

STATE OF IDAHO)

County of Bingham)

ss.

I HEREBY CERTIFY that the within is a full, true and correct copy of a
certified copy of a certified copy of an Amendment to the
Articles of Incorporation of the "CONSOLIDATED WAGON & MACHINE
COMPANY," filed in my office January 7th, 1910,

as appears of ^{file}~~record~~ in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official
seal at Blackfoot, Idaho, this 8th day
of January, 1910.

By

M. H. Deane
Deputy

F. W. Jordan,

Clerk and Ex-Officio Recorder

Arndt E. - Cons. Wagon & Mach Co.

1-

OFFICE OF THE CONSOLIDATED WAGON & MACHINE COMPANY.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION.

We, the undersigned, Joseph F. Smith, President, and Melvin D. Wells, Secretary, of Consolidated Wagon & Machine Company, a corporation, organized and doing business under the laws of the State of Utah, do hereby certify that on the 8th day of February, A.D. 1909, at three o'clock P. M., a special meeting of the Stockholders of said corporation was duly called and held at the office and principal place of business of said corporation in the City of Salt Lake, State of Utah, pursuant to due and regular notice in writing, to each of said stockholders, and the publication of the notice of said meeting in the Deseret News, a newspaper published in said City, for more than twenty-one days immediately prior to said meeting, a copy of which, with the publisher's ^{thereof} proof, is hereto attached and made a part hereof.

That at said meeting 11,326 shares of the 15,000 shares of the outstanding Capital Stock of said corporation was represented by stockholders of said corporation in person or by proxy, duly authorized in writing.

That said stockholders meeting was called for the purpose of voting upon the question of increasing the Capital Stock of said corporation from 15,000 shares to 25,000 shares, making the Capital Stock \$2,500,000.00 in place of \$1,500,000.00, and to provide for the retiring of the Common Stock of said corporation by issuing preferred Stock therefor, on a basis to be agreed upon at said meeting, in pursuance of said notice.

That at said meeting the following resolution was passed by the unanimous vote of all of the said stockholders of said corporation:

RESOLVED, That article V. of the Articles of Incorporation of the Consolidated Wagon & Machine Company be amended so as to read as follows:

Amended E. Con. Wagon & Mach Co. 2

ARTICLE V.

The authorized amount of the Capital Stock of said corporation shall be Two Million Five Hundred Thousand Dollars (\$2,500,000.) which shall be divided into Twenty-five Thousand (25,000) shares of the par value of One Hundred Dollars (\$100.00) each; said Capital Stock, subject to the provisions hereinafter made, shall consist of Thirty-one hundred shares of Common Stock, and Twenty-one thousand nine hundred shares of Preferred Stock, and all of said stock shall be non-assessable. Dividends of seven per cent per annum shall be paid each year upon all preferred stock issued and outstanding, if the earnings of the corporation are sufficient to pay the same. If the dividend upon said Preferred Stock does not reach seven per cent in any year, no dividend shall be paid upon Common Stock until the dividends paid upon Preferred Stock shall aggregate seven per cent for each year since the same was issued; that after the preferred stockholders shall have received seven per cent dividend, that at least one-half of the remaining net earnings shall be paid as dividends to the Common stockholders, until they also shall have received seven per cent per annum. The balance of the net earnings, at the option of the Board of Directors, to be held as a reserve fund, unless otherwise distributed in whole or in part pro rata upon the entire Capital Stock issued, both Preferred and Common; provided, further, that should there be any year in which Common stockholders are paid a less dividend than seven per cent, that at no time subsequent thereto shall Preferred stockholders be paid more than seven per cent per annum until the shortage of dividends under seven per cent on Common stock shall have been fully paid up.

That said ten thousand shares of increased Capital Stock of said corporation shall be Preferred Stock, to be subscribed for, issued and disposed of as shall be hereafter provided by the Directors of said Company; provided, however, that no fractional shares shall be issued. Each stockholder entitled to a fraction

And E. Cane. Wagon Makers Co. 3.

of a share shall have the option either to purchase the balance of the fraction on a basis of \$100.00 per share, or he may receive in cash, the fractional portion to which he is entitled upon the same basis.

That all of the outstanding Common Stock be retired by said Company issuing to Common stockholders one share of Preferred Stock in exchange for each share of Common Stock and the sum of \$5.00 in cash; and when all of said Common Stock is retired as aforesaid, that all of the stock of said company be of one class, and that the name of Common and Preferred Stock be eliminated."

That thereby the Capital Stock of said corporation was increased from \$1,500,000.00, ^{to \$2,500,000.00} and provision was made for the retiring of all of the Common Stock of the corporation, by issuing therefor one share of Preferred Stock upon the surrender of a certificate of Common Stock with \$5.00 in addition thereto, as provided in the foregoing resolution.

IN WITNESS WHEREOF, we have hereunto set our hands as President and Secretary of said Consolidated Wagon & Machine Company, and hereto affixed the corporate seal of said company this 11th day of February A. D. 1909.

(Corporate Seal)

Joseph F. Smith,
President.
Melvin D. Wells,
Secretary.

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

I, Margaret Zane Witcher, County Clerk in and for the County of Salt Lake, in the State of Utah, do hereby certify that the foregoing is a full, true and correct copy of the original Amendment to the Articles of Incorporation of the Consolidated Wagon & Machine Company, as appears of record in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 17th day of February A. D. 1909.

(Seal)

Margaret Zane Witcher,
County Clerk.
By J. U. Eldredge
Deputy Clerk.

ENDORSED:

AMENDMENT.

Consolidated Wagon & Machine Company.

Inc. \$1,500,000. to \$2,500,000.

Filed and Certificate issued this 24"
day of Feby. 1909.

C.S. Tingey
Secretary of State.

State of Utah,)
 (ss.
office of the Se-)
cretary 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 a certified copy of an Amendment to the Articles of Incorporation of the "Consolidated Wagon & Machine Company," filed in my office February 24th, 1909, as appears on filed in my office.

In Witness Whereof, I have hereunto set my hand and affixed the Great Seal of the State of Utah, this 27th day of December, A. D. 1909.

(Seal)

C. S. Tingey,
Secretary of State.

Amtd E. Cons. Wagon & Mach Co. 5