

ARTICLES OF INCORPORATION

OF THE -
COEUR D'ALENE and SPOKANE RAILWAY CO.,LIMITED.

We, the undersigned, the first of whom is an actual bona fide resident and freeholder of the State of Idaho, and the first three of whom are citizens and actual bona fide residents of the State of Idaho, in order to form a corporation for the purposes hereinafter stated under and pursuant to the provisions of the laws of the State of Idaho, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST: The name of the corporation is "Coeur d'Alene and Spokane Railway Co., Limited."

SECOND: The objects for which the corporation is formed are:-

1. To build, equip, lease, run and operate a railroad from the town of Coeur d'Alene, in the County of Kootenai, State of Idaho, to and in the city of Spokane, in the County of Spokane, State of Washington, by steam or electric power, or otherwise, and to do each, every and all things necessary or in any way incident to the running and operation of said railway, together with any branches, extensions or connections.

2. To build, equip, lease, run and operate branch, independent or connecting lines of railway from any point on said railway, or elsewhere, to such other place or point, or places, in the states of Idaho and Washington, as shall be determined from time to time by the directors of said corporation.

3. To build, equip and operate, lease, own and control boats, vessels, barges and other water craft as may be required.

4. To receive, hold, take and convey by deed or otherwise, as a natural person such voluntary grants and donations of real estate and other property which may be made to it to aid and encourage the construction, maintenance and accommodation of such railway, and to take, hold, buy, purchase and lease all such real estate and personal property, and property of any kind, as may be necessary, or otherwise, for the construction and maintenance of such railway and for its stations, depots or other buildings necessary in and about the conduct and operation of said railway business, including the right to lease, hold, acquire, appropriate or otherwise own, control or acquire real estate or personal property, the waters of navigable or unnavigable streams for the purpose of acquiring power, electricity, light and other purposes.

5. To purchase lands, timber, stone, gravel or other materials to be used in the construction, maintenance and operation of its said road, and acquiring, developing and making its power and all necessary appendages and adjuncts.

6. To do and conduct each, every and all things necessary or incident to a general railway business and to carry persons and property on said railway and its branches and connections, and to receive toll and compensation therefor, and to erect and maintain all necessary and convenient buildings, stations, depots, fixtures and machinery for the accommodation and use of its passenger, freight and other business.

7. To cause such examination and surveys to be made as may be necessary to the selection of the most advantageous route for its railway, and where necessary to appropriate and condemn by proper

proceedings its right of way and such other property as may be necessary for the maintenance, construction and operation of said railway, including the right to acquire and condemn and take real property, and the waters of navigable and unnavigable streams for the purpose of creating power and electricity with which to conduct and operate said railway business.

8. To construct, maintain and operate upon and along the line of said railway and its branches, or independent, or connecting lines telegraph and telephone lines, and to do a general express business in connection with other railway or railroad companies, telegraph and telephone companies or express companies, boats, barges and other water craft, and other transportation companies, and to contract with said companies, or either of them, for the construction, maintenance and operation of said telegraph, telephone, express and transportation business.

9. To borrow money for the purposes of said corporation on bonds, notes, bills, acceptances or otherwise at such rate of interest and upon such terms and under such conditions as the directors of said corporation shall deem best for the interest of said corporation and to secure the payment of same by mortgage upon the property of said corporation, including its franchise or upon any part thereof, or by such other security, or securities, as the Board of Directors may from time to time determine upon.

10. To sue, or be sued, and to adopt and use a corporate seal.

11. The corporation shall have power to conduct its business in other states, and to have one or more offices out of this state, and to hold, purchase, mortgage and convey real and personal property out of this state, and to do and transact any business in other states.

which it might or could do or transact in this state under these articles and the laws of this state.

12. The business or purpose of this corporation is from time to time to do any one or more of the acts and things herein set forth.

THIRD: The place where the principal business of this corporation is to be transacted is Coeur d'Alene, Kootenai County, Idaho.

FOURTH: The term for which this corporation shall exist is fifty (50) years.

