MATT PARROTT & SONS CO., WATERLOO, IOWA 68-1841

Iowa Southern & Missouri Northern Railroad Company
To
Chicago Rock Island & Pacific Railroad Company

#1658

Fee $16.50

Filed for record the 5 day of December A. D. 1968 at 11:24 o'clock A.M.

Mary E. Welty, Recorder

ARTICLES OF CONSOLIDATION

STATE OF IOWA OFFICE OF THE SECRETARY OF STATE No. 18968

To All To Whom These Presents Shall Come, Greeting: I, Melvin D. Synhorst, Secretary of State of the State of Iowa, do hereby certify that the following and hereto attached is a true copy of Articles of Consolidation of Iowa Southern and Missouri Northern Railroad Company and Chicago Rock Island and Pacifice Railroad Company filed in this office June 2, 1880. As the same appear of record in this office.

In Testimony Whereof, I have hereunto set my hand and affixed the official seal of the Secretary of State at the Capitol, in Des Moines, this 3rd day of December A. D. nineteen hundred and sixty-eight.

(SEAL OF SECRETARY OF STATE-STATE OF IOWA)

Melvin D. Synhorst
Secretary of State

ARTICLES OF CONSOLIDATION

Parties Entered into this second day of June, in the year one thousand eight hundred and eighty, by and between The Chicago, Rock Island and Pacific Railroad Company, a corporation organized and existing under the laws of the States of Illinois and Iowa, party of the first part; The Iowa Southern and Missouri Northern Railroad Company, party of the second part; The Newton and Monroe Railroad Company, party of the third part; The Atlantic Southern Railroad Company, party of the fourth part; The Avoca, Macedonia and Southwestern Railroad Company, party of the fifth part, and The Atlantic and Audubon Railroad Company, party of the sixth part--the said parties of the second, third, fourth, fifth and sixth parts being corporations which were organized and now exist under the laws of the State of Iowa--which Articles witness: That,

Preamble Whereas, The several railroads by said parties severally owned, or held under indentures of lease, are operated by the party of the first part as parts of one railway system extending through or into the states of Illinois, Iowa, Missori and Kansas; and

Whereas. The owners of the shares of the capital stock of the party of the first part are also the owners of the capital stock and bonds of the other parties hereto; and

Whereas. A consolidation, union and merger of the capital stocks and corporate and other franchises, rights, privileges and property of each and all of said parties into a consolidated corporation, which will own and be possessed of all the corporate and other franchises, rights, privileges, immunities and property of each and all of said parties, will in the judgment of each of said parties, secure greater economy and efficiency in the management and operation of said lines, and thereby promote the interests of the public, of said corporate parties, and of all the shareholders in each of them; and

Whereas. The proposition to so consolidate, unite and merge has been submitted to the stockholders of each of said parties, at meetings duly convened and held, upon notice given in manner and form as required by law and the by-laws of the several parties, and said proposition has been approved by votes, had at said several meetings, of majorities, consisting of the holders of over three-fourths in amount of the capital stock of each of said parties;

Wherefore. The said parties of the first, second, third, fourth, fifth and sixth parts, severally, in consideration of the premises, and the mutual execution of these Articles, do convey, covenant and agree as follows:

Article I.

Corporate Name. They do hereby consolidate, unite and merge their capital stocks, corporate and other franchises, rights, privileges and property of every nature and description, and hereby are all one consolidated corporation, which shall be known by the corporate name

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of The Chicago, Rock Island and Pacific Railway Company.

Article II.

