



Office of the
Secretary of State

I, David Mattson, Secretary of State of the State of Utah, do hereby certify that the attached is a full, true and correct copy of a Certified Copy of the Articles of Incorporation of the _____

OGDEN, LEWISTON AND NORTHERN RAILROAD COMPANY _____

as filed in this office April 22nd, 1913; also copy of the Amendment filed in this office June 26th, 1913, _____

as appears of record *in my office.*

In Witness Whereof, *I have hereunto set my hand and affixed the Great Seal of the State of Utah, this* 26th *day of* JUNE *A. D. 1913.*

David Mattson
Secretary of State.

By-

T. F. Hallock
Deputy.

ARTICLES OF INCORPORATION

of the

OGDEN, LEWISTON AND NORTHERN RAILROAD COMPANY.

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STATE OF UTAH *
CITY OF LOGAN *
COUNTY OF CACHE * SS.
UNITED STATES OF *
AMERICA. *

THIS AGREEMENT, made and entered into at Logan City, Cache County, State of Utah, this 19th day of April, A.D. 1913, by and between Fred W. Crockett, A. L. Hyer, M. Pond, T. S. Karren, B. Pond, George E. Telford, John Johnson, Edwin Bodily Sr., Morris J. Swinyard and George S. Obray,

WITNESSETH: That whereas the said persons are desirous of associating themselves for the purpose of establishing and conducting business, and are desirous of forming a corporation under the laws of the State of Utah, they do hereby certify, declare and agree as follows, to-wit:

ARTICLE 1.

That the name of the corporation is and shall be OGDEN, LEWISTON AND NORTHERN RAILROAD COMPANY, and shall be and is formed and organized at Logan City, Cache County, State of Utah.

ARTICLE 2.

That the names of the incorporators, their respective places of residence, and the amount of stock subscribed by each, is as follows to-wit:

NAME.	RESIDENCE	NUMBER OF SHARES.
Fred W. Crockett	Logan, Utah	80 shares
A. L. Hyer	Lewiston, Utah,	80 shares
M. Pond	Lewiston, Utah,	80 shares
T. S. Karren	Lewiston, Utah,	80 shares
B. Pond	Lewiston, Utah,	80 shares
George E. Telford	Lewiston, Utah,	80 shares
John Johnson,	Millville, Utah,	80 shares

Edwin Bodily Sr.,	Fairview, Idaho,	80 shares
Morris J. Swinyard,	Lewiston, Utah,	80 shares
George S. Obray,	Paradise, Utah	80 shares

ARTICLE 3.

That said corporation shall exist for the term of one hundred years unless sooner dissolved according to law.

ARTICLE 4.

The object, business and pursuit of this corporation shall be to own, promote, buy, sell, acquire, build, equip, operate and maintain railways for the transportation of freight, passengers, express and mail; street railways in cities and villages and interurban railways for the transportation of freight, passengers, express and mail; telegraph and telephone lines and electric lines for the transmission of electric energy of every kind and nature, within the states of Utah and Idaho; to own, purchase, lease, acquire, construct, improve, maintain, operate, buy, sell and exchange power plants of any and every kind; to generate, manufacture and transmit electric power for profit; to construct, purchase, own, maintain, sell, lease, use and operate dams, ditches, irrigation canals, reservoirs, water powers, parks, pleasure resorts, pleasure craft, places and features of amusement, inns, hotels and eating houses; to contract with persons, corporations, associations and municipalities for franchises, franchise rights, pleasure privileges, concessions, application and transmission of energy for private or public use and benefit; to purchase, contract for, use and receive power transmitted to it by any other persons or corporation and to do and perform any and all things incident to the grants herein, for hire, profit or public benefit; to use in and about the performance of the things herein authorized; electricity, gas, gasoline, steam, compressed air, water power or any other form of motive power developed by this corporation or secured in any other manner and to purchase, hold, lease and otherwise acquire real estate in the states of Utah and Idaho to be used for rights-of-way, depots, depot grounds, railroad yards, pleasure parks, lakes, water ways, power plants, overhead transmission lines, underground conduits, terminal and storage facilities and to

