

CERTIFICATE OF INCORPORATION

OF

American Falls, Malad, and Salt Lake Valley Railroad Company Ltd

Know all men by these presents: That we, the undersigned have this day associated ourselves together for the purpose of incorporating under the laws of the state of Idaho.

First. That the name of said Corporation is, American Falls, Malad, and Salt Lake Valley Railroad Company, Ltd.

Second. That the place where its principal business is to be transacted shall be Hild City, Blaine County Idaho.

Third. The objects and purposes for which and for any of which this corporation is formed are, to do any or all of the things herein set forth to the same extent as natural persons might or could do, viz:)

To acquire, by construction, purchase, lease, consolidation, ownership or capital stock or otherwise; and to equip, control, own, maintain and operate, by steam or electric power, and to sell, lease and dispose of, mortgage and otherwise encumber other railroad, railroad lines, branches, extensions and connecting lines, whether single or double track or of more tracks, rights of way, terminals, terminal facilities, building, hotels, restaurants, parks, warehouses, stations, station houses, depots, gardens, pavilions, telegraph, and telephones, lines, transportation lines, and all interests therein and property rights growing out of and incident or appertaining thereunto, and, by means of such railroads and property, to carry passengers and freight for hire, and to engage in and conduct the business of railroading and transportation as a common carrier and otherwise; and to acquire, build, construct, operate, maintain, mortgage, encumber, sell and dispose of in any manner of shops and factories for the manufacture of engines, cars, supplies and equipments of every nature and description necessary or incidental to any of said objects and property; and to acquire, by grant, purchase, or otherwise subject to legislative or governmental authority where necessary, concessions, rights and privileges of every kind and nature necessary and incidental in carrying out the objects and purposes of the

corporation, and to operate its property, and to develop the country through which its lines of railroad pass, or to sell or lease the same, or any interest therein, to others for development and operation where such sale or lease shall be lawful under the laws or governmental power granting such franchises, concession, right or privilege.

To establish, build, construct, locate, equip, maintain, operate, own, lease, rent, buy, otherwise acquire, use, hold, sell, mortgage and otherwise encumber and dispose of lines of telegraph and plants for the carrying on of the business of telegraphing, and engage in the business of telegraphing and the transmission of messages by telegraph for hire, profit and otherwise.

To establish, build, construct, locate, equip, maintain, operate, own, lease, rent, buy, and otherwise acquire, use, hold, sell, mortgage, and otherwise encumber and dispose of lines of telephone, exchanges and plants for the transmission of messages by telephone, and to engage in the telephone business and the transmission of messages by telephone for hire, profits and otherwise.

In addition to its rights as a railway company, this corporation is authorized to establish, locate, develop, work operate, carry on, own, lease, rent, buy, and otherwise acquire, use hold, sell, mortgage and otherwise encumber and dispose of, and trade in and trade with, coal, coal mines, coal mining claims and rights; stone, stone quarries and stone quarry claims and rights, iron and deposits of iron ores; and in this connection, is authorized to erect smelters, concentrators, reduction works and plants of every description for the treatment, concentration, smelting and reduction of iron and coal and for the quarrying of stone.

To establish, build, construct, locate, equip, operate, own, lease, rent, buy, and otherwise acquire, use, hold, sell, mortgage and otherwise encumber and dispose of electrical

plants and power houses for the manufacture, production, transmission, use and sale of electrical current for lighting, heating, power and all other purposes, and to generate, manufacture, and otherwise produce, use, transmit, sell and dispose of electrical power and current for all purposes.

To buy, sell, lease, rent, own, use and otherwise acquire, enjoy, hold and dispose of water powers, and appropriate, use, produce and sell water, ice and powers, and to supply cities, towns, villages, hamlets, mines and mining districts with water, ice and power for all purposes; and to establish, build, construct, locate, equip, operate, own, lease, rent, buy, and otherwise acquire, use, hold, sell, mortgage and otherwise encumber and dispose of reservoirs, reservoir sites, dams head works, ditches, plants, canals, and conduits for the carrying, transmitting, distributing and utilizing of water, ice and power for all purposes.

