

AGREEMENT OF CONSOLIDATION AND MEGER AND ARTICLES AND CERTIFICATE OF INCORPORATION OF THE MOUNTAIN FUEL SUPPLY COMPANY

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EXECUTIVE STATE OF UTAH THE GREAT SEAL OF THE STATE DEPARTMENT. OF UTAH INDUSTRY 1847 1896

SECRETARY OF STATE'S OFFICE

I, M.H. WELLING, SECRETARY OF STATE OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of a certified copy of the Articles of Incorporation of the, MOUNTAIN FUEL SUPPLY COMPANY as appears of record in My Office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of The State of Utah At Salt Lake City, this Twenty-second Day of November 1935

THE GREAT SEAL OF THE STATE OF UTAH . . . M.H. WELLING SECRETARY OF STATE INDUSTRY 1847 1896 . . . . . BY . . . . . DEPUTY

AGREEMENT OF CONSOLIDATION AND MERGER AND ARTICLES AND CERTIFICATE OF INCORPORATION OF THE MOUNTAIN FUEL SUPPLY COMPANY

(A consolidation of the Wasatch Gas Company, Ogden Gas Company, and Utah Gas and Coke Company, and a merger of the Western Public Service Corporation, the Mountain Fuel Supply Company, Uinta Pipe Line Company, and The Aspen Mountain Gas Company, all corporations of the same kind, engaged in the same general business, into a Consolidated Corporation, organized under the laws of the State of Utah, under the name of Mountain Fuel Supply Company.)

UNITED STATES OF AMERICA,) :SS STATE OF UTAH. )

This certificate and agreement made as of the First day of April, A.D. 1935, by and between the Wasatch Gas Company, a corporation of the State of Utah, by its President and Secretary and the Directors thereof, parties of the first part; Ogden Gas Company, a corporation of the State of Utah, by its President and Secretary and the Directors thereof, parties of the second part; and Utah Gas and Coke Company, a corporation of the State of Utah, by its President and Secretary and the Directors thereof, parties of the third part; all hereinafter sometimes referred to collectively as "Constituent Corporations"; the Western Public Service Corporation, a corporation of the State of Delaware, by its President and Secretary and the Directors thereof, parties of the fourth part; Mountain Fuel Supply Company, a corporation of the State of Delaware, by its President and Secretary and the Directors thereof, parties of the fifth part; Uinta Pipe Line Company, a corporation of the State of Delaware, by its President and Secretary and the Directors thereof, parties of the sixth part; and The Aspen Mountain Gas Company, a corporation of the State of Wyoming, by its President and Secretary and the Directors thereof, parties of the seventh part, all hereinafter sometimes referred to collectively as the "Merged Corporations"; and the following persons who are Directors in one or more of the Consolidated or Merged Corporations, to-wit:

T.B. Gregory, O.D. Donnell, L.B. Denning, D.E. Mitchell, J.M. Simpson, J.C. DONNELL II, F.B. Firmin, A.M. Gee, and J.H. DeVine, ( who are hereinafter sometimes designated collectively as "Incorporators"), parties of the eighth part hereto.

WITNESSETH:

1. That the Constituent Corporations, said Wasatch Gas Company, (hereinafter sometimes referred to as the "Wasatch Company"), said Ogden Gas Company, ( hereinafter sometimes referred to as the " Ogden Company"), and said Utah Gas and Coke Company ( hereinafter sometimes referred to as the "Utah Company"), respectively party of the first part, party of the second part and party of the third part hereto, are each a corporation organized

under and in pursuance of the laws of the State of Utah, and each is organized for the purpose of and is generally engaged in manufacturing, producing, generating, transmitting, purchasing, distributing, or selling natural and artificial gas and gas by-products and gas appliances for light, heat, power or other wise, and each is engaged in one or more of the purposes aforesaid in one or more of the following counties in the State of Utah, to-wit: Weber, Morgan, Davis, Summit, Salt Lake, Utah, and Wasatch, and in one or more of the cities, towns and villages located in said Counties, and each has full lawful power and authority to consolidate, one with the other, under the laws of the State of Utah, and the formation thereby of a new consolidated corporation which will become the owner and succeed to all of the rights, privileges, primary and secondary franchises, licenses and certificates of conveyance and necessity, and all property, real and personal, and all subscriptions and debts due of whatever kind, and all corporate and other rights and interests of all of the corporations so consolidated, ( hereinafter sometimes separately and sometimes collectively referred to as "Consolidated Properties").

2. (a) That the authorized capital of said Wasatch Company is \$1,500,000.00, divided into 60,000 shares of Common Stock of the par value of \$25.00 per share, of which there are issued and outstanding 48,000 shares.

