

At a meeting of the Executive Committee of the Board of Directors of the Northern Pacific Railway Company, duly called and held at the office of the Company, 49 Wall Street, in the City of New York, on the 18th day of June, A. D. 1903, a quorum being present, the following preamble and resolutions were unanimously adopted, to wit:

WHEREAS, a portion of the Northern Pacific Railway is located within the State of Idaho; and

WHEREAS, By an Act of the Laws of the State of Idaho, approved March 10, 1903, entitled "An Act amending Title 4, Section 2653 of Revised Statutes of Idaho, concerning corporations", it is provided that within three months after the taking effect of the Act, every corporation organized under laws of other states and doing business in Idaho must file with the County Recorder of the County of Idaho, in which is designated its principal place of business in said state, a copy of its articles of incorporation duly certified by the Secretary of the state in which the corporation was organized, and must file with the Secretary of the State of Idaho a further copy of such articles, duly certified by such County Recorder, and must thereupon pay to said Secretary the same fees as are provided by law for the filing of original articles of incorporation; and

WHEREAS, By the said Act it is further provided that every such corporation must designate some person in the county in which is its principal place of business in the state as its attorney and agent upon whom process issued by authority of or under any law in said state may be served, and must file such designation in the office of the Secretary of said State and in the office of the Clerk of the District Court of said County; and

WHEREAS, By the said Act it is further provided that no contract or agreement made in the name of or for the benefit of such corporation prior to the time of making such filings, can be sued upon or be enforced in any Court of said State by such corporation and that prior to such filings such corporation cannot take or hold title to any realty within said state; and that any person who shall make or attempt to make any contract or agreement or contract any indebtedness in the name of such corporation or for its use and benefit, before such original filings are made, or while such corporation is in default upon filing a reappointment as in said Act provided, shall be jointly

and severally, personally liable upon and for all such contracts and agreements as principal contractors; and

WHEREAS, By the said Act it is further provided that failure of such corporation to comply with the said Act shall cause it to be denied the benefit of the statute of limitations and that corporations which shall comply with said Act shall have all the rights and privileges of like domestic corporations, including the right to exercise the right of eminent domain; and

WHEREAS, It is essential to this corporation that it should have unquestionable power to do business in the said State and to make contracts therein and to have recourse to the courts thereof and to all defences available to any corporation before said courts, and that it should have the rights and privileges of domestic corporations, including the right to exercise the power of eminent domain:

NOW, BEFORE ME,
RESOLVED, That for the purpose of complying with the said Act and by such compliance avoiding any question as to the title of this corporation to the above mentioned rights, franchises, privileges and immunities, the President and Secretary of the corporation be and hereby they are empowered and instructed to procure to be filed with the County Recorder of the County of Nez Perce, in which County is situated the principal place of business of the corporation in Idaho, a copy of the articles of incorporation of this corporation duly certified by the Secretary of the State of Wisconsin, and to file with the Secretary of the State of Idaho a further copy of such articles duly certified by such County Recorder; and

RESOLVED, That the President and Secretary of the corporation be and hereby they are authorized to execute in behalf of this corporation and seal with its seal, a designation of John A. Vollmer, Esq., a citizen of Idaho residing at Lewiston in said County of Nez Perce, to be the attorney and agent of this corporation upon whom may be served process issued against this corporation by authority of or under any laws of the State of Idaho; and

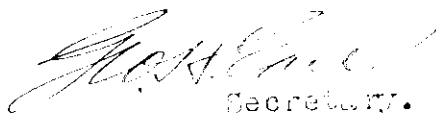
BE IT ENJOINED, That the President and Secretary of the corporation be and hereby they are empowered and instructed to authenticate in due form the foregoing preambles and resolutions, and to attach and affix thereto the common seal of this corporation, and to file the same in the office of the Secretary of the State of Idaho, and in the office of the Clerk of the District Court of the said County of Nez Perce and in such other offices as may be required by law.

CITY OF NEW YORK, :
County of New York, : ss.
State of New York, :

We, the undersigned, Charles S. Weller, President, and George H. Earl, Secretary, of the Northern Pacific Railway Company, hereby jointly and severally certify that we have compared the foregoing preamble and resolutions with the originals thereof, as they appear upon the records of the corporation, and that the foregoing is a true and correct copy of the record thereof, and of the whole thereof, and that the same were duly adopted at a meeting of the Executive Committee of the Directors of the Company, duly called and held as stated in the caption hereof, and in witness thereof, we have hereunto set our hands and affixed the common seal of the corporation this 22nd day of June, A. D. 1903.



President.


Secretary.