

ARTICLES OF INCORPORATION OF THE "AMERICAN FALLS", ROCK-
LAND & SOUTHEASTERN RAILWAY COMPANY, LIMITED."

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KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, have voluntarily associated ourselves together in order to form a private corporation for the purposes hereinafter stated, under and pursuant to the laws of the State of Idaho, and we hereby certify:

FIRST.

That the name of this corporation is the "American Falls, Rockland & Southeastern Railway Company," Limited."

SECOND.

That the purposes for which this corporation is formed are: To purchase, build, lease, own, equip and operate, electric, gasoline motor, or steam railways in the State of Idaho, either in cities or as suburban lines connecting cities, towns and other points; Also to acquire, hold and plat into either city or town lots, real estate of all kinds, and sell, lease or mortgage the same; locate, lease, acquire, purchase by work, operate or sell, locations, water rights or water power, of every kind and description, or to procure options thereon; to purchase, take, hold, own, procure options on, rent, lease, mortgage, or otherwise create liens on, sell, convey, exchange, transfer, assign, or in any manner whatsoever, acquire, dispose of, work and operate, power plants for the purpose of furnishing light, heat, and power.

Also to purchase, take, hold, own, procure options on, let and lease, mortgage or otherwise create liens on, sell, convey, exchange, transfer, assign, or in any manner whatsoever acquire, dispose of, work and operate, real property, including timber, mineral, oil and gas lands, as well as any other lands of all kinds in the State of Idaho, and to erect houses, works, machinery, furnaces and plants, of any and every kind, class, and descrip-

tion, and to sell, lease, or in any manner dispose of, work, and operate the same.

To purchase, or in any other lawful manner acquire, hold, own, mortgage, pledge, sell, transfer, or in any other manner dispose of, and to erect, purchase, lease, or in any other lawful manner acquire, ware-houses, factories, works, machinery, and conveniences to effectuate the purposes herein mentioned; To acquire by purchase or otherwise the good-will, right or rights, franchise or franchises, the stock, bonds, and other evidences of indebtedness or property, or any part of or right or interest therein, and any liability or liabilities of any person or persons, firm or firms, association or associations, corporation or corporations, to pay for the same in cash, its bonds, or property of any kind, class, or discription, the stock and bonds of any other corporation owned or controlled by this corporation, ~~the stock or bonds of any municipal~~ ity, county, state or government owned by them, and to issue a certificate or certificates of its own stock in payment therefor, or otherwise.

That said company is also given power and authority to borrow such sums of money as may be necessary for its purposes from time to time, and for such loans to issue its bonds, to sell, exchange, or hypothecate said bonds on such terms as it may deem advisable, and to secure the said bonds and interest thereon by deed of trust or mortgage, conveying its road-bed, property and franchises, in whole or in part; In general, to carry on any other business therewith, whether railway, manufacturing, mining, commercial or otherwise, and to promote its objects without restriction as to place, to the same extent as any natural person might or could do, and with all the power conferred by the Laws of the State of Idaho upon corporations.

It is intended that the separate objects specified above shall in no wise be limited or restricted by reference to or inference from the terms of any other paragraph of the articles of incor-

poration, and that the said objects specified in each clause shall be regarded as independent objects that may be executed in conformity with the law by this corporation, and it is intended that the right of extending powers and privileges in each clause and paragraph by reference to other clauses and paragraphs of these articles of incorporation may be exercised by the Board of Directors.

That said Company is hereby given power and authority to make, construct, equip, operate, and maintain, a line or lines of railway, with one or more tracks, and with such cars, trolley-wires, and other appurtenances required for, or capable of being used in connection therewith, along public highways, streets, and avenues, by and with the consent of the authorities having lawful supervision of said public highways, streets, and avenues.

That said Company hereby incorporated may manufacture, generate, employ, distribute, furnish, buy and sell, within the limits of the State of Idaho, electricity, the electric current, gas or other suitable and proper materials or fluids for public and private use, for its own use, and for distribution and sale, or for any and all of said purposes, to all persons, firms and corporations upon such terms as may be agreed upon by the contracting parties, and may purchase and sell appliances and fixtures in connection with and for the purpose of introducing its light, heat and power into general use.

That said Company shall have the right to carry on the business of an electric light company in all its branches, and in particular to construct, lay down, fix and carry out all necessary cables, wires, lines, accumulators, lamps and works, and to generate and accumulate, distribute and supply, electricity, and to light cities, towns, streets, markets, theaters, and buildings both public and private; may manufacture and deal in all apparatus and things required for or capable of being used in an electric railway business, or in connection with the generation, distribution, supply, accumulation and employment of electricity.

That said Company shall have the right to build, erect, construct, manage and occupy, buildings for hotel purposes, dwelling houses, apartment houses, and other structures, to buy, own, operate and lease lands and buildings for hotels, apartment houses, dwelling houses and business structures of all kinds for the accommodation of the public and of individuals; to manage, keep, conduct and carry on hotels, apartment houses, restaurants, and places for the accommodation of the public or individuals, and to purchase, sell, lease and mortgage structures, buildings, lands and real estate and personal property of every description; to fit up and furnish the same and to carry on the business of hotel and inn-keepers and of livery stable keepers; to buy and sell mineral springs and mineral water, establish parks, and conduct health and pleasure resorts, and conduct and operate places for pleasure and amusement.

