

ARTICLES OF INCORPORATION

of

WM. W. BURTON and SONS COMPANY.

--000--

UNITED STATES OF AMERICA,)

STATE OF UTAH,)

COUNTY OF WEBER.)

ss.

The undersigned, whose full names and

places of residence are:

William W. Burton, of Ogden City, in Weber County State of Utah.

Rachel F. Burton, " " " " " " " " " "

Ellen F. Burton, " " " " " " " " " "

Mercy R. Burton Stevens, " " " " " " " " " "

Robert I. Burton, " " " " " " " " " "

Vilate P. Burton, " " " " " " " " " "

Joseph F. Burton, of Salt Lake City, Salt Lake County State " "

being desirous of associating themselves together for the purpose of owning and carrying on a general mercantile, manufacturing and commercial business, and of incorporating for that purpose under and in pursuence of the laws of the State of Utah, do hereby certify and agree as follows:

FIRST.

The name of the corporation hereby formed shall be WM. W. BURTON and SONS COMPANY, and said corporation is organized at Ogden City in the County of Weber and State of Utah.

SECOND.

The corporation shall exist for a period of ONE HUNDRED YEARS unless sooner dissolved according to law.

THIRD.

The business and pursuit of the corporation shall be to manufacture buy, sell and dispose of all kinds of merchandise, farm and dairy products and other personal property, and to carry on a general wholesale and retail merchandising business; with power in conn-

action therewith to acquire, buy, sell, own and hold shares of the capital stock of other corporations, also to acquire, own hold, sell and dispose of such real and personal property as may be deemed for the best interests of the corporation.

FOURTH.

The place of the general business of the corporation shall be at Ogden City, in the County of Weber and State of Utah, but there shall be a branch office and place of business at Afton in the County of Uinta, State of Wyoming, and such other branch offices within or without the State of Utah as the Board of Directors of the company may, from time to time, order and direct.

FIFTH.

The amount of capital stock of the corporation shall be ONE HUNDRED THOUSAND DOLLARS divided into ONE THOUSAND SHARES of the demonination of ONE HUNDRED DOLLARS each.

SIXTH.

The amount of capital stock subscribed for by each of the incorporators, parties hereto, is as follows:

William W. Burton,	744 shares	\$74,400.00
Rachel F. Burton,	1 share	100.00
Ellen F. Burton	1 share	100.00
Mercy R. Burton Stevens	1 share	100.00
Robert I. Burton	1 share	100.00
Vilate P. Burton,	1 share	100.00
Joseph F. Burton,	1 share	100.00
T o t a l	750 shares.	<u>\$75,000.00</u>

SEVENTH.

The Two Hundred and Fifty shares of the capital stock which have not been subscribed for shall be Treasury Stock and shall not be voted until sold, but the Board of Directors is authorized to sell ~~not~~ the same, at any time, at not less than its par value.

EIGHTH.

The officers of the corporation shall consist of a board of seven directors, a President, a Vice-President, a Secretary and a Treasurer each of whom to be eligible to election must be the owner and holder, in his or her own name, of at least one share of the capital stock of the corporation, as shown by the books of the corporation, and such officers as the Board of Directors may, from time to time, see fit to appoint.

NINTH.

Within ten days after the election of the Board of Directors they shall hold a Directors meeting and elect from their own number a President, and a Vice-President, and from their own number or otherwise, in the discretion of the Board, a Secretary and a Treasurer; but the offices of Secretary and Treasurer may be held by one person whenever in the judgement of the Board of Directors the best interests of the corporation will be promoted thereby.

TENTH.

There shall be an annual meeting of the stockholders at the general offices of the corporation at Ogden City in the County of Weber and the State of Utah, on the first Monday of February of each year, commencing with the year 1905, at such hour as the President of the Board of Directors may determine, for the purpose of electing a Board of seven Directors, and transacting such other business as may be deemed necessary or convenient for the welfare of the corporation. The President or Board of Directors may direct the calling of special meetings of the stockholders at such times as he or they may deem necessary. The Directors of the corporation shall be elected by ballot and the person receiving a majority of the votes cast shall be deemed and declared duly elected. Each stockholder shall be entitled to as many votes as he or she holds shares of capital stock, and ~~of the stockholders~~ representation by proxy, duly appointed, shall be allowed at all meetings of the stockholders, whether annual or special. A failure to hold any

annual or special meeting of the stockholders on a day or at the time 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 ten days previous notice thereof by mailing notice to each stockholder of record as hereinafter provided.

