

---oo)--ARTICLES OF INCORPORATION.--(oo---

of the

SMUIN & THOMAS COMPANY.

---oo)O(Oo---

UNITED STATES OF AMERICA.

.....:K
STATE OF UTAH, :
COUNTY OF WEBER, :
.....:K

ss.

THIS AGREEMENT made and concluded this 30th day of June, A.D., 1899, by and between Thomas G. Thomas, John Smuin, W. F. Adams, A. T. Schroeder and L. B. Adams, WITNESSETH:

WHEREAS the undersigned are desirous of associating themselves for the purpose of establishing and conducting a general merchandise business within the State of Utah, and holding property therein, and of incorporating for that purpose under and in pursuance of the laws of the 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 "SMUIN & THOMAS COMPANY", and shall be and is formed and organized at Ogden City, Weber County, State of Utah.

II.

That the names of the parties to this agreement, who are the incorporators of the Incorporation and their places of residence in full are as follows, to-wit:--

THOMAS G. THOMAS,
JOHN SMUIN,
W. F. ADAMS,
A. T. SCHROEDER,
L. B. ADAMS,

Ogden, Utah.
Ogden, Utah.
Ogden, Utah.
Salt Lake City, Utah.
Ogden, Utah.

(2)

III.

That the corporation herein provided for and hereby created, shall exist and continue for the term of Twenty (20) years, unless sooner dissolved or dis-incorporated, according to law.

IV.

That the object, business and pursuit of said corporation is and shall be to carry on and conduct the business of a general merchandise store in the City of Ogden, State of Utah.

V.

That the place of the general Office of said Corporation, and of the general financial and commercial business thereof, shall be at Ogden, Weber County, Utah.

VI.

That the amount of the capital stock of said Corporation shall be Twenty Thousand (\$20,000) Dollars, which shall be divided into Twenty Thousand shares of the face or par value of One Dollar each.

VII.

That the amount of stock subscribed and taken by each of the Corporators above named, parties to this agreement, is as follows, to-wit:

W. F. ADAMS	One Share.
A. T. SCHROEDER,	One Share.
THOMAS G. THOMAS,	One Share.
JOHN SMITH,	One Share.
L. B. Adams,	One Share.
W. F. ADAMS,)	
B. R. WELLS,) Trustees,	19,995. Shares

VIII.

That the officers of said Corporation shall be :--

FIRST.-- A Board of Five Directors.

SECOND.-- A President.

THIRD.-- A Vice-President.

FOURTH.-- A Secretary and Treasurer.

All of whom shall be elected from the Board of Directors.

IX.

The following named persons, parties hereto, shall be Directors

and officers of said corporation until the 15th day of January, A.D. 1900, and until their successors shall have been duly elected and have qualified, viz:

W. F. ADAMS.

JOHN SMITH.

THOMAS G. THOMAS.

A. T. SCHROEDER.

D. B. ADAMS.

And that of ~~the~~ said Board the said Thomas G. Thomas shall be President, the said John Smith, Vice-President, and the said William F. Adams shall be Secretary and Treasurer, who shall hold their term of office for the same length of time, unless in the meantime the Board of Directors shall select others to fill their places.

X.

That the term of Office of all the officers of this Corporation, except for the first term provided for in Article IX., shall be for One year, and until their successors shall be duly elected and qualified, provided that in case of death or resignation, the vacancy may be filled by the Board of Directors, until the next regular stockholders meeting.

A majority of the Board of Directors shall constitute a quorum

XI.

That the annual stockholders meeting of said Corporation for the election of officers, and for the transaction of any such other business as shall lawfully come before it, shall be held on the 15th day of January, in each year, at Ogden, Utah, at the General Office of said Corporation, in the County of Weber, State of Utah, a representation of a majority of the Capital stock of said Incorporation shall be necessary to legally hold said meeting, or any Stockholders' Meeting of said Corporation, either general or special. The officers of said Corporation shall be elected 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 stock, and

representation by proxy, duly appointed, shall be allowed at all meetings of said corporation, 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 Ogden City, Weber County, Utah, on the 15th day of January, 1900, and annually thereafter, and it is hereby provided that a failure to hold said 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 in Ogden, 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 Stockholders meetings by publication thereof as aforesaid, and of all special stockholders meetings by publication thereof, in the same manner, but specifying the purpose of which any special meeting is called.

XII.

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 said 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 Directors.

XIII.

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

XIV.

That said Corporation shall, and hereby does purchase, take receive and hold the following described personal property in full payment of and for all the capital stock of said corporation, to-wit:

All of the merchandise, cash-book accounts, fixtures, etc., of SEMIN & THOMAS, Ogden, Utah; a more complete and itemized statement of which will be found in the Bill of Sale this day made by said Semin and Thomas to said Corporation.

XV.

Said Corporation, at any Stockholders' meeting duly called, may enact a Code of By-Laws for the regulation and government of its affairs and business, which shall not be inconsistent with or repugnant to the provisions of these Articles, nor contrary to law.

XVI.

Upon a two-thirds vote of the stockholders at any General stockholders meeting or special meeting called to consider the question, a place of business may be established outside of the City of Ogden for the transaction of the business of this corporation, but the general office and place for the election of officers, and for the publication of Notices, shall be at Ogden, Weber County, State of Utah.

(Signed)

W. F. Adams, }
B. R. Wells, } Trustee.

A. T. Schroeder, ~~Tr.~~

John Semin.

Thomas G. Thomas.

L. B. Adams.

W. F. Adams.

::::::::::::::X
 STATE OF IOWA, :
 :
 COUNTY OF WYOMING, :
 :
 ::::::::::::::X

ss.

Comes now, Thomas G. Thomas, John Smuin, W. F. Adams, A. T. Schroeder, and L. B. Adams, being each of them first duly sworn upon their oath says that they will discharge the duties of the respective offices to which they are appointed by the foregoing Atticles of Incorporation to the best of their judgment, and that they will not do, nor consent to the doing of any matter or thing relating to the business of the said corporation, with intent to defraud any stockholder or creditor or the public.

(Signed) A. T. Schroeder.
 John Smuin.
 Thomas G. Thomas.
 L. B. Adams.
 W. F. Adams.

Subscribed and sworn to before me this
 25th day of July A.D., 1899.

(Signed) George McCormick

Notary Public.

(Seal.)

.....X
STATE OF UTAH, :
COUNTY OF WEBER, :
.....X

ss.

W. F. ADAMS, THOMAS G. THOMAS, and JOHN SEMIN,
being each duly sworn upon their oath, says that he is one of the in-
corporators of the SEMIN & THOMAS COMPANY named in the foregoing Articles
of Incorporation. That it is the bona fide intention of said incorpora-
tors to commence and carry on the business named in the Articles of
Agreement, and that each party to said agreement has paid in full for
the stock by him subscribed.

That these affiants and each of them are acquainted with the
property referred to, and that it is reasonably worth the sum of Twenty-
Thousand Dollars in cash, for which it was accepted by said corporation.

(Signed) W. F. Adams.

John Semin.

Thomas G. Thomas.

Subscribed and sworn to before me:

this 25th day of July A.D., 1899.

(Signed) George Mc Cormick.

Notary Public.

(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 Articles of Incorporation of *together with the oath of each officer*

Amieir and Thomas Company
deposited, filed and recorded in my office on the *25th* day of *July*

A. D. *1899*, 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 *17* day of

December, A. D. *1900*

C. R. Hollingsworth
COUNTY CLERK.

By *J. J. [Signature]*
DEPUTY CLERK.

