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ARTICLE FIVE OF THE AGREEMENT

OF

THE SHOSHONE & CLOUFWATER RAILWAY COMPANY.

KNOW ALL MEN BY THESE PRESENTS: That we, Fred Herrick,
J. B. Flang and J. C. Palmer, all bona fide residents of the
State of Idaho, have this day voluntarily associated ourselves
together for the purpose of forming a corporation under the laws
of the State of Idaho, and we hereby certify:

1. That the name of the corporation shall be the Shoshone
& Clouwater Railway Company.
2. That the purpose for which it is formed shall be and is
to locate, build, equip, run and operate a standard or other gauged
railroad, with necessary branches and extensions, to be operated
by steam, electricity or otherwise, the main line of which shall
be along and on the following described right of way:

A right of way extending from a point commencing 175
feet south and 200 feet east of the Northwest corner of Section
Thirteen (13), Township Forty-five (45) North, range three (3)
East Boise Meridian, being in Section Fourteen (14), in above
township and range, at a place known as Purple Creek, at a point
of conjunction with the Chicago, Milwaukee & St. Paul Railway
Company's main line at their station No. 694 plus 51, Shoshone
County, Idaho, --the instrument at said point reading: South 86
degrees East, magnetic, which right of way shall and does traverse
along, near or in the locality of Purple Creek, Shoshone County,
Idaho, -- Stations 100 feet apart--

Thence to the right by a 4 degree 30 minute curve to
station 8 plus 50 commencing an angle of 48 degrees 10 minutes,
thence to the right by a 10 degree curve to station 10 plus 75
commencing an angle of 22 degrees 10 minutes,

thence by tangent to station 14 plus 55, thence to the left by a 20 degree curve to station 19 plus 50 consuming an angle of 95 degrees, thence by tangent to station 23 plus 60, thence by a 10 degree curve to the right to station 27 consuming an angle of 42 degrees, thence to the right by a 10 degree curve to station 28 plus 87 consuming an angle of 32 degrees, thence by tangent to station 31 plus 35, thence to the left by a 10 degree curve to station 36 plus 50 consuming an angle of 15 degrees, thence by tangent to station 37 plus 50, thence to the right by a 12 degree curve to station 43 consuming an angle of 66 degrees, thence by tangent to station 49 plus 78, thence to the right by a 1 degree curve to station 51 plus 65 consuming an angle of 2 degrees 10 minutes, thence by tangent to station 64, thence to the left by a 7 degree curve to station 70 consuming an angle of 42 degrees, thence by tangent to station 72, thence to the right by a 4 degree curve to station 75 consuming an angle of 12 degrees, thence by tangent to station 76 plus 20 crossing the section line between sections 15 and 24, township 45 North, Range 3 East E. N., at a point 276 feet East of the quarter post, said tangent at this point is running South 25 degrees East magnetic reading, thence to the right by a 16 degree curve to station 79 plus 50 consuming angle of 52 degrees 40 minutes, thence by tangent to station 80, thence to the right by a 10 degree curve to station 81 plus 90, consuming an angle of 19 degrees, thence by tangent to station 87 plus 50, thence to the right by a 14 degree curve to station 89 plus 50 consuming an angle of 28 degrees, thence by tangent to station 90 plus 55, thence to the left by a 14 degree curve to station 96 consuming an angle of 76 degrees 30 minutes, thence by tangent to station 99, thence to the left by a 7 degree curve to station 102 plus 43, consuming an angle of 14 degrees 12 minutes, thence by tangent to station 103 plus 50, thence to the right by a 15 degree curve to station 106 plus 40 consuming an angle of 42 degrees 30 minutes, thence by tangent to station 108 plus 50, thence to the left by a 13 degree curve to station 112 consuming an angle of 42 degrees, thence by tangent to station 115, thence to the left by a 10 degree curve to station 117 consuming an angle of 20 degrees, thence by tangent to station 124 plus 50, thence to the right by an 8 degree curve to station 126 consuming an angle of 12 degrees, thence to the right by a 14 degree curve to station 131 consuming an angle of 70 degrees, thence by tangent to station 131 plus 75, thence to the left by a 11 degree curve to station 136 plus 75 consuming an angle of 60 degrees, thence by tangent to station 139, crossing the section line between sections 24 and 25, township 45 North, Range 3 E. N., at station 136 plus 25 at a distance of 72 feet East of the quarter post. The tangent at this point is running South 22 degrees East - magnetic reading, thence to the right by a 10 degree curve to station 140 plus 50 consuming an angle of 30 degrees, the correction for long station distance from station 139 to 140 is 300 feet, thence by tangent to station 141, thence to the left by a 12 degree curve to station 144 plus 50 consuming an angle of 42 degrees, thence by tangent to station 147, thence to the right by a 10 degree curve to station 152 plus 50 consuming an angle of 65 degrees, thence by tangent to station 160, thence to the right by a 10 degree curve to station 163 consuming an angle of 25 degrees, thence by tangent to station 164, thence to the right by a 14 degree curve to station 167 consuming an angle of 42 degrees, thence to the right by a 14 degree curve to station 169 plus 50, consuming an angle of 40 degrees, thence by

