

ARTICLES OF INCORPORATION OF THE UTAH IMPLEMENT COMPANY.

UNITED STATES OF AMERICA)
Territory STATE OF UTAH (
COUNTY OF SALT LAKE)

THIS AGREEMENT, made and concluded this 11th day of
December 1893, by and between

Samuel Peterson Jr.
Walter C. Lyman
Mattison B. Whitney
F. F. Bee
William H. Streeper

WITNESSETH: Whereas the undersigned are desirous of associating
themselves for the purpose of establishing and conducting Merchandise, Farm-
ing Implement Machine Grain, Feed, Produce and general line agricultural
implements business within the Territory of Utah, and holding property
therein, and of incorporating for that purpose under and in pursuance of
the laws of said State of Utah, they do hereby certify, declare and agree
as follows, that is to say:

I.

That the said corporation shall be called and known by the name
of The Utah Implement Company, and shall be and is formed and organized
at Salt Lake City Salt Lake County Territory of Utah

II.

That the names of the parties to this agreement, who are the
corporators of this incorporation and their places of residence in full,
are as follows, that is to say:

Samuel Peterson Jr	Salt Lake City Utah
Walter C. Lyman	" "
Mattison B. Whitney	" "
F. F. Bee	Provo City "
William H. Streeper	Centreville "

III.

That the corporation herein provided for and hereby created shall
exist and continue for the term of fifty (50) years, unless sooner dissolved
and disincorporated according to law.

IV.

That the object, business and pursuit of said corporation is, and
shall continue to be, to carry on and conduct the business of handling, pur-
chasing, selling and delivering any and all kinds of farming implements
framing machinery threshing machines steam engines pumps and iron pipe
mining machinery hardware, harness saddles whips and blankets hay grain
feed and produce of all kinds and manufacturing harness and buying selling
and owning real estate.

V.

That the place of the general office of said corporation and of
the general financial and commercial business thereof shall be at Salt Lake
City

VI.

That the amount of the capital stock of said corporation shall be
Fifty Thousand Dollars (50,000) which shall be divided into Five Hundred
(500) shares, of the face or par value of One Hundred (100) dollars each.

VII.

That the amount of stock subscribed and taken by each of the corporators above named, parties to this agreement, is as follows, that is to say:

Samuel Peterson Jr	One Hundred and Twenty-four shares (124)
Walter C. Lyman	One Hundred and Twenty-five shares (125)
Mattison B. Whitney	Two Hundred and Forty-nine shares (249)
F. F. Bee	One share (1)
William H. Streeper	one share (1)

VIII.

That the officers of said corporation shall be:

First.- A Board of Three (3) Trustees.

Second.- A President.

Third.- A Vice-President.

Fourth.- A Treasurer.

Fifth.- A Secretary.

Said offices of Treasurer and Secretary may be held by the same person, properly qualified. The President, Vice-President and Treasurer shall be Trustees.

I. X.

That the qualifications of the officers of said corporation shall be as follows, that is to say: To be eligible to the office of Trustee, President, Vice-President or Treasurer, the person must be the owner as shown by the books of the corporation, of at least one (1) shares of the Capital Stock of said corporation; a person need not be a stockholder of said corporation to be eligible to the office of Secretary thereof.

X.

The following named persons, parties hereto, shall be Trustees of said corporation for Twelve (12) months from the date hereof and until their successors shall have been duly elected at the first regular election of said corporation as hereinafter provided, and shall have duly qualified, namely: Samuel Peterson Jr. Walter C. Lyman and Mattison B. Whitney and that the said Samuel Peterson Jr. shall be President; the said Walter C. Lyman Vice-president, the said Mattison B. Whitney Treasurer, and Mattison B. Whitney Secretary, for said term of twelve (12) months, and until their successors shall be duly elected and qualified; and any vacancy caused by the resignation, death or removal of either or any of said Trustees or officers, may be filled by the Board of Trustees.

XI.

That the term of office of the officers of said corporation, except as provided in Art. X, as above, shall be one (1) year and until their successors shall be duly elected and shall have duly qualified, unless sooner resigned or removed, as hereinafter provided.

XII.