The Secretary shall, or in case of his failure so to do, any other officer of the corporation may give ten days previous notice of all annual or special meetings of the stockholders by mailing notices as aforesaid. The notice must specify the purpose or purposes for which such meeting is called. Notice of any annual or special meeting may be served by the Secretary or other officer, as the case may be, by delivering a copy thereof to each stockholder of such corporation, personally, or by depositing copies thereof in the post office at Ogden in the County of Weber, State of Utah, with the postage prepaid thereon, at least ten days prior to the date of any such meeting, addressed to the several addresses of the stockholders.

ELEVENTH.

The term of office of all officers, except when a vacancy is filled, and except as provided in Article Twelve, shall be one year and until their successors are elected and qualified.

TWELFTH.

Until the annual meeting of the stockholders on the first Monday in February, 1905, and the election and qualification of officers thereafter, the following named persons shall be Directors of this corporation, to wit:-

William W. Burton, Rachel F. Burton, Ellen F. Burton, Joseph F. Burton, Mercy R. Burton Stevens, Robert I. Burton and Vilate P. Burton; and the said William W. Burton shall be President, Joseph F. Burton shall be Vice-President, and the said Mercy R. Burton Stevens shall be Secretary and Treasurer.

THIRTEENTH.

The Board of Directors may fill vacancies occurring in the Board or any of the officers of the corporation until the next

annual meeting of the stockholders for the election of officers.

FOURTEENTH.

The Board of Directors may enact ^{by} laws for the conduct, regulation and management of the business affairs of the corporation, subject to the approval of the stockholders in a general meeting thereof to be called and held for that purpose.

FIFTEENTH.

Any director or other officer of the corporation may be removed from office ^{for} conduct prejudicial to the interest of the corporation, by a two thirds vote of the out standing capital stock at a meeting duly called and held for that purpose, after previous notice to the party proposed to be removed, of the time and place and of the intention to propose such removal. Special meetings of the stockholders for ~~this~~ purpose may be called by the president or by the board of directors or by stockholders holding at least one half of the shares of outstanding capital stock. Notice of all such meetings must be given in the manner provided in these articles for the giving ^{of} notice of other meetings of the stockholders, And the director or other officer sought to be removed from office shall have an opportunity to be heard in his own defense before any such vote for his removal shall be taken by the stockholders.

SIXTEENTH.

Any officer of the corporation may resign his office by giving the board of directors thirty days notice in writing before the same is to take effect; but the same may be accepted by the board of directors on shorter notice.

SEVENTEENTH.

Four directors shall be necessary to form a quorum of the board of directors and transact the business and exercise the corporate powers of the corporation.

EIGHTEENTH.

The private property of the stockholders shall not be liable for the debts or liabilities of the corporation.

NINETEENTH.

This corporation shall and does hereby accept in full payment of the seventy-five thousand dollars of the capital stock subscribed for the incorporators hereof, the real and personal property, hereinafter described, situated in the County of Weber in the State of Utah and in the County of Uinta in the State of Wyoming, heretofore owned by William W. Burton, one of the incorporators hereof; which real and personal property has been this day been conveyed by the said William W. Burton and his wife, Rachel F. Burton, to James F. Burton of Ogden City Utah, as Trustee in trust for the sole use and benefit of this corporation and to be by said trustee conveyed to this corporation as soon as it shall come into legal existence.

The real property situated in the State of Utah, so as aforesaid conveyed to James F. Burton, as trustee, is described as follows:

The east ~~half~~ one half of lot seven, in block thirty three, in Plat "A" of Ogden City survey, containing one ^{half} acre of land, more or less.

Also, all of lot four, in Block eight, in Plat "B" of Ogden City Survey, containing one acre, more or less.

Also, a part of lot five, in block eight, in Plat "B" of Ogden City Survey, bounding as follows: Beginning at the north west corner of said lot, and running thence south one hundred forty eight and one half feet, thence east eight rods, more or less, to the east line of said lot five, thence north one hundred forty eight and one half feet to the north east corner of said lot, thence west to the place of beginning.

Also, a part of lot five, in block eight, in plat "B" of Ogden City Survey, bounded as follows: Beginning at the south west corner of said lot, and running thence east eight rods, more or less, to the east line of said lot five, thence north one hundred fifteen and one half feet, thence west eight rods, more or less to the west line of said lot, thence south one hundred fifteen

and one half feet to the place of beginning.

Also, all of lot ten, in block seven, in Plat "B" of Ogden City Survey, containing one acre, more or less.

Also, the south west quarter of the south west quarter of section eleven, and the east half of the north east quarter of section fifteen, in township five north, of range two west, of the Salt Lake Meridian, U, S, Survey, containing one hundred twenty acres, more or less; excepting the right of way for the Oregon Short Line Railroad(formerly the Utah Central Railroad) through the said east half of the north west quarter of section fifteen, as now located across said tract of land, not to exceed one hundred feet in width; also excepting a tract of said land consisting of three and 81/100 acres heretofore conveyed by the William W. Burton to the Denver and Rio Grande Railway Company, a corporation, for a right of way for its railroad.