tangent to station 171 plus 25, thence to the left by a 16 degree curve to station 176 plus 50 consuming an angle of 84 degrees, thence by tangent to station 178, thence to the right by a 10 degree curve to station 179 consuming an angle of 10 degrees, thence by tangent to station 181, thence to the right by an 8 degree curve to station 183 consuming an angle of 10 degrees, thence by tangent to station 184 plus 19, thence to the left by a 5 degree curve to station 185 plus 90, consuming an angle of 9 degrees, thence by tangent to station 187, thence to the right by a 12 degree curve to station 188 plus 50, consuming an angle of 18 degrees, crossing the section lines between sections 25 and 26, township 46 North, range 2, E. R. R., at a point 250 feet north of the quarter post between said sections, thence by tangent to station 189 plus 75, thence to the right by a 12 degree curve to station 192 consuming an angle of 27 degrees, thence by tangent to station 196 plus 60, thence to the left by a 16 degree curve to station 202 plus 25 consuming an angle of 90 degrees 18 minutes, thence by tangent to station 207, thence to the left by a 12 degree curve to station 210 consuming an angle of 36 degrees, thence by tangent to station 211 plus 75, thence to the right by a 16 degree curve to station 214 plus 25 consuming an angle of 40 degrees, thence by tangent to station 216, thence to the right by an 8 degree curve to station 217 consuming an angle of 8 degrees, thence by tangent to station 218, thence to the left by a 16 degree curve to station 220 plus 50, consuming an angle of 40 degrees, thence by tangent to station 222, thence to the right by a 10 degree curve to station 224 consuming an angle of 20 degrees, thence by tangent to station 226, thence to the left by a 14 degree curve to station 229 plus 75 consuming an angle of 53 degrees 30 minutes, thence by tangent to station 231, thence to the right by a 4 degree curve to station between sections 26 and 35, township 45 North, range 2, E. R. R., at station 232 plus 37 at a distance of 570 feet east of the quarter corner between the above mentioned sections and range, thence by tangent to station 236, thence to the right by a 12 degree curve to station 237 plus 50 consuming an angle of 16 degrees, thence by tangent to station 241, thence to the right by a 16 degree curve to station 244 consuming an angle of 48 degrees, thence by tangent to station 246 plus 48, thence to the right by a 14 degree curve to station 253 plus 93 consuming an angle of 76 degrees 18 minutes, thence by tangent to station 255 plus 50, thence to the left by an 8 degree curve to station 256 plus 50 consuming an angle of 24 degrees, thence by tangent to station 260, thence to the left by an 8 degree curve to station 261 consuming an angle of 8 degrees, thence by tangent to station 262, thence by a 10 degree curve to the left to station 266 plus 50 consuming an angle of 45 degrees, thence by a 16 degree curve to the left to station 270 plus 50 consuming an angle of 64 degrees, thence by tangent to station 272 plus 60, thence to the right by a 12 degree curve to station 277 consuming an angle of 54 degrees, thence by tangent to station 278 plus 50, thence to the left by a 16 degree curve to station 280 consuming an angle of 24 degrees, crossing the section line between sections 24 and 35, township 45 North, range 2, E. R. R., at a point 880 feet South of the section corner of sections 26 and 27 and 34 and 35, thence by tangent to station 281 plus 50, thence to the left by a 6 degree curve to station 283 plus 50 consuming an angle of 12 degrees, thence by tangent to station 285 plus 50, thence to the right by an 8 degree curve to station 288 plus 50 consuming an angle of 24 degrees, thence by tangent to station 290, thence to the left by a 2 degree curve to station 293, consuming an