Grants to the Consolidated Corporation. The said parties of the first, second, third, fourth, fifth and sixth parts do respectively and severally grant, bargain, sell release, convey, assign, transfer and set over unto The Chicago, Rock Island and Pacific Railway Company, the consolidated corporation hereby created, the several and respective railroads, railroad lands, rights of way, stations, station grounds, lands, lots, bridges, cars, locomotives, rolling stock, tools, machinery, fuel, timber, iron, stone, materials and goods and chattles; and all and singular the several and respective bonds, bills, notes, accounts, demands, money and things in action; and all and singular their several and respective estates, property and effects, real and personal, movable and immovable, wheresoever, howsoever and by whomsoever held; and all and singular their several and respective corporate and other franchises, rights, privileges and immunities; and do mutually agree and declare that the same shall from the execution of these Articles and henceforth, be held and posessed by said consolidated corporation, its successors and assigns forever, to and for its own use, benefit and behoof forever, to all intents and purposes.

Obligations assumed by Consolidated Corporation. And they do further agree and declare that all of the debts, obligations and liabilities whatsoever of said parties, and of each of them respectively, from the execution of these Articles and henceforth, shall be and are the proper debts, obligations and liabilities of said consolidated corporation and its successors forever, to all intents and purposes; and that all of the contracts, bonds, certificates, deeds and other acts and writings of each of the said parties shall continue in full force and effect, as the proper contracts, bonds, certificates, deeds, acts and writings of the said consolidated corporation, without any surrender or change;

Proviso. Provided always: 1. That this consolidation, union, merger and transfer of rights and liabilities shall not operate, by way of merger or otherwise, to impair, destroy or extinguish the obligation or liability of any of said parties, upon any bonds, contracts or indebtedness which, by these articles, are intended to be transferred to, or which may hereafter be owned by, said consolidated corporation, or the lien of any mortgage or other incumbrance which has been executed to secure the payment or performance of any such bonds, contracts or indebtedness, or the force or obligation of any indenture of lease heretofore entered into by and between any two of the parties hereto, if the continued force of such contracts, or the continued obligation of the parties thereunder, is found necessary to the protection and security of the interests and title of said consolidated corporation, or any of the other parties hereto; and the right is hereby expressly reserved to said consolidated corporation, and to such other parties as may be interested in the preservation of such liens or contracts, to enforce, in such manner as it shall be advised, all of said liens or contracts when deemed necessary for such purpose;

2. That the invalidity of any one or more of the conveyances, assignments or transfers intended to be made by the terms of these Articles shall not impair or affect the validity of any other.

Article III.

General Purpose and Objects-- The general purpose and object of The Chicago, Rock Island and Pacific Railway Company, the consolidated corporation hereby created, shall be:

To Own, Complete, Extend Maintain and Operate. 1. To own, complete, extend, improve, maintain and operate each of the several railroads heretofore owned by any of the parties hereto and hereinafter mentioned, and which are described in the respective charters, articles of association and articles of consolidation of the several parties (to which, for greater particularity, reference is hereby made), and to use and enjoy all of the corporate

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and other franchises, rights, privileges, immunities and property of every nature and description which form a part of, or are appurtenant or relate to, any of said railroads, and which have been owned by the respective parties hereto, or by any of them, or by the predecessors, assignors or grantors of any of them:

The Chicago, Rock Island and Pacific Railroad--1. The railroads heretofore owned by the Chicago, Rock Island and Pacific Railroad Company, party of the first part hereto, that is to say:

Main Line -- (1) The main line of the railroad of said Company, consisting of what was formerly known as The Chicago and Rock Island Railroad, and which was constructed and operated by The Chicago and Rock Island Railroad Company a corporation created by special statutes of the State of Illinois, and extending from Van Buren Street, in the city of Chicago, in the county of Cook, in the State of Illinois, through the counties of Cook, Will, Grundy, LaSalle, Bureau, Henry and Rock Island, to a point on the boundary line between the States of Illinois and Iowa, and the railroad formerly known as the Mississippi and Missouri Railroad, which was constructed and operated by The Mississippi and Missouri Railroad Company, a corporation which was created under a general statute of the State of Iowa, from the point on the boundary line last aforesaid, through the counties of Scott, Cedar, Muscatine, Johnson, Iowa, Powesheik and Jasper, to the town of Kellogg, in said last-named county, and which was completed thence by the party of the first part hereto, through said last named county and the counties of Polk, Dallas, Madison, Guthrie, Adair, Cass, Shelby and Pottawattamie, to a connection with The Union Pacific Railroad in Council Bluffs, in said last-named county:

The South Chicago Branch (2) The railroad known as the South Chicago Branch of the Chicago, Rock Island and Pacific Railroad, and which connects with the main line of said railroad at South Englewood, in the county of Cook and State of Illinois, and extends thence to its eastern terminus in South Chicago, in said county:

And Washington or Oskaloosa Branch. (3) The railroad formerly known as the Washington Branch of The Mississippi and Missouri Railroad, and subsequently as the Washington Branch and the Oskaloosa Branch of the Chicago, Rock Island and Pacific Railroad, which was constructed and operated as a part of said first-named railroad form a point of intersection with the main line of said railroad at Witten, in the county of Muscatine, to Washington, in the county of Washington, and extended thence, by the party of the first part hereto, through said county and the counties of Keokuk, Mahaska and Marion, to Knoxville, in the last-named county.

The Iowa Southern and Missouri Northern Railroad--2. The railroads heretofore owned by the Iowa Southern and Missouri Northern Railroad Company, party of the second part hereto, that is to say:

Main Line -- (1) The mainline of said railroad, extending from its eastern terminus on the boundary line between the States of Illinois and Iowa, at the point where the mainline of The Chicago, Rock Island and Pacific Railroad crosses said boundary line, to its western terminus hereinafter described, a portion of which was constructed by the Chicago and Southwestern Railway Company, a corporation which was organized under the laws of the States of Iowa and Missouri, to wit, that portion which extends from a point of intersection with the railroad last above described, at Washington, in Washington County, in the State of Iowa, through said county and the counties of Jefferson, Wapello, Davis, Appanoose and Wayne, to a point on the boundary line between the States of Iowa and Missouri, thence through the counties of Mercer, Grundy, Davies, DeKalk, Clinton and Platte, to a point on the Missouri River, at the eastern terminus of the Kansas and Missouri Bridge, and nearly oposite the city of Leavenworth, in the State of Kansas:

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The Atchison Branch.-- (2) The railroad constructed by The Chicago and Southwestern Railway Company, and known as the Atchison Branch thereof, which extends from a point of intersection with the line last above described, at Edgerten Junction, in the County of Platte, in the State of Missouri, through said county and the County of Buchanan to a point on the Missouri River opposite the city of Atchison in the State of Kansas:

And the Indianola and Winterset Branch.--(3) The railroad extending from a point of intersection with the mainline of The Chicago, Rock Island and Pacific Railroad, in Des Moines, in the county of Polk, in the State of Iowa, to a point of intersection with the main line of The Iowa Southern and Missouri Northern Railroad, on the boundary line between the States of Iowa and Missouri, a portion of which, to wit, that which extends from the point of intersection with The Chicago, Rock Island and Pacific Railroad, through the counties of Polk and Warren to Indianola, in said last-named county, was constructed by The Des Moines, Indianola and Missouri Railroad Company, a corporation which was organized under the laws of the State of Iowa; and another portion, to wit, that which extends from Somerset Station, on the railroad constructed as last above mentioned, through the counties of Warren and Madison, to Winterset, in said last-named county, by The Des Moines, Winterset and South-Western Railroad Company, a corporation which was also organized under the laws of the State of Iowa:

The Newton and Monroe Railroad. 3. The railroad heretofore owned by the party of the third part hereto, and known as The Newton and Monroe Railroad, which has been constructed from a point of intersection with the main line of The Chicago, Rock Island and Pacific Railroad at Newton, in Jasper County, in the State of Iowa, to Monroe, in said county:

The Atlantic Southern Railroad. 4. The railroad heretofore owned by The Atlantic Southern Railroad Company, the party of the fourth part hereto, extending from a point of intersection with the main line of The Chicago, Rock Island and Pacific Railroad in the city of Atlantic, in the county of Cass, in a southerly direction through Lewis, in said county, to a point on the boundary line between the States of Iowa and Missouri; which railroad has been constructed by said party of the fourth part from the point first named to said town of Lewis:

The Avoca, Macedonia and Southwestern Railroad. 5. The railroad heretofore owned by The Avoca Macedonia and Southwestern Railroad Company, a corporation organized under the laws of the State of Iowa, and party of the fifth part hereto, which is being constructed from a point of intersection with the main line of The Chicago, Rock Island and Pacific Railroad, near Avoca, in Pottawattamie County, in the State of Iowa, in a southerly direction to a point on the boundary line between the States of Iowa and Missouri:

The Atlantic and Audubon Railroad 6. The railroad heretofore owned by The Atlantic and Audubon Railroad Company, a corporation organized under the laws of the State of Iowa, party of the sixth part hereto, which is constructed and in operation from a point of intersection with the main line of The Chicago, Rock Island and Pacific Railroad near Atlantic, in the county of Cass in the State of Iowa, through the counties of Cass and Audubon, to Audubon in said last-named county.

Leased Lines-- II. To perform as the successor and assignee of the lessees in the several indentures of lease hereinafter mentioned, the several covenants, promises and agreements in said indentures set out to be kept and performed by said several lessees; and to hold, use and enjoy all franchises, rights, privileges, property, income and emoluments secured to said lessees by the terms of said several indentures, that is to say:

Peoria and Bureau Valley Railroad--1. The indenture of lease, made on the fourteenth day of April, in the year one thousand eight hundred and fifty-four, between the Peoria and Bureau Valley Railroad Company, a corporation organized and existing under special

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statutes of the State of Illinois as lessor, and The Chicago, and Rock Island Railroad Company, as lessee, whereby said lessor did demise and let to the said lessee, its successors and assigns, the railroad of the said lessor, which extends from a point of intersection with the main line of the Chicago, Rock Island and Pacific Railroad at Bureau Junction, in the county of Bureau, in the State of Illinois, through a portion of said county and the counties of Putnam, Marshal and Peoria to Peoria in the last-named county, with all of the franchises, rights, privileges and property forming a part thereof and appurtenant thereto, which railroad and appurtenant property is more particularly described in said indenture:

The Keokuk and Des Moines Railway--2. The indenture of lease, made on the fourteenth day of May, in the year one thousand eight hundred and seventy-eight, between The Keokuk and Des Moines Railway Company, a corporation organized under the laws of the State of Iowa, as lessor, and The Chicago, Rock Island and Pacific Railroad Company, party of the first part hereto, as lessee, whereby said lessor did let and demise to the said lessee, its successors and assignes, the railroad known as the Keokuk and Des Moines Railway, which extends from one terminus in the city of Keokuk, in the county of Lee, in the State of Iowa, through the counties of Lee, Van Buren, Davis, Wapello, Mahaska, Marion, Jasper and Polk to a terminus on the west side of the Des Moines River, in the city of Des Moines in said last-named county, together with all of the franchises, rights, privileges and property forming a part of and appurtenant to said railroad and in said indenture described;

Fort Leavenworth Railroad.-- 3. The indenture of lease made on the twenty-fourth day of June, in the year one thousand eight hundred and seventy-eight, between the Fort Leavenworth Railroad Company, a corporation organized and existing under the laws of the State of Kansas, as lessor, and The Iowa Southern and Missouri Northern Railroad Company, party of the second part hereto, as lessee, whereby said lessor let and demised to said lessee the railroad known as The Fort Leavenworth Railroad, which extends from the western terminus of the Kansas and Missouri Bridge, on the Fort Leavenworth Military Reservation, in the county of Leavenworth, in The State of Kansas, through said reservation to the city of Leavenworth, in said county, with all of the franchises, rights, privileges and property appurtenant to said railroad, and in said intenture described:

Avoca, Harlan and Northern Railroad--4. The indenture of lease made on the fourteenth day of September, in the year one thousand eight hundred and seventy-eight, between The Avoca, Harlan and Northern Railroad Company as lessor, and The Chicago, Rock Island and Pacific Railroad Company, party of the first part hereto as lessee, whereby the said lessor let and demised to the said lessee, its successors and assignes, its railroad, which is constructed and in operation from a point on the main line of the lessee, near Avoca, in Pottawattamie County, in the State of Iowa, through said county and the county of Shelby, to Harlan in said last-named county, with all franchises, rights, privileges and property forming a part of and appurtenant to said railroad, in said indenture described:

Guthrie and Northwestern Railroad--5. The indenture of lease made on the sixth day of February, in the year one thousand eight-hundred and eighty, between The Guthrie and Northwestern Railroad Company, as lessor, and The Chicago, Rock Island and Pacific Railroad Company, party of the first part hereto, as lessee, whereby the said lessor let and demised to said lessee the railroad now being constructed from a point on the main line of said lessee, near Guthrie Station, in the County of Guthrie, to Guthrie Center, in said county, with all of the franchises, rights, privileges and property, forming a part of or appurtenant to said railroad, and in said indenture described:

Hannibal and St Joseph Railroad--6. The indenture of lease made on the fourth day of December, in the year one thousand eight hundred and seventy-nine, between The Hannibal and

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St Joseph Railroad Company, as lessor, and The Chicago, Rock Island and Pacific Railroad Company, party of the first part hereto, and The Iowa Southern and Missouri Northern Railroad Company, party of the second part hereto, as lessees, whereby said lessor let and demised to said lessees certain rights, privileges and franchises in and upon that branch of the lessor's railroad which extends from Cameron, in Clinton County, in the State of Missouri, through the counties of Clinton, Clay and Jackson, to Kansas City, in said last named county, which rights, privileges and franchises are in said indentures described:

Keosauqua and Southwestern Railroad.--7. The indenture of lease made on the first day of May, in the year one thousand eight and eighty, between the Keosauqua and Southwestern Railroad Company, a corporation organized and existing under the laws of the State of Iowa, as lessor, and The Chicago, Rock Island and Pacific Railroad Company, party of the first part hereto, as lessee, whereby the said lessor let and demised to said lessee its railroad which is now being constructed from an intersection with the Keokuk and Des Moines Railway at Mount Zion, in the county of Van Buren, in the State of Iowa, to Keosauqua, in said county.

Running and Traffic Arrangement, Also to observe, keep and perform, as the successor and assignee of the party of the first part, the several covenants and promises by said party agreed to be kept and performed, in any and all agreements for running of traffic arrangments entered into between it and any other railroad company or companies.

Lateral Lines and Bridges. III. To construct, or acquire by purchase or lease, railroads lateral to any of the several lines hereby consolidated, and to maintain and operate the same as parts of its railway system. Also to construct or acquire by purchase or lease, and maintain and operate railway bridges over navigable rivers and waterways, when necessary to the extension or connection of any of the railroads hereby consolidated, or of any other railroad lateral thereto and owned or leased by said consolidated corporation.

Land Grant to Lands. IV. To own, use, sell or otherwise dispose of all lands which have been or may hereafter be certified by the proper officers of the United States to the State of Iowa, The Mississippi and Missouri Railroad Company, or The Chicago, Rock Island and Pacific Railroad Company, or which have been confirmed to either of said companies, or to which either is or may be entitled because of any legislation of the United States or of the State of Iowa, in or supplemental to the act of Congress entitled, "An Act making a grant of land to the State of Iowa in alternate sections to aid in the construction of certain railroads in said State," approved on the fifteenth day of May, in the year one thousand eight hundred and fifty-six, and the act amendatory thereof, approved on the second day of June, in the year one thousand eight hundred and sixty-four, as fully as the same could be owned, used, sold or otherwise disposed of by The Chicago, Rock Island and Pacific Railroad Company, party of the first part hereto.

