

ARTICLES OF INCORPORATION

---OF THE---

BOISE AND INTERURBAN RAILWAY COMPANY, LIMITED;

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We, the undersigned, all actual bona fide residents of the State of Idaho, except J. B. Coate a resident of Atlantic, Iowa, in order to form a corporation for the purposes hereinafter stated under and pursuant to the provisions of the laws of the State of Idaho, do hereby certify as follows:-

-FIRST-

The name of the corporation is "Boise and Interurban Railway Company, Limited".

-SECOND-

The purposes for which this corporation is formed, are:-

1: To build, equip, lease, run and operate a railroad from the City of Boise, in the County of Ada, State of Idaho, to the City of Kampa, the City of Caldwell, the City of Payette, and the towns of Emmett, Middleton and Roswell, in Canyon County, in said State, and the town of Pearl, in Boise County, in said State, and to all intermediate points, by steam, gasoline or electric power, or otherwise, and to do each, every and all things necessary or in any way incident to the running and operating of said railway, together with any branches, extensions or connections.

2: To build, equip, lease, run and operate branch, independent or connecting lines of railway from any point on said railway, or elsewhere, to such other place or point, or places, in the State of Idaho, as shall be determined from time to time by the Directors of such corporation.

3: To build, equip and operate, lease, own and control boats,

vessels, barges and other water craft as may be required.

4: To receive, hold, take and convey, by deed or otherwise, as a natural person, such voluntary grants and donations of real estate and other property which may be made to it to aid and encourage the construction, maintenance and accommodation of such railway, and to take, hold, buy, purchase and lease all such real estate and personal property and property of every kind, as may be necessary, or otherwise, for the construction and maintenance of such railway and for its stations, depots or other building necessary in and about the conduct and operation of said railway business, including the owning and operating of parks, resorts and places of amusement, and including also the right to lease, hold, acquire, appropriate or otherwise own, control or acquire real estate or personal property, the waters of navigable or unnavigable streams for the purpose of acquiring power, electricity, light and other purposes.

5: To purchase lands, timber, stone, gravel or other materials to be used in the construction, maintenance and operation of its said road, and acquiring, developing and making its power and all necessary appendages and adjuncts.

6: To do and conduct each, every and all things necessary or incident to a general railway business and to carry persons and property including mail and express, on said railway and its branches and connections, and to receive toll and compensation therefor, and to erect and maintain all necessary and convenient buildings, stations, depots, fixtures and machinery for the accommodation and use of its passenger, freight and other business.

7: To cause such examination and surveys to be made as may be necessary to the selection of the most advantageous route for its railway, and where necessary to appropriate and condemn by proper proceedings its right of way and such other property as may be necessary for the maintenance, construction and operation of such railway, in-

cluding the right to acquire and condemn and take real property and the waters of navigable and unnavigable streams for the purpose of creating power and electricity with which to conduct and operate said railway business.

8: To construct, maintain and operate upon and along the line of said railway and its branches or independent or connecting lines, telegraph and telephone lines and lines for the transportation of power and light, and to do a general express business, either independently or in connection with other railway or railroad companies, telegraph, telephone, light and power companies, boats, barges and other water craft, and other transportation companies, and to contract with said companies or either of them for the construction, maintenance and operation of such telegraph, telephone, power, light, express and transportation business.

9: To borrow money for the purposes of said corporation on bonds, notes, bills, acceptances or otherwise at such rate of interest and upon such terms and under such conditions as the Directors of said corporation shall deem best for the interest of said corporation, and to secure the payment of the same by mortgage upon the property of said corporation, including its franchises, or upon any part thereof, or by such other security or securities as the Board of Directors may from time to time determine upon.

10: To sue or be sued, and to adopt and use a corporate seal.

11: The corporation shall have power to conduct its business in other states and territories as well as within the State of Idaho, and to have one or more offices outside of the State of Idaho and at such place or places within or without the State of Idaho for the transaction of any business of the corporation as the Directors may by resolution or by the by-laws provide or designate, and to hold, purchase, mortgage and convey real and personal property out of this state, and to do and transact any business in other states which it might or could do in this state.

under these articles and the laws of this State.

12: The business or purpose of this corporation is from time to time to do any one or more of the acts and things herein set forth, and generally to do all things of whatsoever kind and nature pertaining to, connected with, or in any way related to the conduct and management, whether directly or indirectly of the business and purposes of its incorporation, as herein set forth.

- THIRD -

The place where the principal business of this corporation is to be transacted is the City of Boise, County of Ada, State of Idaho.

- FOURTH -

The term for which this corporation shall exist is Fifty years.

- FIFTH -

The number of Directors of this corporation shall be seven (7) and the names and residences of those who are appointed for the first year from and after the date of the incorporation of this company, are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
W. E. Pierce,	Boise, Idaho.
Edgar Wilson,	Boise, Idaho.
L. A. Coate,	Boise, Idaho.
J. A. Pinney,	Boise, Idaho.
M. B. Gwinn,	Boise, Idaho.
Alfred Hoff,	Boise, Idaho.
J. E. Clinton Jr.,	Boise, Idaho.

The number of Directors of this corporation which shall constitute a quorum for the transaction of business, shall be four (4) and any decision by a majority of such quorum of the Board shall be valid as a cor-

porate act.

All meetings of the Board of Directors may be held at the principal office of the corporation in this State, or at such other place or places within or without this State for the transaction of any business of the corporation as the Directors may by resolution or by the bylaws provide.

