OREGON SHORT LINE & UTAH NORTHERN RAILWAY COMPANY.

Directors.

The president submitted to the board a writing, in the words and figures following, to wit:

"Approval of Individual Stockholders of the Oregon Short Line & Utah Northern Railway Company to the Proposed Increase of Stock and the Amendments of the Articles of Consolidation for the purpose of building Extensions of Railroad in the State of Nevada and Territory of Utah.

"Whereas, the Board of Directors of the Oregon Short Line & Utah Northern Railway Company on or about the twenty-first day of December, 1889, adopted the following resolutions:

'Whereas, the Utah Central Railway Company, organized under the laws of Utah, at the time of its merger and consolidation into this company owned a line of railroad extending from Ogden to Frisco, in the territory of Utah, with the franchise and power to extend the same to the western boundary line of the territory of Utah, and to other points in said territory, and

'Whereas, the Nevada Pacific Railway Company, organized under the laws of the State of Nevada, had authority to build a railroad from the said terminus of the said Utah Central Railway Company on the eastern boundary line of the State of Nevada to Pioche in Lincoln County, Nevada, thence in a southwesterly course across the state of Nevada to the western boundary line of said state, with two branch roads in said state extending into the counties of White Pine and Nye, and

'Whereas, said above named railway companies, with others, were consolidated into this company by articles of consolidation duly adopted, whereby this company acquired all of the powers, rights and franchises on this behalf of the said Utah Central Railway Company and the said Nevada Pacific Railway Company, and

'Whereas, it is expedient to construct an extension of this company's railroad from Frisco in the county of Beaver, territory of Utah, southwesterly through the county of Beaver and through the county of Iron to the eastern boundary line of the state of Nevada, thence into Lincoln county, Nevada,

'Now, therefore,

'Resolved, that this company will extend its said railroad from Frisco in the county of Beaver, territory of Utah, southwesterly through the county of Beaver and through the county of Iron to the eastern boundary line of the state of Nevada, thence into Lincoln county, Nevada, to Pioche; and that for this purpose the capital stock of this company shall be increased in the sum of $2,210,960.67, that is to say, from the sum of $24,789,039.33, to the sum of $27,000,000, and that the foregoing be adopted as an amendment to the Articles of Agreement and Consolidation whereby this company was formed, to go into effect when the same shall be approved by the holders of two-thirds of the existing stock of this company, either in writing or at a general or special meeting of the stockholders.

'Resolved, that the president and secretary be and they are hereby authorized to do all other acts necessary to cause the stock of this company to be increased and the said railroad to be built.

'Resolved, further, that if this article shall be duly approved by the stockholders, this amendment shall be duly filed under the corporate seal of this company, as required by statute in such case made and provided.'

A true copy.

(Seal of O.S.L.& U.N.) Attest:
(Railway Company)
(Signed)
Alex. Millar,
Secretary.

"And, Whereas, the Fourteenth Article of the Articles of Consolidation of this company provides that the said Articles may be amended and modified from time to time in such manner as the holders of two-thirds of the stock of such company may direct or approve, either in writing or at a general or special meeting of the stockholders:

"Now, therefore, We, the undersigned registered holders of the number of shares of the capital stock of the said Oregon Short Line & Utah Northern Railway Company which are set opposite our respective names, do hereby authorize, direct, and approve of, the said resolutions and the said foregoing amendment of the Articles of Agreement and Consolidation of the said company, and we consent and direct that the said amendment shall be duly filed under the corporate seal of this company, as required by the statute in such case made and provided.

Dated this fifth day of February, 1890.

