

ARTICLES OF AGREEMENT

Incorporating

SUGAR CITY IMPROVEMENT COMPANY

United States of America, }
State of Utah,) ss.
County of Salt Lake,)

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, whose places of residence are hereinafter respectively set forth, have this voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Utah, and have adopted and by these presents do adopt the following Articles of Agreement and association, to-wit:

Article 1.

The corporation hereby created shall bear the name of SUGAR CITY IMPROVEMENT COMPANY, and is organized in the City and County of Salt Lake, State of Utah.

Article 2.

The duration of this Company's existence shall be for fifty years from and after the date of its incorporation, unless sooner dissolved pursuant to law.

Article 3.

The objects and pursuits of this corporation shall be; To buy, sell, own, lease, exchange, mortgage, improve, and cultivate real property; to build, or otherwise acquire, sell lease, exchange, mortgage, or otherwise dispose of and incumber, and to improve buildings of every class and description; to operate hotels, boarding houses, warehouses, theaters, concert halls, and amusement places of all kinds; to do an insurance and brokerage business; to manufacture and deal in brick and building materials of all classes; to deal in machinery, farm and other implements, provisions, lumber, furniture, and otherwise to carry on a general merchandising business or businesses; to engage in manufacturing and trading businesses of all kinds; to carry on a laundry business; to manufacture and deal in ice; to carry on a general livestock and poultry business; to buy, lease, or otherwise acquire, construct, maintain, and operate slaughter houses, and to carry on a dairy or creamery business in all its branches; to buy, sell, own, and hold the shares,

No. 2

bonds, and other securities of other corporations; to acquire, operate, sell, lease and dispose of, water, water rights, water works, and water systems, and supply municipalities and individuals with water and water power for all purposes; and to generate, or otherwise acquire, and dispose of electricity.

Article 4.

The places of the general business of this corporation shall be in the City and County of Salt Lake, State of Utah, but branch offices may be established at Sugar City, Idaho, or otherwise, as the Board of Directors may determine.

Article 5.

The names of the incorporators, their places of residence, and the amount of capital stock subscribed for by each, are as respectively set forth, to-wit;

| Names. | Places of Residence. | Number of shares. |
|----------------------|----------------------|-------------------|
| Thomas R. Cutler | Salt Lake City | 20 |
| H. G. Whitney | Salt Lake City | 10 |
| Mark Austin | Sugar, Idaho | 5 |
| Jas. B. Gaddie | Sugar, Idaho | 4 |
| E. and A Ricks | Sugar City, Idaho | 5 |
| A. H. Barton | Sugar City, Idaho | 2 |
| Leon Taylor | Sugar City, Idaho | 2 |
| Francis Salzner | Sugar City, Idaho | 5 |
| S. W. Gaddie | Sugar City, Idaho | 1 |
| Thos. Austin | Sugar City, Idaho | 5 |
| Walter S. Webb | Sugar City, Idaho | 3 |
| Thos. R. Cutler, Jr. | Sugar City, Idaho | 5 |
| Fred Schwendiman | Sugar City, Idaho | 2 |
| David Hodge | Sugar City, Idaho | 2 |
| M. H. Anderson, | " | 2 |
| J. E. Ross | " | 2 |
| F. L. Davis | " | 1 |
| Merrick P. Willett | " | 1 |
| Thomas Owens | Salt Lake City, Utah | 10 |
| Joseph F. Smith | " | 15 |
| Chas. S. Burton | " | 10 |
| John R. Winder | " | 15 |
| Henry T. McEwan | " | 5 |

No.3

| | | |
|--------------------------|----------------------|-------|
| W. S. McCornick, | Salt Lake City, Utah | 15 |
| Geo. Q. and N. L. Morris | " | 10 |
| John C. Cutler | " | 15 |
| Joseph Geoghegan | " | 10 |
| Joseph F. Smith, Trustee | " | 15 |
| Heber J. Grant | " | 10 |
| John Henry Smith | | 6 |
| B. F. Grant | " | 10 |
| Richard W. Young | | 5 |
| George Austin | Lehi, Utah | 5 |
| W. M. Johns | Sugar, Idaho | 2 1/4 |
| Soren Hansen | Hyrum, Utah | 10 |
| A. T. Dalley | Sugar City, Idaho | 1 |
| J. M. Gaddie, | " | 3 |
| | | |

Total number of shares subscribed..... 250

Article 6.

The total amount of the capital stock of this incorporation shall be Twenty five thousand dollars, which shall be divided into two hundred and fifty shares of the par value of one hundred dollars each.