angle of 6 degrees, thence to the left by a 6 degree curve to station 295 plus 50 consuming an angle of 21 degrees, thence by tangent to station 299, thence to the right by a 6 degree curve to station 303 consuming an angle of 24 degrees, thence by tangent to station 304, thence to the left by a 12 degree curve to station 307 plus 50 consuming an angle of 42 degrees, thence by tangent to station 311 plus 50, thence to the right by a 14 degree curve to station 313 consuming an angle of 21 degrees, thence by tangent to station 314, thence to the left by a 16 degree curve to station 316 plus 50 consuming an angle of 36 degrees, thence by tangent to station 317 plus 50, thence to the right by a 14 degree curve to station 322 plus 50 consuming an angle of 70 degrees, thence by tangent to station 328 plus 50 consuming an angle of 40 degrees, thence by tangent to station 335 plus 50, thence to the right by a 14 degree curve to station 339 consuming an angle of 21 degrees, thence by tangent to station 341 consuming an angle of 8 degree curve to station 344 consuming an angle of 16 degrees, thence to the left by a 16 degree curve to station 345 at which point the section line between sections 34, township 46 north, Range 3 east . N. . and section 3, township 44 north, Range 3 E. S. ., the Southwest corner of section 34 being 1096 feet West of the located line, and the Northwest corner of section 3 being 9231 feet East, thence to the right by a 16 degree curve to station 347 plus 50 consuming an angle of 40 degrees, thence by tangent to station 355, thence to the right by a 10 degree curve to station 358 consuming an angle of 30 degrees, thence to the right by a 16 degree curve to station 360 plus 75 consuming an angle of 44 degrees, thence by tangent to station 362, thence to the right by a 5 degree curve to station 363 consuming an angle of 5 degrees, thence by a tangent to station 364 plus 25, thence to the left by a 16 degree curve to station 370 consuming an angle of 92 degrees, thence by tangent to station 376, thence to the left by a 3 degree curve to station 377 plus 50 consuming an angle of 4 degrees and 30 minutes, thence by a tangent to station 381 plus 50, thence to the right by a 10 degree curve to station 385 plus 50 consuming an angle of 20 degrees, thence to the right by a 16 degree curve to station 386 plus 50 consuming an angle of 46 degrees, crossing the section line between sections 3 and 4, township 44 North, Range 3, E. S. ., at station 386 plus 40 at a distance of 465 feet South of the quarter post between said sections, thence by tangent to station 388, thence to the left by a 16 degree curve to station 390 plus 50 consuming an angle of 40 degrees, thence to the left by an 8 degree curve to station 394 consuming an angle of 26 degrees, thence to the left by an 16 degree curve to station 396 plus 50 consuming an angle of 40 degrees, thence by tangent to station 397 plus 50, thence to the right by a 12 degree curve to station 404 plus 50 consuming an angle of 84 degrees, thence by tangent to station 412, thence to the left by a 6 degree curve to station 414 consuming an angle of 6 degrees, thence by tangent to station 416, thence to the right by a 16 degree curve to station 419 consuming an angle of 68 degrees, crossing section line between sections 4 and 9, township 44 north, Range 3 E. S. ., at station 417 and at

a distance of 1075 feet West of the quarter post between sections 4 and 9, in above township and range, thence by tangent to station 420, thence to the left by a 16 degree curve to station 425 plus 50 consuming an angle of 88 degrees, thence by tangent to station 426 plus 50, thence to the right by a 10 degree curve to station 430 plus 75 consuming an angle of 42 degrees 30 minutes, thence by tangent to station 433, thence to the right by a 10 degree curve to station 435 plus 50 consuming an angle of 25 degrees, thence to the right by a 12 degree curve to station 436 plus 50 consuming an angle of 12 degrees, thence by tangent to station 438, thence to the left by a 4 degree curve to station 440 consuming an angle of 8 degrees, thence to the left by a 12 degree curve to station 442 plus 50 consuming an angle of 50 degrees, thence by tangent to station 445, thence to the right by a 14 degree curve to station 448 plus 50 consuming an angle of 58 degrees, thence by tangent to stations 452 plus 50, thence to the left by a 16 degree curve to station 459 plus 75 consuming an angle of 100 degrees, thence by tangent to station 462, thence to the right by an 8 degree curve to station 465 plus 25 consuming an angle of 26 degrees, thence by tangent to station 468 plus 25, thence to the left by a 16 degree curve to station 469, thence to the right by a 16 degree curve to station 471 consuming an angle of 32 degrees, thence by tangent to station 475, crossing the section line between sections 8 and 9, township 44 North, Range 3 East R. R., at station 472 plus 50 at a distance of 75 feet North of the quarter post between said sections, thence to the right by a 5 degree curve to station 476 plus 30 consuming an angle of 6 degrees and 30 minutes, thence by tangent to station 480 plus 26, thence to the left by a 10 degree curve to station 482 consuming an angle of 17 degrees and 30 minutes, thence to the left by a 16 degree curve to station 483 plus 50, thence to the right by an 8 degree curve to station 489 consuming an angle of 24 degrees, thence by tangent to station 490 plus 50, thence to the left by a 17 degree curve to station 492 plus 50 consuming an angle of 24 degrees, thence by tangent to station 495, thence to the right by a 6 degree curve to station 498 plus 50 consuming an angle of 31 degrees, thence by tangent to station 499 plus 60, crossing the section lines between sections 8 and 17, township 44 North, Range 3 East R. R., at station 499 plus 30 at a distance of 619 feet West of the Section corners 8, 9, 16 and 17, Township 44, North, Range 3, East R. R., thence to the left by an 8 degree curve to station 501 plus 62 consuming an angle of 18 degrees, thence by tangent to station 503, thence to the right by an 8 degree curve to station 505 plus 50 consuming an angle of 20 degrees, thence by tangent to station 507, thence to the right by a 6 degree curve to station 508 plus 50 consuming an angle of 9 degrees, thence by tangent to station 510, thence to the left by an 8 degree curve to station 513 plus 50 consuming an angle of 28 degrees, thence by tangent to station 516 plus 75, thence to the right by a 12 degree curve to station 518 plus 26 consuming an angle of 18 degrees, thence by tangent to station 519 plus 25, thence to the left by a 12 degree curve to station 520 plus 80 consuming an angle of 18 degrees 36 minutes, thence by a tangent to station 522, thence to the left by a 14 degree curve to station 524 consuming an angle of 26 degrees, thence by a tangent to station 525 plus 50, thence to the right by a 12 degree curve to station 529