	Names.	Residences.	Number of Shares.
(Signed)	Fred'k L. Ames,	No.Easton, Mass.	4,507
	F. Gordon Dexter,	Beverly, "	725
	Franklin Dexter, by F.G.Dexter, Atty.	" "	625
	F. Gordon Dexter, trus.	" "	152
	F. Gordon Dexter,)	" "	
	Edwin F. Atkins,)Trustees,	Belmont, Mass.	161,163
	Gardiner M. Lane)	Cambridge, "	
	Edwin F. Atkins,	Belmont, "	739
	R. Gardner Chase & Co.	Boston,	560
	Lee, Higginson & Co.	Boston,	1,465
	Helen Sharp,	Boston,	600
	C. J. Morrill,	"	500
	M.D.& J.P.Spaulding,	35 Broad St., (Boston)	650
	Sidney Dillon,	40 Wall St. (New York)	5,765
	T.W.Pearsall & Co.,	Mills B'ld'g. (" ")	500
	Work, Strong & Co.,	36 Broad St. (" ")	3,425

	Names.	Residences.	Number of Shares.
(Signed)	Schomberg, Fuld & Sinn,	50 New St. (New York)	500
	H. L. Horton & Co.	56 B'way (" ")	700
	Fellowes, Davis & Co.	70 Broadway, (N.Y.)	1,400
	Taintor & Holt,	11 Wall (" ")	500
	S. V. White & Co.	36 Wall St., N.Y.	830
	H. K. Enos & Co.,	47 Wall St., N.Y.	600
	Benjamin F. Ham,	40 Wall St., N.Y.	400
	Jones, Kennett & Hopkins,	56 Broad'y, N.Y.	500
	Russell Sage,	71 Broadway, (N.Y.)	861
	Edward Sweet & Co.	38 Broad St. (New York)	1,675
	David Dows,	Produce Exch'g. N.Y.	880
	G.M.Dodge,	No. 1 Broadway, N.Y.City,	2,800
	Maxwell & Graves,	192 Broadway, N.Y.	500
	Colbron, Chauncey & Co.,		1,100
	Howard Lapsley & Co.		600
	David Richmond,		1,100
	Decker, Howell & Co.,		600
	Mason & Smith,		710
	Burrill & Housman,		500
	J. H. Griesel, Jr.,		600
	Estate of Samuel J. Tilden, And. H. Green) Geo. W. Smith)	Executors & Trustees.	2,000
	And. H. Green,		400
	Della G. Richardson, by J. Richardson,		400
	George Richardson,		3,600
		Total,	205,132 shares

I, Alexander Millar, do hereby certify that I am the duly elected, acting and qualified secretary of the Oregon Short Line & Utah Northern Railway Company; that the number of shares of stock of said company issued and outstanding is 244,670$^{8}/15$; and that the shareholders who signed the foregoing approval of the amendment to the Articles of Agreement and Consolidation of said company are the holders of more than two-thirds of the outstanding stock of the said company, and that their signatures are genuine.

In Witness Whereof, I have hereunto set my hand and caused to be affixed the corporate seal of the said company this fifth day of February, 1390.

Alex. Millar,
Secretary.

Whereupon, the following preamble and resolution were unanimously adopted:

Whereas, on examination, it has been found that the said amendment to the Articles of Consolidation and Agreement has been assented to in writing by more than two-thirds of the stock of this Company, as aforesaid, as provided by Article XIV of the Articles of Consolidation and Agreement whereby this Company was formed,

Now, therefore, it is

Resolved, that the secretary of this company cause the said amendment to the said Articles of Consolidation and Agreement to be filed, under the seal of this company, in the office of the Secretary of the territories of Wyoming, Utah and Idaho, respectively, and also in the office of the Secretary of State of Nevada, Oregon and Montana, respectively.

Certificate.

I, Alexander Millar, do hereby certify that I am the duly elected, acting and qualified secretary of the Oregon Short Line & Utah Northern Railway Company; and I do hereby certify that the foregoing is a true copy of the preambles and resolutions of the said company as the same appear on the records thereof.

In Witness Whereof, I have hereunto set my hand and caused to be affixed the corporate seal of the said Company this 11th day of March, A. D. 1890.

Alex. Millar
Secretary.