To establish, erect, own, operate, use and enjoy electrical plants and machinery for the generation of electrical currents for power, lighting, heating and all other purposes, and plants, pole lines, lines of wire and other apparatus for the carrying, conducting and transmitting of electric current from one place to another and using electric current, and ways, rights of way, licenses, easements and privileges for the establishment, maintenance, operation and use of the same.

To exercise, without the State of Idaho and within any other State, Territory or Dependency of the United States, or within the Republic of Mexico, or any foreign country, State, District or municipality the right of eminent domain, and, in the lawful exercise thereof, to condemn for the use of said corporation, its successors and assigns, lands, tenements, rights of way, ways easements, hereditaments, water fronts and water courses for the purpose of constructing the reef railroad lines, single or double track, or more tracks, branches, spurs and subsidiary lines connecting with or incidental to the main railroad lines and for the erection of all structures necessary and incidental to the operation of the railroads or railroad systems and other roads, lines of boats and steamers and docks of the corporation, including telegraph and telephone lines and systems.

To construct, hire, purchase, lease, sell, encumber, dispose of, maintain and operate steamboats, steamships and other vessels, barges and hulks, in connection with its railroads, or otherwise, and to establish and maintain lines or regular services of steamboats, steamships and other vessels for transportation purposes, and to carry passengers and freight for hire.

And also to acquire, construct, dispose of, hold, maintain, operate and lease to, or rent from, railroads and railroad lines, all terminals, structures, appliances and other property, real or personal useful in carrying out any lawful purpose in connection with the business of railroads and transportation; to produce or otherwise acquire, and to furnish and distribute electric current or other mechanical power for light, heat, power, refrigeration, signaling, traction or other purposes, both public and private; to operate a telephone exchange and system; to operate a system for the delivery of parcels and messages by messengers, vehicles, or otherwise; to carry on the business of storage and warehousing in all its branches; to construct and operate tunnels, pneumatic tubes, telephone systems, telegraph lines power houses, terminals and other structures incidental to any of the purposes herein enumerated; to acquire by purchase, grant or otherwise, franchises, concessions, subsidies, rights of way and privileges, and to own, hold, use, sell, encumber and dispose of the same for the purposes of the corporation; to produce, manufacture, and to otherwise prepare and to deal in and deal with any materials, machinery, appliances, supplies or products which may be used in or in connection with any of the objects aforesaid; to subscribe for, hold, purchase or otherwise acquire, ~~#####~~ ~~#####~~ to sell, assign, mortgage, pledge or otherwise dispose of the shares of the capital stock, bonds or other evidences of debts incurred or created by other corporations, domestic or foreign, and while the holder of such stock, to exercise all the rights and privileges of ownership, including the rights to vote thereon, to the same extent as a natural person might or could do; to purchase, and otherwise acquire, own, hold, use, sell,

pledge and dispose of and enforce promissory notes, bonds, debentures, evidence of indebtedness and securities of all kinds, and mortgages upon property of all kinds, and to take and enforce pledges and hypothecations of property.

To guarantee the payment of principal and interest on warrants, bonds, debentures and other negotiable and transferable instruments or otherwise. issued by other corporations, domestic or foreign.

To apply for obtain register, lease or otherwise acquire, and to hold, use, operate, sell, assign or otherwise dispose of, any trade-marks, trade-names, patents, inventions, improvements and processes used in connection with or secured under letters patent of the United States, or of any other country, or otherwise; and to carry on any other business whatsoever which the corporation may deem proper or convenient to be carried on in connection with any of the foregoing purposes, or calculated directly or indirectly to promote the interests of the corporation or to enhance the value of its property, and to have and enjoy and exercise all the rights, powers and privileges which are now or which may hereafter be conferred upon corporations organized under the acts herein mentioned and referred to;