It is mutually understood and agreed by and between the incorporators, for themselves and their respective personal representatives and assigns, as follows, to-wit: That each of the incprporators has paid or will pay to the Treasurer of the Company, on or before the date of incorporation, not less than ten per cent of the par value of the total number of shares subscribed for by him;

That the unpaid balance upon the stocks subscribed shall be called for in such installments and at such times as the Board of Directors may, from time to time, determine;

That notice of each subsequent call shall be given by the Treasurer by post-paid letter addressed to each of the incorporators at his post office address hereinbefore given; or, in the event of his death or the assignment of the stock, to his personal representatives, with the names and post office addressed of such assigns or personal representatives, shall have been duly filed with the Treasurer in writing prior to the mailing of the notice;

That such notices shall be deposited in the United States post-office or mail box, at Salt Lake City, Utah, not less than twenty days before the date of payment of the call, of which facts the affidavit of the Treasurer shall be deemed to be prima facie evidence;

That upon failure to pay any such call on or before the date fixed, the delinquent stock, without further notice or proceedings whatever, shall be forfeited to the Company.

Any shares of the capital stock of the Company that may come into its possession by forfeiture or otherwise, shall be issued and disposed of by the Board of Directors for the uses and purposes of the Corporation, at such time and upon such terms as the Board may deem expedient.

Article 7.

The private property of the stockholders shall not be liable for the debts and liabilities of the Company.

Article 8.

The number and kind of officers of this Company shall be as follows, to-wit:

First, a Board of five Directors; Second, a President; Third, a Vice-President; Fourth, a Secretary; and Fifth, a Treasurer;-- who shall have such authority and perform such duties, respectively as usually appertain to such officers, or such as may be prescribed by the Board of Directors.

Article 9.

Directors of the Company shall each hold, absolutely in his own right at least one share of the capital stock of the Company.

Article 10.

The terms of office of the Directors shall be one year and until their successors are duly elected and qualified, except as hereinafter provided.

The first election of directors shall occur at the annual meeting of the stockholders to be held in the month of April, 1906. The Directors and Officers appointed to act until the election and qualification of their successors in the year 1906, unless previously thereto they shall be removed or replaced or shall resign, are as follows, to-wit;

Thomas R. Cutler, Horace G. Whitney, Mark Austin, James B. Gaddie, and Alfred Ricks shall be directors; Thomas R. Cutler shall be President; Mark Austin shall be Vice President; and Horace G. Whitney shall be Secretary and Treasurer.

Article 11.

There shall be a meeting of the stockholders of this and Corporation for the election of officers, for the transaction of any other business that shall lawfully come before it on the 10th day of April 1906, and annually thereafter, at such place either in said City of Salt Lake, or elsewhere, and at such hour, as may be designated by the Board of Directors.

The Directors shall be elected by ballot, and the persons receiving the highest number of votes (provided such number shall represent a majority of all the votes cast) shall be declared duly elected.

Each stockholder shall be entitled to one vote for each share of stock which he or she may have in his or her own right, or which may be held by him or her in trust for others, and such votes may be given in person, or by an authorized agent or by proxy.

The Directors elect, within thirty days after their election, shall meet, upon due and sufficient notice from the Secretary specifying the time and place of meeting, and shall choose from their own number a President and a Vice-President, and shall appoint from among the stockholders a Secretary and Treasurer. The offices of Secretary and Treasurer may be held by the same person.

Officers, other than Directors, shall hold office during the pleasure of the Board of Directors; or, unless sooner removed or resigned, until the election, or appointment, and qualification of their successors, as hereinafter provided.

Notice of all general meetings of the stockholders, and all special meetings thereof, except as otherwise provided by law, or by these articles, shall be given by publication in some daily newspaper published in the English language in the City of Salt Lake, State of Utah, for a period of not less than ten days, and if a special meeting, the purposes thereof.

Article 12.

Three members of the Board of Directors shall be

necessary to form a quorum and are authorized to transact the business and to exercise the corporate powers of the Company.

The Board of Directors shall have the power to make by-laws and regulations for fully carrying out the objects of the Company.

Meetings of the Board of Directors may be held at such place outside of the State, or elsewhere within this State than at its principal office, as the Directors may, by resolution or by-laws, provide.

Article 13.