That the annual stockholder's meeting of said corporation for the election of officers and for the transaction of any such ^{or other} business as shall lawfully come before it, shall be held on the first Monday in November in each year, at Salt Lake City Utah at the general office of said corporation in Salt Lake City Utah, a representation of a majority of the Capital Stock of said corporation shall be necessary to legally hold said meeting or any Stockholder's Meetings of said corporation, either general or special. The officers of said corporation shall be selected by ballot and the persons receiving a majority of votes of stockholders at such meeting, shall be held and declared to be elected to said offices respectively. Each stockholder shall be entitled to as many votes as he holds shares of said Capital Stock, either general or special. The first meeting of said corporation for the election of officers and other purposes, as above provided, shall be held and the first election of officers had, at the office of said corporation in said Salt Lake City, Utah on the first Monday in November A.D. 1894 and it is hereby provided that a failure to hold said last

named meeting or any general meeting of the stockholders of said corporation at the day appointed for the same, shall not forfeit or in any way interfere with the corporate rights acquired under this agreement, but any such meeting may be held at any subsequent time, upon giving thirty days notice by publication thereof in a daily newspaper published at Salt Lake City Utah. The Secretary shall, or in case of his failure, any other officer of said corporation may, give thirty days previous notice of all annual Stockholder's Meetings by publication thereof as aforesaid, and of all Special Stockholder's Meetings, by publication thereof, in the same manner, but specifying the purpose or purposes for which any Special Meeting is called.

XIII.

That any or either of the officers of said corporation may be removed at a Stockholder's Meeting duly called and held to consider the question of such removal, the holders of a majority of the Capital Stock of said corporation, represented at such meeting, either personally or by proxy, voting for such removal, and either or any of such officers may resign by filing a written resignation in the general office of said corporation, and vacancies caused by any such removal or resignation, or by death or disability, may be filled by the Board of Trustees.

XIV.

That the private property of the Stockholders of said corporation shall not be liable for the debts or liabilities of the corporation.

XV.

That said corporation shall and hereby does purchase, take, receive and hold the following described building leased property with the appurtenances, privileges and franchises: One brick one-story building 50 x 80 feet described as follows #231 and 233 State Street or 1st East Street and situated on leased ground front of lot Five (5) Block Fifty-six (56) Plat "A" Salt Lake City Utah. Survey commencing at a point 229 $\frac{2}{3}$ feet South from the North-west corner of said lot running thence East 10 rods thence South 100 $\frac{1}{3}$ feet thence West 66 feet thence North 50 $\frac{1}{3}$ feet thence West 99 feet thence North 50 feet to place of beginning the said lease of the Salt Lake Implement Co from A.A. Rossiter and H.G. Park executors and trustees under the will of John G. Blythe deceased for twenty years from April 1st 1893 transferred to this company by Samuel Peterson Jr and Walter C. Lyman. Also one safe two desks stove hod and board table and letter press three chairs three stools, basket lamp office scales step ladder Howe scales trucks rubber hose and tools all office fixtures not included in above list by Samuel Peterson Jr and Walter C. Lyman.

of mowers buggies surreys plows wagon extras harness whips and robes consisting of the entire stock of goods bought of the Salt Lake Implement Co Dec 9" 1893.

in part payment of and for two hundred and forty-nine shares of the Capital Stock of said corporation, to-wit:

XVI.

The Trustees of said corporation, for the purpose of paying expenses, conducting the business, or paying the debts of said corporation, may levy and collect assessments in the manner and form and to the extent hereinafter provided, but no ^{one} assessment shall exceed one (1) per cent. of the amount of the Capital Stock herein provided for, nor shall the whole amount of the assessment levied and to be levied, in the aggregate, during the life of this corporation, as herein provided, exceed the amount of Forty Thousand Dollars (40,000) nor shall assessments be levied oftener than once in 180 days. And no assessment shall be levied until the working capital ~~hereby~~ provided shall have been exhausted.

XVII.

No assessment as aforesaid shall be levied, except by order of a majority of said Board of trustees, and not by them unless they personally or by proxy, at the time of such levy, represent a majority of the stock of said corporation, and such levy shall be entered upon the records of the

incorporation; but no such assessments shall be levied while any portion of any previous assessment remains unpaid or uncollected, except in cases where all the powers of the corporation have been exercised in accordance with the terms hereof for the purpose of collecting such previous assessment; or is restrained by injunction or other process; in both which cases a further assessment may be levied and collected according to these Articles.