Also, an undivided one twentieth part right, title and interest in and to certain lands and premises situated in the West Ogden Addition to Ogden City in the County of Weber and State of Utah, the title to which real property is of record in the name of Samuel J. Burt, now deceased.

The real property situated / in the State of Wyoming, so as aforesaid conveyed to James F. Burton, as trustee, is described as follows.

The South west quarter of the north west quarter of section twenty three, in township thirty three two north, of range one hundred and nineteen west, of the sixth principal meridian, containing forty acres.

Also, the south west quarter of section twenty three, in township thirty two north, of range one hundred and nineteen west, of the sixth principal meridian, containing one hundred and sixty acres.

Also, the south half of the north east quarter, and the south half of the north west quarter of section twenty five, in township thirty two north, of range one hundred and nineteen west, of the sixth principal meridian, containing one hundred and sixty acres;

except two and one half acres thereof heretofore conveyed by the said William W. Burton to Nathan Tanner Jr., and thereafter by him conveyed to Thomas F. Burton.

Also, the north west quarter of section twenty-six, in township thirty two north, of range one hundred and nineteen west, of the sixth principal meridian, containing one hundred and sixty acres.

Also, an undivided one half interest in and to the south east quarter of the south west quarter of Section eleven, and the east half of the north west quarter, and the north east quarter of the south west quarter of section fourteen, in township thirty two north, of range one hundred and nineteen west of the sixth principal meridian, containing one hundred and sixty acres, more or less.

Also, commencing at the south east corner of the north west quarter of the north east quarter of section twenty-five, in township thirty two north, of range one hundred and nineteen west, of the sixth principal meridian, and running thence north twenty six rods, thence west six rods, thence south twenty six rods, thence east six rods, to the place of beginning, containing one hundred and fifth six square rods of land.

Also, commencing at a point fifty rods east from the south west corner of the south east quarter of section fourteen, in township thirty two north, of range one hundred and nineteen west, of the sixth principal meridian, and running thence east forty four rods thence north thirty rods, thence west forty four rods, thence south thirty rods to the place of beginning, containing eight and one fourth rods of land. Also, all of the grantors right, title and interest in a strip of land two rods in width (north and south) and sixty six rods in length (east and west) lying immediately south of and adjoining the last above described tract of land, and which said strip of land two rods by sixty six rods is used as a road way to and from the tract of land last above described.

Also, commencing at the south east corner of the south east quarter of section twenty three, in township thirty two north, of

range one hundred and nineteen west, and running thence west one hundred and sixty rods along the south boundary line of said quarter section, thence north ten rods, thence east one hundred and sixty rods, thence south ten rods to the place of beginning, containing ten acres, more or less.

Also, lot two, in block twenty nine, in the Town of Afton, containing two and one half acres of land, more or less.

Also, lot two in block twenty, in the Town of Afton, containing two and a half acres of land, more or less.

The personal property, so as aforesaid conveyed to James F. Burton, as trustee, is described as follows:

115 shares of the capital stock of the Ogden Land Company, a corporation existing under the laws of the State of Utah;

10 shares of the capital stock of the Davis and Weber Counties Canal Company, a corporation existing under the laws of the State of Utah;

All of that stock of general merchandise of every kind and description owned by the said William W. Burton at Afton in the County of Uinta and State of Wyoming, together with all bills and accounts receivable, cash and other items now in or connected with the said business or due and owing to the said William W. Burton, together with the good will of said business.

Also, all merchandise and personal property owned by the said William W. Burton at ~~the~~ Creamery in Afton, Wyoming, together with all bills and accounts receiveable, cash and other items now in or connected with the said business or due and owing to the said William W. Burton in connection with the said creamery business, and the good will of said business.

Also, the following described live stock and other personal property: Seventy seven cows, thirty eight three and four old steers, twenty seven coming two year old steers, eighteen coming two year old heifers, thirty large calves, eighteen young calves, one gray stallion, twenty horses, two pure bred Durham cows, three pure bred Durham bulls, one pure bred Durham yearling heifer, one

pure bred Durham bull calf, three hundred tons of hay, five sets of harness, one new buggy, one Ledlow spring wagon, one light surrey one iron wheeled truck, one new wagon gear, one old wagon, one cart, four mowing machines, two hay racks, four plows five sweep rakes, one stacker, and one disc harrow.

Also, other machinery, farming implements, tools and other personal property now in use by the said William W. Burton at his store, creamery or other place of business or residence, wheather in the States of Utah or Wyoming, and which has not heretofore been enumerated herein.