consuming an angle of 42 degrees, thence by tangent to station 582, thence to the left by an 8 degree curve to station 584 plus 50 consuming an angle of 20 degrees, thence by a tangent to station 586 plus 50, thence to the right by a 10 degree curve to station 587 plus 75 consuming an angle of 12 degrees 30 minutes, thence by a tangent to station 589 plus 50, thence to the right by a 14 degree curve to station 594 consuming an angle of 63 degrees, thence by a tangent to station 597 plus 50, thence to the left by a 10 degree curve to station 591 plus 90 consuming an angle of 44 degrees, thence by tangent to station 597, thence to the left by a 12 degree curve to station 599 plus 50, consuming an angle of 50 degrees, crossing the section line between section 17 and 20, Township 44 North, Range 3 East, E. N., at station 598 plus 82, at a distance of 2611 feet West of the section corner of sections 16, 17, 20 and 21, in the above town and range, thence by tangent to station 598 plus 25, thence to the right by a 6 degree curve to station 598 consuming an angle of 10 degrees 30 minutes, thence to the right by a 12 degree curve to station 598 consuming an angle of 36 degrees, thence by tangent to station 599 plus 50, thence to the left by a 6 degree curve to station 597 plus 50 consuming an angle of 6 degrees, thence by tangent to station 592 plus 50, thence to the right by an 8 degree curve to station 594 consuming an angle of 12 degrees, thence by tangent to station 595, thence to the left by an 8 degree curve to station 591 consuming an angle of 48 degrees, thence by tangent to station 593, thence to the right by a 16 degree curve to station 596 plus 50 consuming an angle of 40 degrees, thence by tangent to station 597, plus 50, thence to the right by an 8 degree curve to station 599 consuming an angle of 12 degrees, thence by tangent to station 593, thence to the left by a 11 degree curve to station 595 consuming an angle of 50 degrees, thence by tangent to station 597, plus 50, thence to the right by a 6 degree curve to station 600 plus 50 consuming an angle of 18 degrees, thence by tangent to station 602, thence to the left by a 12 degree curve to station 606 consuming an angle of 48 degrees, thence by tangent to station 607 plus 50, thence to the right by a 16 degree curve to station 610 plus 75 consuming an angle of 52 degrees, thence by tangent to station 612, thence to the left by a 16 degree curve to station 616 consuming an angle of 48 degrees, thence by tangent to station 617 plus 50, thence to the right by a 14 degree curve to station 618 plus 25 consuming an angle of 66 degrees 30 minutes, thence by tangent to station 626 plus 50, crossing the section line between sections 29 and 30, Township 44 North, Range 3 East E. N., at station 625 plus 25, at a distance of 190 feet South from the section corner of sections 19, 20, 29 and 30, in the above mentioned township and range, thence to the left by a 16 degree curve to station 632 plus 50 consuming an angle of 96 degrees, thence by tangent to station 632 plus 26, thence to the right by a 16 degree curve to station 639 plus 82 consuming an angle of 103 degrees 31 minutes 12 seconds.
(Change in Station Numbers) Station 639 plus 82 equals station 641 plus 82, the aforementioned curve is continued to station 642, thence by tangent to station 647, thence to the left by a 16 degree curve to station 646 plus 50 consuming an angle of 56 degrees, thence by tangent to station 649 plus 50, thence to the right by an 8 degree curve to station 651 plus 50, consuming an angle of 16 degrees, thence to the right by a 10 degree curve to station 653 plus 50 consuming an angle of 20 degrees, thence by tangent to station 656, thence to the left by a 12 degree curve to station 658 plus 50 consuming an angle of 30 degrees,