Either, as agent or principal, to purchase, receive, hold, sell, own, or otherwise deal in bonds, mortgages, debentures, notes, shares of capital stock and other securities, obligations, contracts and evidences of indebtedness, of any private, public or municipal corporation, or of the Government of the United States, or of any State, Territory or Colony thereof, or of any foreign State or Country, in which this corporation may have a lawful interest; to receive, collect and dispose of interest, dividends and income upon, of and from any such bonds, mortgages, debentures, notes, shares of capital stock securities, obligations, contracts, evidences of indebtedness and other property held, managed or owned by it, and to exercise in respect of all such bonds, mortgages, debentures, notes, shares of capital stock, securities, obligations, contracts, evidences of

indebtedness and other property, any and all rights, powers and privileges of individual owners thereof; to do any and all lawful acts and things tending to increase the value of the properties, assets or interests at any time held, owned, controlled or managed by the Company; to issue bonds and to secure the same by pledges, deeds of trust, mortgages, or trust indentures of or upon the whole or any part of the property owned by the Company, and to sell or pledge such bonds for the proper corporation purposes of the Company, in such manner and at such times as the Board of Directors shall determine; and, in the prosecution of its said corporate business, and to the extent authorized by law, to lease, purchase, hold, sell, assign, transfer, pledge, mortgage and convey real and, so far as incidental to these purposes, personal property of any name, kind or nature,.

To manufacture, purchase or otherwise acquire, to hold, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to lease, trade, deal in and deal with feeds, wares and merchandise, and real and personal property of every class and description; and in particular lands, ~~Q~~buildings, business concerns and under takings, mortgages, shares, stocks, debentures, securities, concessions, produce, policies, book debts and claims; and any interest in real or personal property, and any claims against such property, or against any person or company, and to carry on any business, concern, or under taking so required.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and to exercise all the powers conferred by the laws of Idaho ~~###~~
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Fourth. That term for which this corporation is to exist is fifty years from and after the date of its incorporation.

Fifth. That the kind of road to be built is a railroad to be operated by steam or electric motive power or both.

Sixth. That the estimated length of such railroad is one hundred twelve miles (112) miles.

Seventh. That the total authorized capital stock of this corporation is three million (3,000,000) dollars, divided into thirty thousand (30,000) shares of the par value of one hundred (\$100.00) dollars each.

Eighth. That the amount of said capital stock which has been actually subscribed is one hundred twelve thousand (112,000) dollars, and the following are the names, places of residences of each of the original subscribers with amounts respectively subscribed them, to-wit:

NAME	RESIDENCE	NUMBER OF SHARES
W. H. Thomas	Malad, Idaho	160
L. D. Jones	Malad, Idaho	160
Wm. E. Dives	Malad, Idaho	160
A. W. H. Berr	Eureka, California	160
V. Dives	Malad, Idaho	160
W. H. Thomas, Jr.	Malad, Idaho	160
George C. Swan	Preston, Idaho	160

Ninth. That the number of its directors shall not be less than five nor more than eleven, which number shall be determined by said stockholders of said corporation at annual meeting or special meeting called for such purpose, and until a different number be provided, said Board of Directors shall consist of seven, a majority of which shall constitute a quorum for the transaction of business, and every decision by a majority of such quorum of the Board shall be a valid corporate act. The officers of this corporation shall consist of a President, a Vice-president, a Secretary, a Treasurer, and such additional officers as may at any time be determined by the Board of Directors of said corporation at any regular meeting.

The President and Vice-president shall at all times be chosen from the number constituting the Board of Directors.

The Secretary and Treasurer may, but need not be members of the Board of Directors, and one and the same person may hold both the offices of Secretary and Treasurer.

No person shall be eligible to hold any office in this Corporation, unless he is a stockholder in his own name, as shown by the books of this corporation.

Commencing with the first annual meeting of the Corporation the directors shall be elected by the stockholders, each stockholder shall be entitled to as many votes as he holds shares of the capital stock of the corporation, and representation by proxy duly authorized in writing and filed with the Secretary shall be allowed at all meetings of the stockholders, immediately after their election the Board of Directors shall meet and elect officers of the corporation.