improve, sell, convey, encumber, sub-let or otherwise use, utilize and dispose of same; to lease, assign, sell, sub-let, transfer, bond, mortgage and deliver any and all of its property, property rights, privileges, concessions, franchises, contracts and interests for any lawful purpose, specifically being authorized to negotiate and agree with any person, association, corporation, trust company or trustee for the exchange of its bonds, stocks, and other obligation for funds out of which to meet expenses of survey, construction equipments, maintenance, development and extension and to contract with a construction company or companies for the construction and completion of the railway or railways herein specified and to issue to such construction company binding obligations to pay for service and orders upon funds available; and in general to do and perform each and everything lawful by it deemed requisite, incidental to, convenient, proper or expedient to be done and performed in and about the carrying out of the plans and purposes of the corporation; all within the states of Utah and Idaho, United States of America.

ARTICLE 5.

The railroad to be owned, purchased, constructed, equipped, maintained and operated by this corporation at the present time shall extend from the City of Ogden, in Weber County, State of Utah, to the village of Preston, in Franklin County, State of Idaho, having a total length of approximately eighty (80) miles, and being more particularly described as follows, to-wit:

Beginning at a point in or near the said City of Ogden and thence in a northeasterly direction through Ogden Canyon in the said County of Weber and through or near the towns of Huntsville, Eden and Liberty in what is known as Ogden Valley, in said Weber County, thence in a northerly direction in the Counties of Weber and Box Elder to the southern boundary line of Cache County, thence in a northerly direction through said County of Cache, in the State of Utah, running between the towns of Avon, Paradise, Hyrum, Wellsville, Millville, Providence, Logan, Hyde Park, Smithfield, Richmond and Lewiston to the southern boundary of the State of Idaho, thence in a northerly direction in Franklin

County, in the State of Idaho, between the towns of Fairview and Preston, to Preston, Idaho.

ARTICLE 6.

That the general place of business and the general office of the corporation shall be at Logan City, CacheCounty, State of Utah.

ARTICLE 7.

That the capital stock of the corporation shall be ONE HUNDRED THOUSAND dollars, which shall be and is divided into ONE THOUSAND shares of the par value of one hundred dollars each.

ARTICLE 8.

That the officers of the corporation shall consist of seven directors, from among whom shall be chosen a President, a Vice-President a Secretary and a Treasurer. Said offices of Secretary and Treasurer may be held by the same person. All of said officers must be stockholders in the corporation. Such other and additional officers may be appointed by the board of directors as may be deemed necessary for the proper conduct of the business of the corporation.

ARTICLE 9.

That the term of office of the officers of the corporation, except as provided in Article 10, below, shall be one year and until their successors are duly elected, or appointed, and qualified.

ARTICLE 10.

That the following named persons shall be the directors of the corporation until the first annual meeting of the stockholders of the corporation; Fred W. Crockett, A. L. Hyer, M. Pond, T. S. Karren, John Johnson, Morris J. Swinyard and George S. O Bray, and the said Fred W. Crockett shall be President, and the said A. L. Hyer shall be Vice-President, and the said Morris J. Swinyard shall be Secretary and Treasurer.

ARTICLE 11.

That the annual stockholders meeting for the election of officers, and for the transaction of such other business as may properly come before the meeting, shall be held at the place of business of the

corporation, at Logan City, State of Utah, on the second Monday in January, 1914, and annually thereafter, at such hour of the day as may be designated and announced by the Secretary of the Corporation. Due notice of the annual meeting shall be given to each stockholder by the Secretary of the Corporation. Said notice shall be in writing and may be delivered by mail, postage prepaid, or in any other manner of delivery best suited to the needs of the corporation.

Voting at all stockholders meetings, whether special or otherwise, shall be done by ballot, and each stockholder shall be entitled to as many votes as he holds shares of stock in the corporation, and representation by proxy, at any and all stockholders meetings, shall be allowed.

ARTICLE 12.

