote of all stock present, and thereupon said amendments were declared duly adopted, and the same were adopted in manner and form hereinafter set out, to-wit,

FIRST:- " That the principal place of business of said corporation shall be in the City of Salt Lake, county of Salt Lake, State of Utah."

SECOND:- "That the annual stockholders' meeting of said corporation for the election of officers and for the transaction of such other business as may lawfully come before it, shall be held on the second Tuesday in January of each year at the city of Salt Lake, county of Salt Lake, State of Utah, at the general office of the corporation. The representation of the majority of the capital stock of said corporation shall be necessary to legally hold any stockholders' meeting of said corporation, whether general or special.

The officers of said corporation shall be elected by ballot, and the person receiving the majority of the votes represented at such meeting shall be held and declared elected to said offices respectively. Every stockholder shall be entitled to as many votes as he holds shares of capital stock, as shown by the books of the company and representation by proxy, duly appointed, shall be allowed at all meetings of said stockholders, either general or special.

It is hereby provided that a failure to hold said annual meetings, or any meeting of the stockholders of the said corporation on the date appointed for the same, shall not in any way forfeit or interfere with the corporate rights acquired under this agreement, but any such meetings may be held at any subsequent date upon giving ten days' notice by mail to each stockholder at his postoffice address as the same may appear on the books of the company, or can be ascertained, by the persons calling such a meeting. The time of said notice shall commence to run from the day said notice is mailed at the post-office at Salt Lake City, Salt Lake County, Utah. The secretary shall, or in case of his failure, any other officers of said corporation may give ten days' previous notice of all annual or special stockholders' meetings by mail in the same manner herein provided, but where said notice is given to call a special meeting the notice shall specify the purpose or purposes for which such special meeting is called."

AMERICAN FALLS CANAL & POWER COMPANY.

Dated at Ogden, Utah,
February 9th, 1904.

by Henry R. Bothwell
PRESIDENT.
C. J. Evans
SECRETARY.

Seal

State of Utah,
County of Weber, ss.

I, Charles R. Hollingsworth, County Clerk in and for Weber County, in the State of Utah, do hereby certify that the foregoing is a full, true and correct copy of the original amendments to the articles of incorporation of THE AMERICAN FALLS CANAL & POWER COMPANY deposited, filed and recorded in my office on the 29th day of July, A. D. 1904, 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 29th day of July, A. D. 1904.

C. R. Hollingsworth,

Seal.

County Clerk.

STATE OF UTAH,
Office of the Secretary of State, ss.

I, JAMES T. HAMMOND, Secretary of State of the State of Utah do hereby certify that the foregoing is a full, true and correct copy of certified copy of articles of incorporation of the American Falls Canal & Power Company. Filed in this office on the 7th day of February 1895 and certified copy of amendment to said articles, filed July 29th, 1904, as appears of record in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Utah, this 2nd day of August, A. D., 1904.

(S E A L)

J. T. Hammond,

Secretary of State.

STATE OF IDAHO }
County of Bingham. } ss.

HEREBY CERTIFY that the within is a full, true and correct copy of the
original Certified Copy of Articles of Incorporation of
American Falls Canal & Power Company,
Filed October 31st, 1904, in the Recorder's office in and
for said County.

as appears of record in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal at Blackfoot, Idaho, this 31st
day of October 1904.

By H. B. Curtis
Deputy.

GEO. F. GAGON,
Clerk and ex-Officio Recorder.