

ARTICLES OF INCORPORATION

of the

OREGON and IDAHO RAILWAY COMPANY.

KNOW ALL MEN BY THESE PRESENTS: That we, Orin

V Allen, Oscar H Allen, Hatter C Abbs

Along R Cruzen, and Nathan C. Richards,

all citizens of the United States, and a majority of us resident freeholders of the State of Idaho, have associated ourselves and do hereby associate ourselves together for the purpose of forming a corporation under the general corporation laws of the State of Idaho, and hereby made and adopt Articles of Incorporation, certifying as follows, to-wit:--

ART. I.

The name of this corporation and by which it shall be known, shall be ~~THE~~ Oregon and Idaho Railway Company.

ART. II.

The purpose for which this corporation is formed is to construct, acquire, equip, maintain and operate a railroad, with all the necessary rolling stock, depots, stations, wharves, ware houses, vessel and steamboat landings, and all the necessary appurtenances for maintaining and operating a railroad from Emmett, in the County of Canyon and state of Idaho to Ontario, in the County of Malheur, State of Oregon, with such branches, spurs, side tracks, and turn-outs as may be hereafter found necessary or convenient in the operation of said road. The estimated length of said railroad is thirty miles, and the locomotives, cars, and trains of said road shall be propelled by steam, electricity, or such other power as may be found most expedient.

In order to enable this corporation to fulfill and carry out the purposes for which it is organized, it shall be and is hereby empowered to locate or acquire by purchase, grant, gift,

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or other lawful means, and hold, own, and dispose of any and all necessary rights of way and franchises necessary to be acquired in connection with the construction and operation of said railway:

To acquire, accept, hold, possess, lease and enjoy any franchise or franchises granted or which may be hereafter granted by the United States Government, or any State, county or municipal corporation, and to sell, lease, bond, mortgage, release, or otherwise dispose of the same:

Also to build, construct, maintain, pledge, acquire or lease such branch lines connecting with said main line as may be necessary to accommodate the traffic along said line or the vicinity thereof:

To construct, acquire, maintain and operate telephone and telegraph lines, and lines for the transmission of electricity for light, power and other purposes, along the line of said railway, or elsewhere:

To purchase or consolidate with, to take, hold and acquire, enjoy, operate and maintain, on such terms as may be agreed upon, any other railroad, railroads, or other transportation lines in the State of Idaho or elsewhere, with its or their rolling stock, equipment, appliances, telephone and telegraph lines, and to complete the same to their authorized termini:

To construct, maintain and operate any and all necessary bridges and ferry boats necessary to be constructed and operated in connection with said railroad, and to collect tolls for the use thereof:

To transport passengers and freight by and upon its railroad or other transportation lines and upon any line of railroad or other means of transportation controlled or operated by this corporation, and to charge and collect fare and

compensation therefor, and to transmit messages by telephone or telegraph, and to collect compensation therefor.

To advise or assist in the construction, building, extension and operation of railroad or other transportation lines in the State of Idaho or elsewhere, and connecting with or extending to connect or exchange traffic ~~with~~ the railroads or transportation lines of this corporation, and for that purpose to subscribe for or purchase stock or bonds of any company owning any such line, and guarantee or otherwise secure the payment of such bonds or the interest thereon by a pledge or mortgage of the property of this company or any part thereof, and to consolidate with and lease or control for the operation and maintenance thereof any and all such railroads or other transportation lines.

To lease or sell to any other corporation the lines of railroad or other transportation lines and telephone and telegraph lines of this corporation, together with all and every the property belonging or appertaining thereto, upon such terms and with such limitations and conditions as may be prescribed by the directors or stockholders of this corporation.

To locate, acquire, own, lease, handle water-rights, ditches, flumes, reservoirs, pipe lines, and all appliances for the acquiring and utilization of water power, either for its direct use or for the generation of steam or electric power, and to sell, lease, bond, mortgage, release, and convey such water rights, reservoirs, ditches, flumes and pipe lines, and to furnish power therefrom and to lease or dispose of the same to any other corporation or individual.