Any Director may be removed from office for conduct deemed by the stockholders to be prejudicial to the interests of the Company, upon a two-thirds vote of the capital stock represented at a meeting duly called and held for that purpose, upon twenty one days' notice to the person whom it is proposed to remove and to each stockholder of such proposed action and of the time and place of meeting, either by publication in some daily newspaper having a general circulation in the City of Salt Lake, State of Utah, or by mail, as may be designated by the authority calling the meeting.

Any Director or other officer may resign upon written notice to the President or to the Secretary.

Any vacancy caused by the death, resignation, removal, or disability of any Director shall be filled by the Board of Directors until the next regular meeting of the stockholders for the election of a Board of Directors.

It witness whereof, the said incorporators have hereunto set their hands this 21st. day of April A.D. 1905.

Walter S. Webb
J. M. Gaddie
M. H. Anderson
A. H. Barton
Leon Taylor
J. E. Ross
W. M. Johns
Francis Salzner
M. P. Willet
Joseph F. Smith
John R. Winder
Joseph Geoghegan
David Hodge
Thos. Austin
E. and A. Ricks
Thomas Owens
Heber J. Grant

B. F. Grant

Thos. R. Cutler
H. G. Whitney
Mark Austin
Jas. B. Gaddie
Fred Schwendiman
F. L. Davis
S. W. Gaddie
A. T. Dalley
Thos. R. Cutler Jr.
W. S. McCornick
Joseph F. Smith, Trustee
in Trust.
Richard W. Young
N. L. & George Q. Morris
(G. Q. M.)
Henry T. McEwan
Chas. S. Burton
George Austin
Soren Hanson
John C. Cutler
John Henry Smith.

State of Utah)
(ss.
County of Salt Lake)

John Henry Smith, Thomas R. Cutler and Horace G. Whitney, first being duly sworn, state that they are among the incorporators who signed the foregoing Articles of Agreement incorporating the SUGAR CITY IMPROVEMENT COMPANY; that it is the bona fide intent of the incorporators to commence and carry on the business mentioned in the said agreement; that affiants verily believe that each party to said agreement is able to and will pay the amount of the stock subscribed for by him; and that more than ten per cent of the stock subscribed for by each stockholder and more than ten per cent of the capital stock of the corporation has been paid in

John Henry Smith,

Thomas R. Cutler

H. G. Whitney

Subscribed and sworn to before me this 21st. day of April A.D. 1905.

Richard W Young,

(Seal)

Notary Public.

My Commission expires Nov. 7th. 1905.

No.8

State of Utah,)
County of Salt Lake) (ss.

I, J. U. Eldredge, Jr., County Clerk in
and for the County of Salt Lake, State of Utah, do hereby
certify that the foregoing is a full, true and correct copy of
the Articles of Incorporation and Oath of Incorporators, duly
acknowledged, of

"Sugar City Improvement Company",
as appears of record in my office.

It witness whereof, I have hereunto set my
hand and affixed my official seal this 21st
day of April 1905.

J. U. Eldredge, Jr.,
County Clerk,

by H. A. McIntosh,

(Seal)

Deputy Clerk.

State of Utah ()
County of Salt Lake () ss.

I, J. U. Eldredge, Jr., County Clerk in
and for the County of Salt Lake, State of Utah, do hereby
certify that the

"Sugar City Improvement Company"

has duly filed
in my office the Agreement of Incorporation, duly acknowledged,
together with the oath of the incorporators and oath of office
of each officer, as required by Chapter 1 of Title 11, Revised
Statutes of Utah.

It witness whereof, I have hereunto
set my hand and affixed my official
seal, this 21st. day of April 1905.

J. U. Eldredge, Jr.,

(Seal)

County Clerk.

by H. A. McIntosh,

Deputy Clerk.

State of Utah
)ss.
Office of the Secretary of State

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 the certified copy of the
Articles of Agreement Incorporating
"Sugar City Improvement Company"

filed in my office this 21st. day of April 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 22nd. day
of April A.D. 1905.

C. S. Tingey,

Secretary of State.

(Great Seal)

State of Idaho, } ss
County of Fremont, }

I, Victor Hegsted, Clerk of the District Court,
Auditor and Recorder of the above County and State, do hereby certify that
the foregoing is a full, true and correct copy of the the ARTICLES OF
AGREEMENT Incorporating SUGAR CITY IMPROVEMENT COMPANY, as the same
appears of record in "Book B" of Incorporation's page 276. records of
my office.

IN WITNESS WHEREOF I have hereunto set my hand and affixed
my official seal at St Anthony Idaho, this 8th, day of
May, 1905.

----- Victor Hegsted

County Clerk and Recorder.