thence by tangent to station 659 plus 50, thence to the right by a 16 degree curve to station 662 plus 50 consuming an angle of 48 degrees, thence by tangent to station 664, thence to the left by a 14 degree curve to station 666 consuming an angle of 56 degrees, thence by tangent to station 672, thence to the left by a 12 degree curve to station 676 plus 50 consuming an angle of 42 degrees, thence by tangent to station 677 plus 50, thence to the right by a 16 degree curve to station 686 plus 26 consuming an angle of 140 degrees, thence by tangent to station 689 plus 50, thence to the left by a 6 degree curve to station 692 plus 50 consuming an angle of 18 degrees, thence by tangent to station 695 plus 50, thence to the right by a 12 degree curve to station 699 consuming an angle of 42 degrees, thence by tangent to station 700 plus 50, thence to the right by a 12 degree curve to station 702 plus 50 consuming an angle of 24 degrees, thence by tangent to station 704 plus 50, thence to the left by a 16 degree curve to station 710 plus 50 consuming an angle of 96 degrees, thence by tangent to station 712, crossing the section line between sections 25, township 44 North, Range 2 East, and section 30, township 44 North, Range 3 East, at a distance of 269 feet South of the quarter post between above sections at station 712 plus 25, thence to the right by a 16 degree curve to station 715 consuming an angle of 48 degrees, thence by tangent to station 717, thence to the right by an 8 degree curve to station 719 plus 50 consuming an angle of 20 degrees, thence by tangent to station 721 plus 50, thence to the left by a 16 degree curve to station 727 consuming an angle of 88 degrees, thence by tangent to station 730, thence to the left by a 12 degree curve to station 732 consuming an angle of 24 degrees, thence by tangent to station 735 plus 50, thence to the right by a 16 degree curve to station 741 plus 75 consuming an angle of 100 degrees, thence by tangent to station 744, thence to the left by a 16 degree curve to station 747 consuming an angle of 48 degrees, thence to the left by a 6 degree curve to station 750 plus 50 consuming an angle of 21 degrees, thence by tangent to station 754, thence to the right by a 10 degree curve to station 759 consuming an angle of 50 degrees, thence by tangent to station 760 plus 50, thence to the left by a 16 degree curve to station 763 plus 35 consuming an angle of 77 degrees 36 minutes, thence by tangent to station 769 plus 75, thence to the left by a 6 degree curve to station 771 plus 50 consuming an angle of 10 degrees and 30 minutes, thence by tangent to station 772 plus 50, thence to the right by a 16 degree curve to station 776 consuming an angle of 56 degrees, thence by tangent to station 777 plus 25, thence to the right by a 16 degree curve to station 779 plus 50 consuming an angle of 36 degrees, thence by tangent to station 781 plus 35, crossing the section line between sections 25 and 26, township 44 North, Range 2 East S. E., at station 780 plus 85 at a distance of 554 feet North of the Section corner of sections 25 and 26 and 35 and 36 in the above town and range, thence to the left by a 16 degree curve to station 787 plus 50 consuming an angle of 98 degrees 24 minutes, thence by tangent to station 788 plus 75, thence to the right by a 16 degree curve to station 790 consuming an angle of 20 degrees, thence to the right by an 8 degree curve to station 791 consuming an angle of 8 degrees, thence crossing the section line between sections 26 and 35, township 44 North, Range 3 East S. E., at station 790 plus 27, at a distance of 614 feet West of the section corner of sections 25 and 26 and 35 and

36 in above township and range, thence by tangent to station 792 plus 50, thence to the left by a 12 degree curve to station 794 consuming an angle of 18 degrees, thence by tangent to station 795 plus 50, thence to the right by 16 degree curve to station 797 by a 2 degree curve to station 800 plus 50 consuming an angle of 6 degrees, thence to the right by a 6 degree curve to station 801 consuming an angle of 3 degrees, thence by tangent to station 803, thence to the left by a 6 degree curve to station 804 consuming an angle of 6 degrees, thence by tangent to station 805 plus 50, thence to the left by an 8 degree curve to station 808 consuming an angle of 20 degrees, thence by tangent to station 812, thence to the left by a 4 degree curve to station 814 plus 50 consuming an angle of 6 degrees, thence to the left by a 6 degree curve to station 816 plus 50 consuming an angle of 12 degrees, thence by tangent to station 818, thence to the right by a 10 degree curve to station 819 plus 50 consuming an angle of 15 degrees, thence by tangent to station 820 plus 75, thence to the left by a 10 degree curve to station 821 plus 50 consuming an angle of 17 degrees 30 minutes, thence by tangent to station 826, thence to the right by a 4 degree curve to station 827 consuming an angle of 4 degrees, thence to the right by a 12 degree curve to station 830 plus 50 consuming an angle of 42 degrees, thence by tangent to station 831 plus 50, thence to the left by an 8 degree curve to station 839 plus 50 consuming an angle of 64 degrees, thence by tangent to station 843, thence to the left by an 8 degree curve to station 845 consuming an angle of 16 degrees, thence by tangent to station 846, said tangent running South 43 degrees 30 minutes East magnetic reading, which last point is near the quarter post on the South side of Section 35, Township 44 North, Range 2 East Boise Meridian, at a place or in the locality of ~~Orchard~~ County, Idaho; thence south, southeast route along, near or in the locality ~~W. L. route~~, along, near Clarkia, said county and state, and connect with route, along, near Milwaukee & St. Paul Railway Company at the most practical point in Section 6, Township 42 North, Range 2 East Boise Meridian, Shoshone County, Idaho, which above described right of way, shall be the main line and is approximately 33 miles in length, which main line shall have and has a spur or branch line--connecting with said main line at the most practical point in Section 20, Township 44 North, Range 3 East Boise Meridian, Shoshone County, Idaho, described as follows:

Beginning at a point on the Main Line of the Marble Creek Valley Railway Company's located line, at station 584 plus 50, thence by tangent from point on the main line location at above station, to station 1 plus 75, thence to the left by an 8 degree curve to station 3 plus 50 consuming an angle of 14 degrees, thence by tangent to station 5, thence to the right by an 8 degree curve to station 6 plus 50 consuming an angle of 12 degrees, thence to the right by a 16 degree curve to station 7 plus 50 consuming an angle of 16 degrees, thence by tangent to station 8 plus 50, thence to the left by an 8 degree curve to station 11 consuming an angle of 20 degrees, thence by tangent to station 12 plus 50, thence to the left by a 16 degree curve to station 16 plus 50 consuming an angle of 64 degrees, thence by tangent to station

18 plus 25, thence to the right by an 8 degree curve to station 19 plus 50 consuming an angle of 10 degrees, thence by tangent to station 22, thence to the right by a 4 degree curve to station 24 plus 50 consuming an angle of 10 degrees, thence to the right by a 10 degree curve to station 26 plus 50 consuming an angle of 20 degrees, thence by tangent to station 28 plus 50, thence to the right by a 15 degree curve to station 31 plus 15 consuming an angle of 39 degrees and 45 minutes, thence by tangent to station 33 plus 75, thence to the left by a 16 degree curve to station 35 plus 50 consuming an angle of 28 degrees, crossing the section line between sections 20 and 29, township 44 North Range 3 East S. E., at station 34 plus 47 at a distance of 564 feet East of the quarter post between the above sections, thence by tangent to station 43, thence to the left by a 6 degree curve to station 44 plus 50 consuming an angle of 9 degrees, thence by tangent to station 47 plus 50, thence to the left by an 8 degree curve to station 49 plus 50 consuming an angle of 16 degrees, thence by tangent to station 52, thence to the right by a 14 degree curve to station 54 consuming an angle of 28 degrees, thence by tangent to station 55 plus 50, thence to the left by an 8 degree curve to station 58 plus 50, consuming an angle of 56 degrees, thence to the left by a 10 degree curve to station 64 plus 50 consuming an angle of 80 degrees, thence by tangent to station 67, thence to the right by a 16 degree curve to station 69 consuming an angle of 32 degrees, thence by tangent to station 72 plus 50, thence to the left by an 8 degree curve to station 74 consuming an angle of 12 degrees, thence by tangent to station 76 plus 50, crossing the section line between sections 28 and 29, township 44 north, Range 3 East S. E., at station 75 plus 68, at a distance of 385 feet South of the quarter post between the above sections, thence to the right by a 12 degree curve to station 78 plus 50, consuming an angle of 24 degrees, thence by tangent to station 80 plus 50, thence to the right by an 8 degree curve to station 82 plus 50 consuming an angle of 16 degrees, thence by tangent to station 85, thence to the left by a 4 degree curve to station 86 plus 50 consuming an angle of 6 degrees, thence by tangent to station 88, thence to the right by an 8 degree curve to station 90 plus 50 consuming an angle of 20 degrees, thence to the right by a 1 degree curve to station 92 plus 50 consuming an angle of 2 degrees, thence to the right by an 8 degree curve to station 93 plus 50 consuming an angle of 8 degrees, thence by tangent to station 98, thence to the left by a 14 degree curve to station 99 consuming an angle of 14 degrees, thence to the left by a 16 degree curve to station 102 plus 50 consuming an angle of 72 degrees, crossing section line between sections 28 and 29, township 44 North Range 3 East S. E., at station 102, at a distance of 1579 feet East of the quarter post between the above sections, thence by tangent to station 105, thence to the right by a 4 degree curve to station 107 plus 50 consuming an angle of 10 degrees, thence to the right by a 9 degree curve to station 109 consuming an angle of 13 degrees and 30 minutes, thence by tangent to station 110, thence to the left by an 8 degree curve to station 112 consuming an angle of 16 degrees, thence by tangent to station 113 plus 50, thence to the right by a 12 degree curve to station 116 consuming an angle of 18 degrees, thence by tangent to station 118, thence to the left by a 16 degree curve to station 119 plus 25 consuming an angle of 52 degrees,