At least one member of the Board of Directors shall be a resident of the State of Idaho, and no other qualification as to the residences of Directors shall be necessary.

These articles of incorporation may be amended in any respect conformable to the laws of this State, by a vote representing at least a majority of the outstanding capital stock, at a stockholders meeting called for that purpose as provided by law; provided that the original purposes of the corporation shall not be altered, nor shall the capital stock be diminished to an amount less than fifty per cent in excess of the indebtedness of the corporation; provided further that the personal or individual liability of the holder of fully paid capital stock for assessments, or for obligations of the corporation, shall not be changed without the consent of all the stockholders.

The stockholders of this corporation shall not be individually liable for the debts of the corporation.

This corporation shall be subject to all the duties imposed upon it by law and shall have and possess all the powers and privileges conferred by the laws under which it is organized, or which are contained in these articles of incorporation.

- SIXTH -

The amount of capital stock of this corporation is Five Million (\$5,000,000) Dollars, divided into Fifty Thousand (50,000) shares of the par value of One Hundred (\$100) Dollars each.

- SEVENTH -

The amount of the capital stock actually subscribed is Two thous-

and and sixty (2,060) shares, which is subscribed for by the following persons, each subscribing for the number of shares set opposite his respective name:

NAME:	ADDRESS:	NUMBER OF SHARES:
W. E. Pierce,	Boise, Idaho,	Two Hundred and fifty (250)
Edgar Wilson,	Boise, Idaho,	One Hundred (100)
L. A. Coate,	Boise, Idaho,	One Hundred (100)
J. A. Pinney,	Boise, Idaho,	One Hundred (100)
M. B. Gwinn,	Boise, Idaho,	One Hundred (100)
Alfred Koff,	Boise, Idaho,	Ten (10)
J. E. Clinton Jr.,	Boise, Idaho,	One Hundred (100)
J. M. Haines,	Boise, Idaho,	One Hundred (100)
L. H. Cox,	Boise, Idaho,	One Hundred (100)
A. B. Kohny,	Boise, Idaho,	One Hundred (100)
Leo J. Falk,	Boise, Idaho,	One Hundred (100)
G. C. Anderson,	Boise, Idaho,	One Hundred (100)
George Collister,	Boise, Idaho,	One Hundred (100)
J. B. Coate,	Atlantic, Iowa,	One Hundred (100)
A. E. Carlson,	Boise, Idaho,	One Hundred (100)
John Lemp,	Boise, Idaho,	One Hundred (100)
Lee Bunch,,	Garden Valley, Idaho,	One Hundred (100)
W. H. Ridenbaugh,	Boise, Idaho,	One Hundred (100)
Frank R. Gooding,	Boise, Idaho,	One Hundred (100)
C. W. Moore,	Boise, Idaho,	One Hundred (100)

-EIGHTH-

The estimated length of the road, telegraph, telephone, light and power lines to be constructed by this corporation is 140 miles.

The Board of Directors of this corporation may appoint an executive Committee of its members equal in number to a quorum of the Board, and

such committee shall have all the powers, rights and privileges of the Board of Directors and may meet at such times and places as the Board of Directors may by resolution or by the by-laws prescribe, and the acts of such committee shall in all matters be valid as against the corporation.

all meetings of the stockholders and members of this corporation shall be held at the office of the corporation at its principal place of business within this state. Meetings of the Board of Directors or of the Executive Committee may be held at the principal place of business of the corporation in this State, or at any place outside of this state or elsewhere within this state when such places of business are designated either by these articles of incorporation or by the by-laws, or by resolution of the Board of Directors.

IN WITNESS WHEREOF, We have hereunto set our hands and seals
this 29th day of July 1905.

W. B. Pierce (SEAL)
Walter Wilson (SEAL)
L. A. Coate (SEAL)
J. A. Pinner (SEAL)
M. E. Gwinn (SEAL)
Alfred Hoff (SEAL)
J. E. Clinton Jr. (SEAL)
J. M. Haines (SEAL)
L. H. Cox (SEAL)
A. B. Kohler (SEAL)

Leo J. Falk (SEAL)

C. C. Anderson (SEAL)

George Colliester (SEAL)

J. B. Coats (SEAL)

A. E. Carlson (SEAL)

John Lemp (SEAL)

Lee Bunch (SEAL)

W. H. Hidenbaugh (SEAL)

Frank R. Gooding (SEAL)

C. W. Moore (SEAL)

State of Idaho)
)ss
County of Ada)

On this sixteenth day of August in the year 1905, before me, Wm R.Prinn, a Notary Public in and for said County, personally appeared W.E.Pierce, Edgar Wilson, L.A.Coate, J.A.Pinney, M.E.Gwinn Alfred Eoff, J.E.Clinton Jr., J.M.Haines, L.H.Cox, A.B.Kohby, Leo J. Falk, George Collister, J.B.Coate, A.E.Carlson, John Lemp, Lee Bunch W.H.Ridenbaugh, Frank R.Gooding, and C.W.Moore, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

Wm R.Prinn

(Seal)

Notary Public

State of New York)
) ss.
County of New York)

On this Twenty ninth day of July in the year 1905, before me James Barrett a Notary Public in and for said County, personally appeared C.C.Anderson, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

James Barrett

Notary Public

N.Y.Coy

(Seal)

My commission expires March 30/06