Special stockholders meetings may be called as provided by law, and notice of such meetings shall be given to each stockholder by registered mail, postage prepaid, at least ten days prior to the day on which the meeting is to be held; provided, that no notice of a special meeting of stockholders need be given where all stockholders are present, either in person or by proxy, and voting at such meeting.

ARTICLE 13.

Any officer may resign by giving written notice thereof to the board of directors, and any officer may be removed in the manner provided by Section 327 of the Revised Statutes of Utah, 1907, and any vacancy caused by either death, resignation or removal, may be filled by appointment of the board of directors until the next annual meeting of the stockholders.

ARTICLE 14.

The officers specifically named in Article 8, above, shall be voted for and elected at the annual meeting of the stockholders in each year, and the majority of the votes of the stock represented at such meeting shall be sufficient for election in each and all cases.

ARTICLE 15.

The stock of the corporation, when issued, shall be fully paid and non-assessable, and the capital stock, except as herein

subscribed, may, under the direction of the board of directors, be issued in ixchange for cash, lands, lots, labor or any other valuable property consideration and may be sold at the market value thereof.

ARTICLE 16.

That a majority of the members of the board of directors of the corporation shall be necessary to constitute a quorum, and such majority shall be authorized to transact the business and exercise the corporate powers of the corporation.

ARTICLE 17.

That the private property of the stockholders of the corporation shall not be liable for the debts and liabilities of the corporation.

ARTICLE 18.

That these articles of incorporation may be amended as provided by law.

ARTICLE 19.

That the board of directors of the corporation may enact a code of by-laws not in conflict with these articles, nor contrary to law.

IN WITNESS WHEREOF the said parties have hereunto set their hands the day and year first above written.

Fred W. Crockett,
A. L. Hyer,
M. Pond,
T. S. Karren,
B. Pond,
Geo. E. Telford
John Johnson
Edwin Bodily Sr.
Morris J. Swinyard,
Geo. S. Obray.

STATE OF UTAH)
) SS
COUNTY OF CACHE)

BE IT REMEMBERED that on this 19th day of April, A.D. 1913, before me John A. Crockett, a Notary Public, in and for Cache County, State of Utah, personally appeared Fred W. Crockett, A. L. Hyer, M. Pond, T. S. Karren, B. Pond, George E. Telford, John Johnson, Edwin Bodily Sr., Morris J. Swinyard and George S. Obray,

the signers of the above and foregoing Articles of Incorporation, who duly acknowledged to me that they signed and executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal at Logan City, Cache County, State of Utah, this 19th day of April, A. D. 1913.

John A. Crockett,

SEAL.

Notary Public.

My Commission expires July 4th, 1914.

AFFIDAVIT.

STATE OF UTAH)
) ss.
COUNTY OF CACHE)

Fred W. Crockett, A. L. Hyer and Morris J. Swinyard, being each duly sworn, each on oath deposes and says: That he is one of the persons named in the foregoing articles of agreement; that it is bona fide his intention and the intention of the said corporation to commence and carry on the business mentioned in the said articles of agreement, and that he verily believes that each party to the said articles of agreement has paid in full for the amount of stock subscribed for by him; that at least ten per cent. of the stock subscribed for by each stockholder and not less than ten per cent. of the entire capital stock of the corporation has been paid at the date of the signing of said articles of agreement.

Fred W. Crockett.

A. L. Hyer.

Morris J. Swinyard.

Subscribed and sworn to before me this 19th day of April, A.D. 1913.

John A. Crockett.

My Commission expires July 4th, 1914.

Notary Public.

SEAL.

STATE OF UTAH)
) SS.
COUNTY OF CACHE)

I, the undersigned, County Clerk in and for the County of Cache, State of Utah, do hereby certify that the foregoing is a full, true and correct copy of the Articles of Agreement of the OGDEN, LEWISTON AND NORTHERN RAILROAD COMPANY, and oath or affirmation of the Incorporators; And I further certify that the said corporation has duly filed in my office the Agreement of Incorporation, together with the oath or affirmation of the Incorporators and oath of office of each officer, as required by Chapter I of Title 14, Compiled Laws of Utah, 1907.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official
seal this 21st day of April 1913.