XVIII.

Every order levying an assessment must specify the amount thereof when, to whom, and where payable, and fix a day subsequent to the full term of publication of the assessment notice on which the unpaid assessments shall be delinquent, which shall not be less than thirty or more than ninety days from the date the stock is declared delinquent.

XIX.

Immediately upon making the assessment the Secretary of said corporation shall cause to be published a notice thereof, in conformity with these Articles, said publication to be made at least once a week for four successive weeks in a newspaper of general circulation, published in Salt Lake City or in lieu of said publication, the said Secretary may serve said notice by delivering a copy thereof to each Stockholder of said corporation personally.

XX.

If any portion of the assessment mentioned in said notice remains unpaid on the day specified therein for declaring the stock delinquent, the Secretary shall, unless otherwise ordered by the Board of Trustees, cause to be published in the same paper in which the notice herein provided for shall have been published- or, if the publication of them or either of them shall have ceased, then in some other newspaper or newspapers published at the locality- a notice, which will state in substance the levy of the assessment, the stock which is delinquent, the amount due on such delinquent stock, together with the time and place of sale of such delinquent stock, specifying the number of shares upon which assessments are unpaid, with the number of certificate covering said shares, if certificate or certificates have been issued; if not, then the number of shares and amount due thereon, together with the fact that no certificate or certificates have been issued for such shares, which said notice of sale shall be signed by the Secretary of said corporation, and published for at least thirty days successively previous to the day of sale, in a newspaper published at Salt Lake City

XXI.

By the publication of the notice of sale, as aforesaid, said corporation shall acquire and have jurisdiction to sell and convey a perfect title to all the stock described in said notice of sale, upon which any portion of the assessment or cost of advertising remains unpaid, at the hour appointed for said sale, but must sell no more of said stock than is necessary to pay the assessments due and costs of sale. Said sale shall be made by the Secretary of said corporation or such other person as may be appointed by the Board of trustees, to the highest bidder for cash. The person offering at said sale to pay the assessments and costs for the smallest number of shares or fraction of a share, shall be deemed the highest bidder and the stock so purchased shall be transferred to him on the books of the corporation on payment of the assessment and costs; in default of bidders, said corporation, by its Secretary, or any other officer thereof, may purchase said stock at the amount of assessments and costs due thereon, and any stock so purchased by said corporation shall be subject to the disposal of the Board of Trustees. The time for any sale of delinquent stock, as aforesaid, may be extended from time to time, not exceeding ninety days by order of the Board of Trustees, in which case notice of each extension shall be appended to and published with the original notice of sale.

XXII.

No assessment shall be invalidated by reason of any irregularity in either the notice of assessment or notice of sale, nor in the sale, but in case of any substantial irregularity such assessments shall stand valid, but publication must begin anew.

XXIII.

The publication of notices required by these Articles must be proved by the affidavit of the printer, foreman, or principal clerk of the newspaper in which the same was published, and the affidavit of the Secretary or other person making such sale, shall be prima facie evidence of the time and place of said sale, of the quantity and particular description of the stock sold, to whom and for what price sold, and of the fact of the purchase money having been paid; said affidavits must be filed in the general office of said corporation.

XXIV.

Said corporation, either in Stockholder's Meeting or by its Board of Trustees, may enact a Code of By-Laws for the regulation and government of its affairs and business, which shall not be inconsistent or repugnant to the provisions of these Articles, nor contrary to law.

XXV.

Upon a majority vote of the stockholders at a general meeting, or a special meeting called to consider the question, an office may be established outside of the Territory of Utah, for the transaction of general business, and for the transfer of stock, where the transfer and all the corporate and business books of the corporation may be kept; but the general business office, and the place of election of officers and for publication of notices shall be at Salt Lake City, Utah Territory of Utah, as hereinbefore specified.

IN WITNESS WHEREOF, the said parties to these presents have hereto set their hands and seals the day and year first above written.