To construct, buy, sell, acquire, lease, bond, mortgage, release, and operate all kinds of plants and machinery for the generation of steam, electric, water or other power, and the utilization of the same.

To manufacture, buy, sell, own, acquire, lease, and handle locomotives, freight and passenger cars, and all kinds of rolling stock and equipment used in connection with the operation of railroads:

To acquire timber lands, and to construct, acquire and operate saw mills and other plants for the conversion of timber into lumber or any products thereof:

To buy, sell, acquire, own, hold, lease, mortgage, bond, release, deal in and handle all kinds of property, real, personal and mixed:

To acquire by purchase, subscription or otherwise, stocks and bonds or any other obligation of any corporation or association, and to hold the same for investment or otherwise, or to pledge, sell, hypothecate, or dispose of the same:

To aid in any manner any corporation whose stock, bonds, or other obligations are held by this corporation, and to do any other act or thing for the preservation, protection, improvement or enhancement of the value of any stocks, bonds or other obligations aforesaid, and while the owner of such bonds or other obligations, to exercise all the powers and rights of ownership, and to vote the same:

To borrow money and secure the payment of the same by bond, or mortgage on any right of way, road bed, track, rolling stock, or other property, real, personal or mixed, belonging to the Company, or by the pledge or hypothecation of any stocks, bonds or other paper or collateral belonging to the company and under its control; and to issue any and all bonds that may be deemed necessary by the Board of Directors of the Company to meet and discharge its obligations, or advance, promote or carry out the lawful purposes of its creation, and to execute, record and deliver any and all mortgages or deeds of trust necessary to secure the payment, principal and interest, of such bonds, conveying the railroads, property and other assets, real, per-

sonal and mixed, now owned or to be hereafter acquired, and the incomes, <sup>and</sup> franchises, of said Company, in such form as the directors thereof may determine:

To buy, sell, own, hold, deal in, pledge and hypothecate its own stocks and bonds:

This corporation, without in any particular limiting its powers, shall have power to issue and deliver its capital stock, bonds, and other obligations in payment for property purchased or acquired by, or <sup>it</sup> work to be performed, or services rendered, or for any other object in or about its business: to mortgage or pledge its stocks, ~~and~~ bonds or other obligations, or any properties which may be acquired or held by it, to secure any bonds or other obligations by it issued and incurred: to make and perform contracts of any kind or description in carrying on its business or for the purpose of attaining or furthering any of its business or the purposes for which it is organized; and to do any and all other acts and things, and to exercise any and all other powers which a co-partnership or any natural person could do or exercise or that may now or hereafter be authorized by law.

#### ART. III.

The principal office and place of business of this corporation shall be in the City of Boise, in the County of Ada and State of Idaho. An office may also be maintained in the City of New York, in the State of New York, and other offices for the transactin of the business of the corporation and for the keeping of its books, records and papers may be established at such place or places as the Board of Directors of the Company may designate.

#### ART. IV.

The term for which this corporation shall exist shall be the period of fifty years.

# ART. IV

The amount of the capital stock of this corporation shall be One Million Dollars, divided into ten thousand shares of the par value of one hundred dollars (\$100.00) each.

# ART. VI.

The amount of the capital stock of this corporation actually subscribed is Ten Thousand Shares, of the par value of One Million Dollars, subscribed by the following persons and in the following amounts:

NAME	NO. OF SHARES.
<u>Oscar H. Allen</u>	<u>1</u>
<u>Oscar H. Allen</u>	<u>1</u>
<u>Alonzo R. Cruzen</u>	<u>1</u>
<u>Halter J. Abbs</u>	<u>1</u>
<u>Nathan C. Richards</u>	<u>1</u>
<u>G. E. Wright</u>	<u>9975</u>

# ART. VII.

The number of Directors of this corporation shall be five, which number may be increased at any time by a majority of the stockholders of the corporation to any number not exceeding eleven.