Article IV.

Powers of the Consolidated Corporation. The Chicago, Rock Island and Pacific Railway Company the consolidated corporation hereby created, shall have and posess:

Of Constituent Members Assumed--1. Each and all of the corporate and other franchises, rights, powers, privileges, immunities and property, heretofore held, posessed, exercised or enjoyed by the said parties of the first, second, third, fourth, fifth and sixth parts hereto, or by either of them, included all franchises, privileges and immunities secured to each by its Charter or Charters, Articles of Incorporation, Articles of Association, Articles of Consolidation and the laws of any State or of the United States:

Proviso. Provided: That if the consolidation, union and merger intended to be accomplished by the execution of these articles shall be held ineffectual or invalid as to anyone or more of the parties, they shall nevertheless be effectual and valid as to all parties having power to make such consolidation, union and merger:

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2. Such powers as may be necessary to the accomplishment of the purposes and objects declared in the third Article hereof, and which it may legally assume and exercise as a consolidated corporation in each of the several States in which any part of the railroads, which it will own or operate, is or may be situated; or into which any of said railroads may be lawfully extended:

To Extend Existing Franchises.--3. Power to renew and extend, in such manner as may be provided by law, its own corporate being existence and franchises, and the existence of the corporate franchises, rights, privileges and immunities hereby consolidated, united and merged, if such extension and renewal shall at any time be deemed necessary to prevent the expiration of the same.

General Corporate Powers. 4. Power to sue and be sued in its corporate name; have a corporate seal and alter the same at pleasure; do and act or transact any business which a common carrier of persons and property may lawfully do; make contracts; acquire and transfer property; establish by laws and make such rules and regulations as may be deemed necessary to the proper management of its business annual meeting, at which such election should be had. If for any reason an election is not had at any annual meeting or an adjournment thereof, a special meeting for such election may be called in the manner provided by the by-laws.

Filling Vacancies. 4. Vacancies occasioned by the removal of a Director from office by death, resignation or otherwise than by an expiration of the term for which he was elected, may be filled by the Board of Directors, in such manner as shall be provided by the by-laws.

Resignation. 5. Ceasing to be a stockholder in the corporation shall be taken and regarded as a resignation.

Duties of the Board 6. It shall be the duty of the Board of Directors:

To Elect President, Two Vice Presidents, Secretary and Treasurer (1) To elect annually, at their first meeting held after the stockholders' annual meeting, one President, two Vice Presidents, one Secretary and one Treasurer; and when, in the judgment of the Board, it is necessary, one Assistant Secretary and one Assistant Treasurer.

To Fill Vacancies--(2) To fill vacancies in the office above named and in the Board, except when caused by the expiration of the term of a Director.

To Adopt By-Laws. (3) To adopt by-laws fixing the time and place for the annual meetings of the stockholders for the election of Directors and the transaction of other business; providing for the appointment of such officers, in addition to those named in the preceding paragraph, as may be deemed necessary for the transaction of the business of the corporation; and prescribing such additional rules and regulations as may be deemed proper for observance in the transaction of the business and protection of the interests of the corporation.

General Powers of the Board of Directors. 7. All powers which are not, by the terms of these articles, or by statute, vested in or to be exercised by the stockholders, are hereby conferred upon and vested in the Board of Directors.

Executive Committe . 8. The Board of Directors may appoint an Executive Committe, which shall consist of the President of the corporation and four Directors, and invest it with all of the powers of the Board, when it is not in session.

First Board of Directors. 9. The persons who, at the time of the execution of these Articles, are Directors of The Chicago, Rock Island and Pacific Railroad Company, party of the first part hereto, shall be the Directors of the said consolidated corporation during the full duration of the several terms for which they were elected by the stockholders of the said party of the first part, and until their successors are duly chosen.