Tenth. Until the first annual meeting of the corporation, and until their successors are elected and qualified, the following named persons shall be directors and officers of the corporation, to-wit:

Directors

W. H. Thomas
L. D. Jones
W. W. Thomas Jr.
Verulena Dives,
A.W. R. Berr
Wm. E. Dives,
George C. Swan,

Officers

President
Vice President
Secretary & Treasurer

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

Twelfth. That at least one member of the Board of Directors shall be a resident of the State of Idaho, and no other qualification as to the residence of the Directors shall be necessary.

Thirteenth. That all the meetings of the Board of Directors 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 of Idaho for the transaction of any business of the corporation as the directors may by resolution or by the by-laws provide, and to have one or more offices in addition to the principal office in Idaho, and to keep the books of this corporation (subject to the provisions of the statute) outside the state of Idaho at such places as may be from time to time designated.

Fourteenth. That the articles of this corporation, 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 Political and Civil Code of the State 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 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 obligation of the corporation, shall not be changed without the consent of all the stockholders.

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

Sixteenth. In furtherance, and not in limitation of the powers conferred by the laws of this state, but conformable thereto, the Board of Directors are expressly authorized to make, alter amend, and rescind the by-laws of this corporation, to fix the amount to be reserved as working capital, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

If the by-laws so provide, to designate two or more of the members of the Board of Directors to constitute an Executive Committee, which Committee shall for the time being, as provided in the such resolution of the Board or in the By-Laws of the corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation, to be affixed to all papers which may require it.

BY THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Idaho and in pursuance to the laws of State Idaho, do make and file this certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly have hereunto set our hands and seals this Twentieth day of April A. D. 1910

In presence of

<u>W. H. Thomas</u>	SEAL
<u>L. Jones</u>	SEAL
<u>A. H. R. Barr</u>	SEAL
<u>V. Dives</u>	SEAL
<u>H. H. Thomas Jr.</u>	SEAL
<u>G. C. Swan</u>	SEAL
<u>J. E. Dives</u>	SEAL

STATE OF IDAHO

COUNTY OF ORIDA /ss.

BE IT REMEMBERED that on this Twentieth day of April A. D. 1910 personally came before me T. D. Jones a Notary Public for the State of Idaho Wm. H. Thomas Jr. L. D. Jones A. H. R. Barr, V. Dives, H. H. Thomas Jr. G. C. Swan. Wm. J. Dives parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said certificate to be true and correct and each of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid

T. D. Jones
Notary Public.

My Commission Expires March 28th 1914.

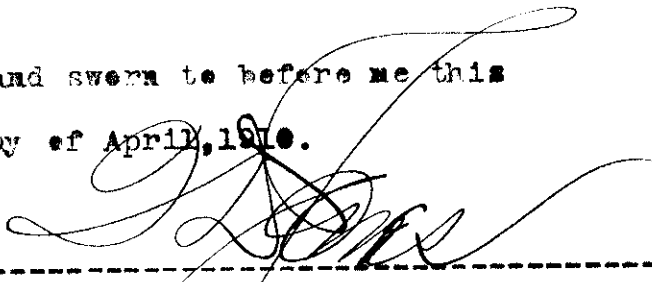
State of Idaho,

County of Oneida:ss

W.H. Thomas, being first duly sworn, deposes and says that he is the President of the "American Falls, Malad, & Salt Lake Valley Railroad Company, Lt'd", the Articles of Incorporation of which said Corporation are hereto attached; that the amount of capital stock required by law, to-wit 112,000 has been actually subscribed.



Subscribed and sworn to before me this
20th day of April, 1910.



Notary Public.

My Commission expires March 28th, 1914.

Office of the Recorder of Oneida County

I, John J. Evans, Recorder of Oneida County, do hereby certify that the above and foregoing is a true and correct copy of the Articles of Incorporation of the American Falls, Melad, Salt Lake Valley Rail Road Company Lt'd, now on file in my office in Oneida County, Idaho. *in the 29th day of April*

1910
John J. Evans

County Recorder of Oneida

County.