	(SEAL)
	(SEAL)
Samuel Peterson Jr	(SEAL)
Walter C. Lyman	(SEAL)
M. B. Whitney	(SEAL)
F. F. Bee	(SEAL)
W. H. Streeper	(SEAL)
	(SEAL)
	(SEAL)
	(SEAL)
	(SEAL)
	(SEAL)

O A T H

TERRITORY OF UTAH)
: SS.
COUNTY OF SALT LAKE)

Samuel Peterson Jr, Walter C. Lyman and M. B. Whitney first being duly sworn upon their oaths state that they are of the corporators who entered into and signed the said agreement incorporating the Utah Implement Company hereto attached, that it is their intention and the bona fide intent of such corporators named in said attached agreement to commence and carry on the business mentioned therein and they affiants verily believe that each party to said agreement has paid, or is able to and will pay the amount of his stock subscribed and that ten per cent. of the stock subscribed for by each shareholder has been paid in.

Samuel Peterson Jr
Walter C. Lyman
M. B. Whitney

Subscribed and sworn to before me this 12th day of December 1893
H. V. Meloy

(SEAL)

Probate Clerk in and for Salt
Lake County, Utah Territory.

ACKNOWLEDGMENT

TERRITORY OF UTAH)
: SS
COUNTY OF SALT LAKE)

On this 12" day of December 1893 before me Jacob B. Blair Probate Judge in and for Salt Lake County Utah Territory personally appeared Samuel Peterson Jr Walter C. Lyman and M. B. Whitney personally known to me to be the persons whose names are subscribed to and described in and who executed the foregoing articles of association and agreement incorporating the Utah Implement Company 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 caused the seal of said Court to be affixed hereto this the day and year first above written.

(SEAL)

Jacob B. Blair
Probate Judge in and for Salt Lake County
Utah Territory
Attest H. V. Meloy
Clerk

UNITED STATES OF AMERICA)
TERRITORY OF UTAH : SS.
COUNTY OF SALT LAKE)

I, H. V. Meloy Clerk of the Probate Court in and for the aforesaid County do certify that The Utah Implement Company has duly filed in my office the Agreement of Incorporation, duly acknowledged together with the oath of incorporation and oath of office and bond of each officer as required by Acts of the Governor and Legislative Assembly of the territory of Utah, entitled "An Act Complying and Amending the Laws relating to Private Corporations approved March 13 1884 and amendments thereto

In Witness Whereof I have hereunto set my hand and affixed the seal of said Court this 12" day of December 1893.

(SEAL)

H. V. Meloy

Clerk of the Probate Court
Salt Lake County, Utah Territory.

TERRITORY OF UTAH)
: SS.
COUNTY OF SALT LAKE)

I, H. V. Meloy, Clerk of the Probate Court in and for the County of Salt Lake, in the Territory of Utah, do hereby certify that the foregoing is a full true, and correct copy of Articles, Oath of Incorporation and Certificate of Incorporation of the Utha Implement Company, as appears of record in my office.

In Witness Whereof, I have hereunto set my hand and affixed the seal of said Court, this 13th day of December, A.D. 1893.

(SEAL)

H. V. Meloy

Clerk of the Probate Court

UNITED STATES OF AMERICA.

STATE OF UTAH)
OFFICE OF THE (SS.
SECRETARY OF STATE)

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 Articles of Incorporation of the Utah Implement Company Filed in this office December 18th, 1893. as the same appears on file in my office.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State of Utah, this 17th day of August A.D. 1899

J. T. Hammond
Secretary of State.

(SEAL)

(U.S.I.R.S.)
(8-17-99)
(J.T.H.)
(10p cancelled)

STATE OF IDAHO, } SS.
COUNTY OF ADA. }

CERTIFICATE.

I, GEO. W. LAMOREAU, Ex-Officio Recorder in and for Ada County, State of Idaho, hereby certify that the annexed is a full, true and correct copy of a certain *Certified Copy of Articles of Incorporation of the Utah Implement Company* from _____ to _____

Numbered *775* as the same appears on file in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official Seal, this *7* day of *September* A. D. 189*9*

Geo. W. Lamoreau
Ex-Officio Recorder.

Deputy.