The Officers of the Consolidated Corporation. 10. The several officers of the party of the first part, at the date of the execution of these Articles, shall be the like officers of said consolidated corporation during the pleasure of the Board of Directors or of such

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officer of officers as shall be invested with power to appoint and remove.

Article VII.

Ratification. All and singular the proceedings, resolutions and doings of the respective Boards of Directors of the respective first, second, third, fourth, fifth and sixth parties hereto, and of the several executive committees of said parties are hereby ratified, confirmed and declared valid, and shall be observed and kept by said consolidated corporation,

Article VIII.

Limit of Indebtedness. The highest amount of indebtedness to which said consolidated company may at any time subject itself, shall not exceed two-thirds of the par value of the shares of its capital stock outstanding.

Article IX.

Commencement of Existence of Consolidated Corporation. The existence of the consolidated corporation shall commence on the first day on which the certificates required by law, showing the approval by the required majority of the stockholders of each of the parties hereto, of the proposition to create said consolidated corporation, are on file in the offices of the Secretary of State for the State of Illinois, the Recorder of Cook County, in said State, the Secretary of State for the State of Iowa and the Recorder of Scott County in said State; and shall continue for a period of fifty years thereafter, which existence may be renewed from time to time, as may be provided by the laws of the States of Illinois and Iowa.

Article X.

Private Property Exempt. The private property of the stockholders of the consolidated corporation, shall not be liable for corporate debts.

Article XI.

General and Other Officers. The principal place of business and general offices of said consolidated corporation shall be in the city of Chicago, in the State of Illinois. Its principal place of business in the State of Iowa shall be in the city of Davenport, in the county of Scott in said State. It may also establish and maintain an office in the city of New York.

The Board of Directors and Executive Committee may hold meetings at such places as they may deem proper, and all acts done and resolutions made at such meetings shall have the same force and validity as if done or made at the general office of the Company in the city of Chicago.

Article XII.

First By-Laws. The By-Laws of the Chicago, Rock Island and Pacific Railroad Company, party of the first part hereto, shall, so far as they are consistent with these articles, be the By-Laws of the said consolidated corporation, until otherwise ordered by the Board of Directors.

Article XIII.

Amendment of Articles of Consolidation These Articles, or any of them, may be amended at any annual meeting of the stockholders of said consolidated corporation, or at any special meeting called for that purpose, by the vote of the holders of two-thirds of the shares of capital stock then outstanding.

In Witness Whereof, the said parties have severally impressed hereon their respective corporate seals, and have caused the same to be attested by the signatures of their several Presidents and Secretaries, the day and year first above written.

Hugh Riddle President of the Chicago Rock Island and Pacific Railroad Company

(SEAL)

Francis H. Tows Secretary of the Chicago, Rock Island and Pacific Railroad Company

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F. H. Griggs President of the Iowa Southern and Missouri Northern Railroad Company

(SEAL) J. L. Drew Secretary of the Iowa Southern and Missouri Northern Railroad Company

F. H. Griggs President of the Newton and Monroe Railroad Company.

D. S. Couch Secretary of the Newton and Monroe Railroad Company.

H. F. Royce President of the Atlantic Southern Railroad Company.

(SEAL) Thos S. Wright Secretary of the Atlantic Southern Railroad Company.

John F. Baldwin President of the Avoca, Macedonia and Southwestern Railroad Company

(SEAL) S. S. Stevens Secretary of the Avoca, Macedonia and Southwestern Railroad Company.

A. Kimball President of the Atlantic and Audubon Railroad Company.

(SEAL) J. L. Drew Secretary of the Atlantic and Audubon Railroad Company.

State of Iowa, ss

Filed in the office of Secretary of State June 3rd 1880 at 4½ o'clock P.M.

COMPARED

J. A. F. Hull
Secretary of State
Wm. F. Hammond, Deputy.