crossing the quarter line running North and South through section 23, township 44 North, Range 3 East B. & M., at station 118 plus 50 at a distance of 345 foot South of the quarter post between sections 23 and 33, thence by tangent to station 120 plus 35, thence to the right by a 16 degree curve to station 122, plus 35, thence by tangent running North 34 degrees East magnetic 126 - said tangent running North 34 degrees East magnetic reading, being the place known as Homestead in section 23, township 44 North, Range 3, East Boise Meridian Shoshone County, Idaho; thence running in a south, southeasterly and southwesterly direction along the most practical route along, near or in the locality of Marble Creek to a point near the mouth of Marble Creek where it flows into the main Marble Creek in Freezecut Creek where it flows into the main Marble Creek in section 18, township 43 North, Range 4 West Boise Meridian, Shoshone County, Idaho, which above described spur or branch line shall be and is approximately 12 miles in length; that the termini of said main line shall be and is the places at the conjunction of the Chicago, Milwaukee & St. Paul Railway near the places known as "Marble Creek" and "Clerkia", Shoshone County, Idaho, and the above described termini of said spur or branch shall be and is the places above described, known as "Buzell" and "Freezecut", Shoshone County, Idaho; this company shall have and hereby reserves the right to acquire, in any way necessary, and build other branches, spurs or extensions thereto as may hereafter be necessary and proper in order to develop the natural resources of the country through which said road shall be constructed, the width of said right of way and the size of the station grounds shall be determined in the future, according to the topography of the country and the estimated transportation demands.

To run and operate a railway along said right of way by steam, electricity or otherwise and to carry freight and passengers thereon as a common carrier for hire, to do every thing necessary, requisite or proper to be done in serving the public as a common carrier of freight or passengers for hire, to recover toll for the carriage of persons or freight on said railway, to purchase or consolidate with, lease or otherwise secure, or operate or maintain on such terms as may be agreed, any railroad or railroads in the state of Idaho, including the rolling stock thereof, and all appurtenances thereto, complete the same to its or their said terminus or termini, and to do every act or thing incident thereto.

To locate, acquire and establish storage ponds and booms for the purpose of receiving and sorting logs, poles, ties or other timber products, and to enable the public to

assemble or sort its logs, poles, ties or other timber products therein in order to handle said timber products in connection with the operation of said railroad or otherwise.

To purchase, lease or acquire rights of way by the exercise of eminent domain for the uses and purposes of said railway, and to purchase or lease other lands, and to hold, possess, improve, sell, mortgage or otherwise dispose of said right of way and other lands which may be acquired and may be deemed for the best interests of the company, to borrow money on bonds, notes, commercial paper, or otherwise for the general purpose of conducting the business of the corporation, and to mortgage its property and property rights, or to pledge the same, or either of them, to secure the payment of any indebtedness.

To subscribe for and purchase the whole or any part of the capital stock or bonds of any corporation and participate in the management and conduct thereof; to do all things necessary and proper for the accomplishment of conducting expeditiously its business as a public service corporation, and to do any and all things done by other railway corporations.

5. That the place where its principal place of business is to be conducted is at the city of St. Maries, Benewah County, Idaho.

6. That the term for which it is to exist is fifty (50) years from the date of its incorporation.

5. That the number of directors shall consist of three, at least one member of the Board of Directors shall be a resident of the State of Idaho, and that no other qualification as to residence of the directors shall be necessary, two directors shall constitute a quorum for the transaction of business, and

every decision by said quorum of the board shall be valid as a corporate act. The Board of Directors selected and appointed to act until their successors are appointed, elected and qualified are Fred Herrick, M. B. Flagg and J. C. Palmer. That the officers selected and appointed to act until their successors are appointed, elected and qualified are Fred Herrick, President, J. C. Palmer, Vice-President, and M. B. Flagg, Secretary and Treasurer.

6. That the amount of capital stock of said corporation is Fifty Thousand Dollars (\$50,000.00); and the number of shares into which it is divided is Five Hundred (500) shares of the par value of One Hundred Dollars (\$100.00) each.