The names and residences of the Directors appointed for the first year are as follows:

NAME	RESIDENCE.
<u>Oscar H. Allen</u>	<u>Boise Idaho</u>
<u>Oscar H. Allen</u>	<u>Boise Idaho</u>
<u>Halter J. Abbs</u>	<u>Boise Idaho</u>
<u>Alonzo R. Cruzen</u>	<u>Boise Idaho</u>
<u>Nathan C. Richards</u>	<u>Sumpter Oregon</u>

The Directors of this corporation shall have power to adopt a seal therefor, prescribe the mode of transferring any and all stock, and establish such office for transferring and conditions regarding the same as they shall deem advisable, and for the best interests of the company, and to adopt and es-

establish by-laws and rules and regulations for the government of the company not inconsistent with the laws of the United States of the State of Idaho.

The Board of Directors of the Company shall manage and control the business and assets of the Company, with the right to dispose of, and sell any of its property as may be necessary in the ordinary course of business, and to bond, mortgage, pledge or hypothecate the same to raise money necessary to be raised in promoting the enterprise for which the Company is formed and carry on its business, or in the purchase of acquirement of property for the use of the Company.

All the property and assets of the Company may be sold or mortgaged at any time by the authorization of a majority of the Board of Directors, which act of the Board of Directors shall first be authorized or afterwards approved by a majority of the stockholders of the Company; and any sale or mortgage made by the authorization or ratification of a majority of the stockholders of the Company shall be conclusive and binding upon all the stockholders and directors and agents of the Company.

In Witness Whereof, we, the incorporators above named, have hereunto set our hands and seals this 30<sup>th</sup> day of October, 1905.

Orien V Allen  
Oscar H Allen  
Walter J Abbs  
Alonzo R Cruzen  
Nathan C McLeod

Done in presence of

J. J. Harkins  
M. C. Peters

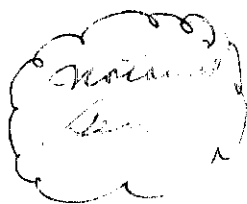
STATE OF IDAHO,

County of Ada,

ss.

On this 30<sup>th</sup> day of October, 1908, personally appeared before me, a Notary Public in and for said County and State, the above named Orin V. Allen, Oscar H. Allen, Walter J. Abbs, Alonzo R. Cruzen and Nathan C. Richards known to me and known to be the identical persons described in and who executed the foregoing Articles of Incorporation, of the "Oregon and Idaho Railway Company", and they each acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

In Testimony whereof I have hereunto set my hand and affixed my Notarial Seal the day and year in this certificate first above written.



Walter S. Walker  
Ada, County  
Notary Public for Idaho.



STATE OF IDAHO, }  
COUNTY OF ADA. } ss.

I, Orin V. Alluv being first duly sworn,  
on oath depose and say:

That I am the duly elected, qualified and acting President  
of the Oregon & Idaho Railway Company, a copy of the Articles of  
which corporation is herewith filed: that prior to the filing of  
said Articles and on the 30th day of October, 1905, the entire  
amount of the capital stock of said corporation consisting of  
10,000 shares of the par value of \$100 each was actually and  
regularly subscribed by persons duly qualified and capable of  
subscribing the same, and that said stock was all subscribed by  
persons, who by virtue of said subscription became actual bona fide  
holders of the capital stock of said company.

Orin V. Alluv  
Subscribed and sworn to before me this 30<sup>th</sup> day of October, 1905.

H. J. Cobb  
NOTARY PUBLIC FOR IDAHO.

STATE OF IDAHO, }  
COUNTY OF ADA, } ss.

CERTIFICATE

I, W. L. CUDDY, Ex-Officio Recorder in and for Ada County, State of Idaho, do hereby certify that the annexed is a  
full, true and correct copy of a certain Articles of Incorporation of the  
Oregon and Idaho Railway Co.

From

Numbered

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as the same appears on file in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official Seal this

30<sup>th</sup>

day of

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A. D. 1905

W. L. Cuddy

Ex-Officio Recorder

By

Gaspar Hallister

Deputy.