A. B. Chambers,

SEAL.

County Clerk.

Endorsed: Articles of Incorporation of Ogden, Lewiston and Northern Railroad Company. Filed and Certificate issued, this 22nd day of April 1913. David Mattson, Secretary of State.

A M E N D M E N T.

AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE OGDEN, LEWISTON
& NORTHERN RAILROAD COMPANY;

At a special meeting of the stockholders of the Ogden, Lewiston & Northern Railroad Company, held on the 24th day of June A.D. 1913, at the office of said company at Logan City, Cache County, State of Utah, at which meeting all the stockholders of said company were present and voted in favor of the amendment herein set forth, the following resolution was adopted, to wit:

"Be it resolved that articles five (5) and seven (7), respectively of the articles of incorporation of the Ogden, Lewiston & Northern Railroad Company, be amended so as to read as follows:

ARTICLE 5.

The railroad to be owned, purchased, constructed, equipped, maintained, and operated by this corporation at the present time shall extend from the City of Ogden, in Weber County, State of Utah, to the town of Alexander, in Bannock County, State of Idaho, having a total length of approximately one hundred fifty (150) miles, including spur and side tracks, and being more particularly described as follows, to wit:

Beginning at a point in or near the said City of Ogden, and thence in a northeasterly direction through Ogden Canyon in the said County of Weber, and through or near the towns of Huntsville, Eden and Liberty in what is known as Ogden Valley, in said Weber County, thence in a northerly direction in the Counties of Weber and Box Elder to the southern boundary line of Cache County; thence in a northerly direction through said County of Cache, in the State of Utah, running near or between the towns of Avon, Paradise, Hyrum, Wellsville, Millville, Providence, Logan, North Logan (formerly Greenville), Hyde Park, Smithfield, Richmond and Lewiston to the southern boundary of the State of Idaho, thence in a northerly direction in the Counties of Franklin and Bannock, State of Idaho, near or between the towns of Fairview, Preston, Riverdale, Minkcreek,

Cleveland, Perry, Lago, Thatcher, Niter and Grace, to Alexander in the State of Idaho, the course of the road through said Franklin and Bannock Counties following approximately the channel of Bear River through what is known as "Gentile Valley".

ARTICLE 7.

That the capital stock of the corporation shall be ONE HUNDRED AND FIFTY THOUSAND (\$150,000.00) DOLLARS, which shall be and is divided into FIFTEEN HUNDRED shares of the par value of ONE HUNDRED (\$100.00) DOLLARS each."

We hereby certify that more than ten per cent. of the said \$150,000.00 has been subscribed and paid.

Dated at Logan City, Cache County, State of Utah, this 25th day of June A.D. 1913.

Fred W. Crockett.

President.

Morris J. Swinyard, Secretary.

SEAL.

STATE OF UTAH)
) ss
COUNTY OF CACHE.)

I A. B. Chambers, Clerk, in and for the county of Cache, State of Utah, do hereby certify that the above and foregoing is a full, true and correct copy of the Amendment to the Articles of Incorporation of the Ogden, Lewiston and Northern Railroad Company, as the same appears on file and of record in my office.

In Witness Whereof I have hereunto set my hand and affixed my official seal this 25th day of June, A.D. 1913.

SEAL.

A.B. Chambers.
Clerk.

ENDORSED: Amendment to Articles of Incorporation of Ogden, Lewiston, & Northern Railroad Company, Filed and Certificate issued this 26th day of June, 1913.

STATE OF IDAHO)
) SS.
COUNTY OF FRANKLIN.)

I JOHN A. Kofoed Clerk of the District Court, Auditor and Recorder in and for said County and State here by Certify that the above and foregoing is a full, true and correct copy of the original Articles of incorporation and Designation of Agent of OGDEN, LEWISTON and NORTHERN RAILROAD COMPANY, as the same appears of record or on file in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Preston Idaho, this 2nd, day of July A.D. 1913.

John A. Kofoed
Clerk of District Court, Auditor and Recorder.