7. That the amount of stock which has been actually subscribed is Fifty Thousand Dollars (\$50,000.00), five hundred (500) shares, which has been subscribed by the following persons:

Name of Subscribers.	Number of Shares.	Par Value,	Residence.
Fred Herrick	498	\$49,800	St. Maries, Id
M. B. Flagg	1	100	St. Maries, Id
J. C. Palmer	1	100	St. Maries, Id

8. That all of the meetings of the Board of Directors shall be held at the principal office of the corporation in this state, as herein designated, or at such other place or places within or without this state for the transaction of any business of the corporation as the directors may, by resolution or the by-laws provide.

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

10. This corporation shall be subject to all the duties imposed and shall have and possess all the powers and privileges

conferred by the laws of the state of Idaho, under which it is organized and which are contained in these articles of incorporation.

In witness whereof we have hereunto set our hands this 25th day of January, 1917.

Fred Herrick

Residence, St. Maries, Idaho.

E. B. Flagg

Residence, St. Maries, Idaho.

J. C. Palmer

Residence, St. Maries, Idaho.

State of Idaho,

ss.

County of Benewah.

On this 25th day of January, in the year 1917, before me, E. N. La Veine, a duly qualified Notary Public, personally appeared Fred Herrick, E. B. Flagg and J. C. Palmer, persons whose names are subscribed to the within articles to be the persons who executed the same. They each acknowledged to me that they executed the same.

In witness whereof I have hereunto set my hand and affixed my notarial seal the day and year in this certificate above written

E. N. La Veine
Notary Public.

(Notarial Seal)

Endorsed: Instrument No. Articles of Incorporation of Shoshone & Clearwater Railway Company.
Filed at the request of E. N. La Veine, January 25th, 1917, at Shoshone County, State of Idaho.

✓ 7:45 P. M. Records of Shoshone County, State of Idaho.
Warren T. Shepperd,
County Recorder.

By C. B. Moon

Deputy

Fee .50

State of Idaho, ss.

County of Benewah. ss.

I, Warren T. Shepperd, county recorder in and for said county of Benewah, in the State of Idaho, DO HEREBY CERTIFY that the foregoing is a full, true and correct copy of the Articles of Incorporation of the Shoshone & Clearwater Railway Company, together with all official endorsements thereon, as appears after a careful comparison of the same with the original articles of incorporation of said company now on file at my office and in my custody.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my official seal at my office in the city of St. Maries, Idaho, this 25th day of January, 1917.

.....Warren T. Shepperd....
County RECORDER.

By C. B. Moon

Deputy

CERTIFICATE OF INCORPORATION.

DOMESTIC.

STATE OF IDAHO.

COPY

DEPARTMENT OF STATE.

I, WILLIAM T. DOUGHERTY, Secretary of State of the State of Idaho, do hereby certify that a certified copy of the Articles of Incorporation of

SHOSHONE & CLEARWATER RAILWAY COMPANY,
duly certified by the Recorder of Benewah County, to be a true copy of the original Articles, was filed in this office on the 5th day of February, A. D. One Thousand Nine Hundred and Seventeen, and is duly recorded in Book "A-8" of Domestic Corporations, Records of the State of Idaho, which Articles contain the statement of facts required by law, to-wit:

FIRST, The name of the Corporation as aforesaid; SECOND, The purpose for which it was framed; THIRD, The place where its principal business is to be transacted; FOURTH, The term for which it is to exist; FIFTH, The number of its directors, or its trustees; SIXTH, The amount of its capital stock and the number of shares into which it is divided; SEVENTH, The amount of its capital stock actually subscribed and by whom; EIGHTH, The kind of road intended to be constructed; NINTH, The place from and to which it is intended to be run; TENTH, The estimated length of the road; ELEVENTH, The number of directors which shall constitute a quorum for the transaction of business and that every decision by majority of said quorum of the board shall be valid as a corporate act; TWELFTH, That all the meetings of the Board of Directors shall be held at the principal office of the corporation in this state or at such other place or places within or without this state for

the transaction of any business of the corporation as the directors may, by resolution or by the by-laws, provide; THIRTY-THIRD, That at least one member of the Board of Directors shall be a resident of this state, and that no other qualification as to residence of the directors shall be necessary; FORTY-FIRST, That the stockholders shall not be individually liable for the debts of the corporation; FIFTY-FIRST, The names of the President, Vice-President, Secretary and Treasurer selected and appointed to act until their successors are appointed, elected and qualified; SIXTY-FIRST, That before the issuance of this Certificate of Incorporation, there was filed in the office of the Secretary of State an affidavit of the President, named in said Articles of Incorporation, that the amount of the capital stock thereof required by law had been actually subscribed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 5th day of February, in the year of our Lord one thousand nine hundred and seventeen and of the Independence of the United States of America the one hundred and forty-first.

Secretary of State.