The fair cash value of the entirety of said property, real and personal, in seventy five thousand dollars.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands the fourteenth day of January, A,D.1904.

WM.W. BURTON

Signed and delivered in the
presence of

RACHEL F. BURTON

ELLEN F. BURTON

C.C.Richards

JOSEPH F. BURTON

A.E.Pratt.

MERCY R. BURTON STEVENS

ROBERT I. BURTON

VILATE P. BURTON.

State of Utah,)

County of Weber } ss.

On this fourteenth day of January, A,D. 1904, personally appeared before me the undersigned, a notary public in and for the said county of Weber, State of Utah, William W. Burton, Rachel F. Burton, Ellen F. Burton, Joseph F. Burton, Mercy R. Burton Stevens, Robert I. Burton and Vilate P. Burton, who being first duly sworn depose and say: That they are all of the persons mentioned in and who executed the foregoing agreement for the incorporation of the Wm.W. Burton and Sons Company; that it is bona fide their intention to commence and carry on the business mentioned in said agreement, and in pursuance thereof seventy five per centum of the amount of the capital stock of the said corporation has been subso-

ribed for and fully paid in by the said incorporat~~ors~~^{ors}, each and every one of whom has paid in the whole amount of the capital stock subscribed for by him or her, by the conveyance of certain real and personal property, in the foregoing agreement described, necessary to the pursuit agreed upon, to James F. Burton of Ogden City Utah, as trustee in trust for the sole use and benefit of said corporation, and to ^{be} by said trustee conveyed to said corporation as soon as it shall come into legal existance.

Wm. W. Burton

Rachel F. Burton

Subscribed and sworn to
me this 14th. day of
January, 1904.

Ellen F. Burton

Joseph F. Burton

Mercy R. Burton Stevens

Arthur E. Pratt,

Robert I. Burton

Notary Public.

Vilate P. Burton.

Notarial Seal.

State of Utah)
) ss.
County of Weber)

James F. Burton, Isaac M. Cooley, and Herbert B. Foulger, being first duly sworn, depose and say: That they are acquainted with the real and personal property described in Article Nineteen of the foregoing agreement for the incorporation of the Wm. W. Burton and Sons Company, and with the values thereof, and that the said property is reasonably worth the amount in cash for which it was accepted by said corporation, to-wit, the sum of Seventy Five Thousand Dollars.

James F. Burton

Isaac M. Cooley

Herbert B. Foulger

Subscribed and sworn to before me
this 14th. day of January, 1904.

Arthur E. Pratt,

Notary Public.

Notarial Seal.

UNITED STATES OF AMERICA.

State of Utah)
)
County of Weber) ss.

I Charles R. Hollingsworth, County Clerk in and for the County Weber County, in the State of Utah, do hereby certify that the incorporation of WM.W.BURTON and SONS COMPANY did on the 15th day of January A.D. 1904, file in my office the agreement of incorporation, duly acknowledged, together with the oath of office of each officer as is required by Section 315, 316 and 317 of Chapter I of Title II, Revised Statutes of Utah, 1898, and all statutes amendatory and supplementary thereto of the Laws of the State of Utah.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, this the 15th day of January. A.D. 1904.

Seal

C.R.Hollingsworth,

County Clerk.

By Thomas B. Farr,

Deputy County Clerk.

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

WM.W. BURTON and SONS COMPANY.

deposited, filed and recorded in my office on the 15th day of January A.D. 1904, as the same appears on file and for record.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this the 15th day of January A.D. 1904.

C.R.Hollingsworth,

By Thomas B. Farr

County Clerk.

Deputy Clerk

(seal)

STATE OF UTAH.

Office of the Secretary of State.

)
) ss.
)

I, Charles S. Tingey, Secretary of State of the State of Utah, do hereby certify that the foregoing is a full, true and correct copy of

Certified copy of the articles of incorporation of the

WM.W.Burton and Sons Company

Filed in this office Jany. 16th. 1905,

as appears on file in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Utah, this 6th day of Oct. A.D. 1905.

Seal.

C.S.Tingey

Secretary of State.

By George B. Squires

Deputy Secretary of State.

STATE OF IDAHO,)
) ss.
COUNTY OF BEAR LAKE.)

I, James E. Hart, County Recorder, of Bear Lake
County State of Idaho, do hereby certify that the foregoing is a ~~fa~~
full, true and correct copy of a Certified copy of the articles
of incorporations of the WM.W.Burton & Sons Company

Filed in my office October 9th. 1905, as appears on file in my
office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal at my office in Paris Idaho, this 13th day of
October A.D. 1905.

James E Hart
County Recorder.

By Elmira Hart

Deputy Recorder.