

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

GEO. H. CURTIS,
I [REDACTED], Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

THE UTAH IDAHO CENTRAL RAILROAD CORPORATION

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 of Article II of the Constitution, and with Sections 29-501 and 29-502, Idaho Code, Annotated, by filing in this office on the **20th** day of **May** 19**40**, a properly authenticated copy of its articles of incorporation, and on the **20th** day of **May** 19**40**, a designation of **T.R. Bowden** in the County of **Franklin** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 29, Idaho Code, Annotated, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed

the Great Seal of the State. Done at Boise City,
the Capital of Idaho, this **20th** day
of **May**, in the year of our Lord
one thousand nine hundred ~~thirty-~~ **forty**,
and of the Independence of the United States of
America the One Hundred **sixty-fourth**.

Secretary of State.

CERTIFICATE OF INCORPORATION

of

THE UTAH IDAHO CENTRAL RAILROAD CORPORATION

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the laws of the State of Delaware, do make, record and file this certificate as follows:

FIRST: The name of this corporation is The Utah Idaho Central Railroad Corporation.

SECOND: Its principal office in the State of Delaware is located at #100 West 10th Street in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, #100 West 10th Street, Wilmington, Delaware.

THIRD: The nature of the business and objects and purposes for which this corporation is formed are as follows:

(a) To do a general electric interurban railroad business in all its branches.

(b) To acquire and hereafter maintain, manage, operate and extend the railways, properties, franchises and rights of every description heretofore owned, held or controlled by any other railroad company.

(c) To survey, build, construct, acquire (by purchase, lease, or otherwise) complete, equip, manage, maintain and operate, by any motive power, electric interurban railways or railways of any other type, bus lines or truck lines outside the State of Delaware, for the purpose of carrying and transporting freight, passengers, baggage, mail, and express for hire.

(d) To acquire rights over or in connection with other railways, bus lines or truck lines.

(e) To have and exercise the right of eminent domain.

(f) To acquire in any manner, hold, lease, sell, develop, operate, manage, control, easements, franchises, roads, rights-of-way, manufacturing plants of every description, real estate, mineral deposits, mines, timber and timber lands, quarries, power sites, power plants, transmission lines, water and ditch rights, letters patent, depots, freight, passenger terminals, engines, locomotives, cars, motors, dynamos, rolling stock, busses, trucks, machinery and mechanical devices, and other equipment, property, and buildings and real estate for the operation, use, repair and maintenance of all of said property or any part thereof, and any and all other property deemed useful for the operation and maintenance of railways, bus lines and truck lines, and the business contemplated by these Articles.

(g) To acquire, own, hold, operate, or dispose of, all manner of communication systems and plants including telegraph, telephone and wireless.

(h) To build, acquire, own, hold, operate or dispose of electric power plants and systems for the generation, transmission and use of electricity.

(i) To establish, maintain and conduct an express business in and along and upon the railroad, bus lines, truck lines, or air lines operated by this company.

(j) To acquire, build, or hold, manage, sell, or otherwise dispose of bus lines, motor truck lines, airship lines, together with franchises, rights, and privileges for the operation of the same and for the transportation by motor bus, motor truck or airship of freight, passengers, baggage, express, and mail.

(k) To acquire land for townsites and to lay the same out and erect thereon any and all improvements.

(l) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.

(m) To acquire, and pay for in cash, stock or bonds, or other securities of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, corporation or association.

(n) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

(o) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(p) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(q) To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of

any thereof and of the interest thereon by mortgage upon, or by pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

(r) To purchase, hold, sell and transfer the shares of its own capital stock, provided, that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(s) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

(t) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

FOURTH: The corporation shall have authority to issue ten thousand (10,000) shares of no par value common stock, all or part of which may be issued from time to time, and for such consideration as may be determined from time to time by the board of directors thereof.

The directors may declare and pay out of net earnings and surplus of the corporation such dividends on common stock as they, by resolution, may decide.

Such stock shall carry voting privileges and any holder of said stock shall have one vote for each share of stock held by him in person or by proxy as of the 15th day next preceding the date of any meeting of the corporation or the shareholders thereof.

FIFTH: The amount of capital with which the corporation will commence business is One Thousand (\$1,000.00) Dollars.

SIXTH: The names and places of residence of the incorporators are as follows:

NAME	RESIDENCE
R. F. Lewis	Wilmington, Delaware
L. H. Herman	Wilmington, Delaware
Walter Lenz	Wilmington, Delaware

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: Private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation or any part thereof.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.

By resolution or resolutions, passed by a majority of the whole board to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

When, and as, authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, the board of directors shall have power and authority to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of shares of stock in and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

The corporation may in its by-laws confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by statute.

TENTH: The corporation shall have a board of not less than three nor more than eleven directors, as determined by the board of directors from time to time.

ELEVENTH: Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings and to have one or more offices within or without the State of Delaware, and to keep the books of this corporation (subject to the provisions of the statutes), outside of the State of Delaware at such places as may be from time to time designated by the board of directors.

TWELFTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation in pursuance of the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly, have hereunto set our hands and seals this 30th day of October, A. D. 1939.

In presence of

Harold E. Grantland

R. F. Lewis (SEAL)

L. H. Herman (SEAL)

Walter Lenz (SEAL)

STATE OF DELAWARE)
) ss.
COUNTY OF NEW CASTLE)

BE IT REMEMBERED, That on this 30th day of October, A. D. 1939, personally came before me Harold E. Grantland, a Notary Public for the State of Delaware, M. F. Lewis, L. H. Herman and Walter Lenz, all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Harold E. Grantland
Notary Public.

HAROLD E. GRANTLAND
NOTARY PUBLIC
APPOINTED JAN. 10, 1939
TERM TWO YEARS
STATE OF DELAWARE

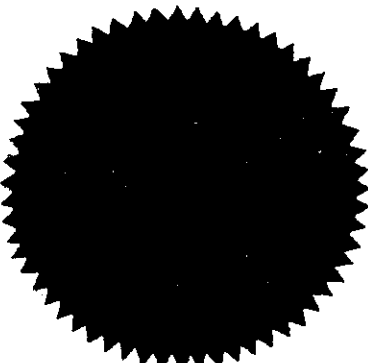
State of Delaware



Office of Secretary of State.

I Josiah Marvel, Jr., Secretary of State of the State of Delaware,
do hereby certify *that the above and foregoing is a true and correct copy of*
Certificate of Incorporation of "THE UTAH IDAHO CENTRAL RAILROAD
CORPORATION", as received and filed in this office the thirtieth
day of October, A.D. 1939, at 1 o'clock P. M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover, this twelfth *day*
of January *in the year of our Lord*
one thousand nine hundred and forty.



Josiah Marvel Jr.

Secretary of State.