FIFTH: The number of directors of this corporation shall be five (5) and the names and post office addresses of those named for the first year from and after the date of the incorporation of this company are as follows:-

NAME.	ADDRESS.
F. A. Blackwell,	Coeur d'Alene, Idaho.
William Dollar,	Coeur d'Alene, Idaho.
A. Bettes,	Coeur d'Alene, Idaho.
P. S. Robbins,	Rhineland, Wisconsin.
C. P. Lindsley,	Spokane, Washington.

The number of directors of this corporation may hereafter be fixed from time to time by the by-laws.

In case of any increase in the number of the directors, the additional directors shall be elected as may be provided in the by-laws by the Board or by the stockholders at an annual or special meeting.

In case of any vacancy in the Board of Directors through death, resignation, disqualification or other cause, the remaining directors, by affirmative vote by a majority of the Board of Directors may elect a successor to hold office for the unexpired portion of the time of the director whose place shall be vacant, and until the

election of a successor.

The Board of Directors shall have power from time to time to fix and determine and to vary the amount of the working capital of the corporation; to determine whether any, and if any, what part of any accumulated profits shall be declared in dividends and paid to the stockholders; to determine the time or times for the declaration and the payment of dividends; and to direct and determine the use and disposition of any surplus or net profits ever and above the capital stock paid in; and in its discretion the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring its bonds or other obligations, or shares of the capital stock of the corporation to such extent and in such manner and upon such terms as the Board of Directors shall deem expedient; but shares of such capital stock so purchased and acquired may be resold, unless such shares shall have been retired for the purpose of decreasing the capital stock of the corporation to the extent authorized by law.

SIXTH: The total authorized capital stock of the corporation is Five hundred thousand Dollars (\$500,000.00) divided into Five thousand (5000.) shares of the parvalue of One hundred Dollars (\$100.00) each.

SEVENTH: The amount of the capital stock actually subscribed is Four hundred (400.) shares, which is subscribed for by the following persons, each subscribing for the number of shares set opposite their respective names:

NAME	ADDRESS	NUMBER OF SHARES.
P. A. Blackwell,	Coeur d'Alene, Idaho,	1.
James V. Harte, Trustee,	" "	99.
William Dollar,	" "	50.

A. Bettos,	to our d'Alene, Idaho,	50.
P. S. Robbins,	Rhineland, Wisconsin,	100.
C. P. Lindaley,	Spokane, Washington,	20.
John J. O'Brien,	to our d'Alene, Idaho,	10.
James H. Marte,	" "	10.
J. C. White,	" "	50.

RECEIVED: that the estimated number of miles covered by said proposed railway line in the State of Idaho is fifteen (15) miles, and in the State of Washington eighteen (18) miles.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this twenty first day of October, A.D. 1902.

F A Blackwell (SEAL)

Wm Dallar (SEAL)

A Bettos (SEAL)

J S Robbins (SEAL)

C P Lindaley (SEAL)

STATE OF WASHINGTON,)
ss.
COUNTY OF SPOKANE.)

On the 21st day of October, in the year 1902, before me
E. H. Belden, a Notary Public in and for said County and State,
personally appeared F. A. Blackwell, William Deller, A. Betten, F. S.
Robbins and C. P. Linsley, known to me to be the persons whose names
are subscribed to the within instrument and acknowledged to me that
they executed the same.

In witness whereof, I have hereunto set my hand and offic-
ial seal this 21st day of October, A. D. 1902.

Notary
Seal

E. H. Belden
Notary Public in and for the State of
Washington, residing at Spokane, Wash.

State of Idaho....)

County of Kootenai)

William Dollar, being first duly sworn, according to law, deposes and says: That he is the Treasurer of the Coeur d'Alene and Spokane Railroad Co. Ltd. a corporation organized and existing under the laws of the State of Idaho; That the amount of stock of said corporation actually subscribed is four hundred (400) shares; of the par value of forty thousand (40,000) Dollars.

Wm. Dollar

Subscribed and sworn to before me this 23rd day of October, A.D. 1902.

(Notarial Seal)

James H. Harte
Notary Public in and for
Kootenai County, State of
Idaho, residing at
Coeur D'Alene.