That said Company shall have the right to acquire by purchase or otherwise, or hold, buy, sell, convey, lease, mortgage or encumber, real estate or other property, personal and mixed; to survey, sub-divide, plat, improve and develop land for purposes of sale or otherwise, and to do and perform all things needful and lawful for the development and improvement of the same for residence, trade, agricultural or other purposes.

That said Company shall have the right to construct, purchase, or otherwise acquire, maintain, repair and operate water-works, and to sell, lease or rent, water and water privileges.

That the special purpose of the Company at this time is to construct a standard gauge electric, gasoline motor, or steam railway from the town of American Falls, Oneida County, Idaho, in a southerly direction to the town of Rockland, in the same County and State, a distance of sixteen (16) miles. That it is also the purpose of the Company to construct branches and extensions of this

railway as is deemed advisable.

THIRD.

That the kind of road intended to be constructed is a standard gauge electric, gasoline motor or steam railway.

FOURTH.

That the estimated length of said road, with its extensions and branches, is thirty (30) miles, sixteen (16) miles of which is determined and definite, and extends from American Falls to Rockland, in Oneida County, Idaho.

FIFTH.

That the place where the principal business of this corporation is to be transacted is in the town of American Falls, Oneida County, State of Idaho, where its principal office shall be located.

SIXTH.

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

SEVENTH.

That the term for which this corporation is to exist is fifty (50) years from and after the date of the certificate of its incorporation.

EIGHTH.

That the number of directors of this corporation shall be fifteen, and of those of this number first elected, one-third shall be elected for a term of one year, one-third for a term of two years,

and one-third for a term of three years; and thereafter at each succeeding annual meeting of the stockholders, one-third for a term of three years to succeed those whose term first expires. And that at all times at least one member of the Board of Directors shall be a resident of the State of Idaho, and that no other qualification as to residence of the directors shall be necessary. That nine (9) members of said board shall constitute a quorum for the transaction of business, and that every decision by a majority of said quorum of the board shall be valid as a corporation act.

NINTH.

That the amount of the capital stock of this corporation is One Million Five Hundred Thousand (\$1,500,000) Dollars, divided into one hundred and fifty thousand shares of the par value of ten (\$10.00) dollars each; of such capital stock, fifty thousand shares, amounting to five hundred thousand dollars, shall be first preferred stock; fifty thousand shares, amounting to five hundred thousand dollars, shall be second preferred stock; and fifty thousand shares, amounting to five hundred thousand dollars, shall be common stock. Such preferences and voting powers, or restrictions or qualifications, shall attach to the different kinds or classes of stock above mentioned as shall be set forth in and fixed by the by-laws of this corporation.

TENTH.

That the amount of the capital stock which has been actually subscribed is _____ Dollars, of which amount _____ Dollars is for first preferred stock, _____ Dollars for second preferred stock, and _____ Dollars for common stock; that the following are the names and residences of the persons by whom these amounts have been subscribed, to-wit:

[illegible]

COMMON STOCK.

[illegible]

ELEVENTH.

That hereafter 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 thereof at a stockholders' meeting called for that purpose, as provided by Section 2724, of the Revised Codes of Idaho: 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: And, 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.

TWELFTH.

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

THIRTEENTH.

That this corporation shall be subject to all the duties imposed by the terms of Section 2715, Revised Codes of Idaho, and shall have and possess all the powers and privileges conferred by the laws of the State of Idaho, under which it is organized, or which are contained in and conferred by these articles.

FOURTEENTH.

In addition to the powers hereinbefore contained, this corporation shall have the right to build, construct, maintain and operate telephone and telegraph lines in the state of Idaho.

IN WITNESS WHEREOF, We have hereunto set our hands and
seals this 11th day of June, A. D.,
1910.

A. J. Watson (SEAL)

E. E. Jeering (SEAL)

W. H. Davis (SEAL)

State of Idaho, :
County of Oneida : ss.

On this 11th day of June, 1910, be-
fore me, W. H. Davis, a notary public in and for said
county and state, personally appeared A. J. Watson,
E. E. Jeering, and W. H. Davis, known to
me to be the persons whose names are subscribed to the foregoing
instrument, and each for himself acknowledged to me that he execu-
ted the same.

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

Seal

W. H. Davis
Notary Public.

State of Idaho, :
County of Oneida, : ss.

L E Sigmond, being first duly sworn, deposes and says, that he is the Secretary of the preliminary organization formed for the purpose of organizing a corporation to be known as the "American Falls, Rockland, & Southeastern Railway Company, Limited," to be organized under the laws of the State of Idaho for the purpose, among others, of constructing a railway from American Falls to Rockland, in Oneida County, Idaho, with such branches and extensions as thereafter might be deemed advisable, and which preliminary organization has prepared and had executed the foregoing articles of incorporation, and has taken preliminary subscriptions to the capital stock of said corporation; that there has been actually subscribed to said capital stock an amount in excess of one thousand dollars per mile for each and every mile of the said contemplated railway.

L E Sigmond

Subscribed and sworn to before me this 11 day of June, 1916.

Seal

J E Stolin
Notary Public.

Certificate of True Copy.

State of Idaho,
County of Oneida. }

ss.

I, John J. Evans, Clerk of the District Court of the Fifth Judicial District of the State of Idaho, in and for the County of Oneida, do hereby

certify that the foregoing is a true and correct copy of the original American Falls Rockland & Southeastern Railway Company Limited now on File in my office in Malad City

Given under my hand and the seal of said Court, at office in Malad City, Idaho, this 13th day of June, A. D. 1916

Attest: John J. Evans Clerk.

By _____ Deputy.