(b) That the authorized capital of the Ogden Company is 20,000 shares, without nominal or par value, divided into 10,000 shares of Common Stock and 10,000 shares of Preferred Stock, of which there are issued and outstanding 5,000 shares of Preferred Stock and 5,000 shares of Common Stock.

(c) That the authorized capital of the Utah Company is \$5,300,000.00, divided into 53,000 shares, having a par value of \$100.00 each, of which 15,000 shares are Seven per cent (7%) Cumulative Preferred Stock; 8,000 shares are Seven per cent (7%) Cumulative Participating Stock and 30,000 shares are Common Stock, of which there are issued and outstanding 11,500 shares of Seven per cent (7%) Cumulative Preferred Stock, 2,515 shares of Seven per cent (7%) Cumulative Participating Preferred Stock, and 24,730 shares of Common Stock, and Fractional Warrants for shares of Preferred Stock, in the aggregate amount of 964 shares.

3. That the Merged Corporations, said Western Public Service Corporation, ( hereinafter sometimes referred to as the "Western Corporation"), said Mountain Fuel Supply Company (hereinafter sometimes referred to as the " Mountain Company"), and said Uinta Pipe Line Company, ( hereinafter sometimes referred to as the " Uinta Company "), respectively party of the fourth part, party of the fifth part, and party of the sixth part hereto, are each respectively a corporation organized in pursuance of the laws of the State of Delaware, and said The Aspen Mountain Gas Company, ( hereinafter sometimes referred to as the "Aspen Company"), party of the seventh part, is a corporation organized in pursuance of the laws of the State of Wyoming, and each is respectively organized for, and engaged in, the operation of one or more of the pursuits or business in which each of the Constituent Corporations is engaged; and the corporate operations of each Merged Corporation and each Constituent Corporation is inter-dependent, in part on the facilities and business operations of one or more of said Merged Corporations or said Constituent Corporations, and each of said Merged Corporations has full lawful power and authority to merge or consolidate with the Consolidated Corporation, through sale to and purchase by said Consolidated Corporation, of all rights, privileges, primary and secondary franchises, licenses, and certificates of convenience and necessity, and all property, real and personal, and all subscriptions and debts due of whatever kind of each of said Merged Corporations, ( which is sometimes separately and sometimes collec-

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tively referred to as "Merged Properties"), thereby granting to the Consolidated Corporation the right to become the owner and succeed to all of the Merged Properties and the corporate and other rights and interests of each of the corporations so merged.

4. (d) That the authorized capital of said Western Corporation is 3,000,000 shares, which shares are Common Stock, without nominal or par value; that there are issued and outstanding 2,000,000 shares of said authorized capital.

(e) That the authorized capital of the Mountain Company is 120,000 shares, which shares are Common Stock, without nominal or par value; that there are issued and outstanding 120,000 shares of said authorized capital.

(f) That the authorized capital of the Uinta Company is 100,000 shares, which shares are Common Stock, without nominal or par value; that there are issued and outstanding 50,000 shares of said authorized capital.

(g) That the authorized capital of said Aspen Company is 2,000 shares, which shares are Common Stock, without nominal or par value; that there are issued and outstanding 2,000 shares of said authorized capital.

5. That the Incorporators, T.B. Gregory, O.D. Donnell, L.B. Denning, D.E. Mitchell, J.M. Simpson, J.C. Donnell II, F.B. FIRMIN, A.M. GEE, AND J.H. DeVine, parties of the eighth part, are each a member of the Board of Directors of one or more of the Constituent or Merged Corporations, and have been selected by the Constituent and the Merged Corporations, acting through their respective Boards of Directors, to act as Individual Incorporators of the Consolidated Corporation, and each of said Incorporators will become, by virtue of said consolidation or merger, a stockholder of the Consolidated Corporation and, collectively, as such Incorporators, before the completion of the incorporation of the Consolidated Corporation, and thereafter as the Board of Directors of the Consolidated Corporation, are to have the authority under this certificate and agreement to complete and carry out the objects, purposes and intent of this certificate and agreement.

6. That since the physical and other properties of each of said merged corporations and of each of said constituent corporations are at present, in a varying degree, interdependent or interconnected thereby forming a single complete unit of operation from the production to the distribution of gas to consumers, therefore, the respective Boards of Directors of the Constituent Corporations and the Merged Corporations, deem it advisable to the end that greater efficiency and economy of management may be accomplished and otherwise and generally to the advantage and welfare of each of said Constituent Corporations and each of said Merged Corporations and their several and respective stockholders (1) to consolidate said Constituent Corporations under and pursuant to the provisions of Chapter 5 Title 18 of the Revised Statutes of Utah, 1933, and all Acts supplementary thereto or amendatory thereof, (2) to merge said Merged Corporations with said Consolidated Corporation when formed, as aforesaid, by each of said Merged Corporations selling and transferring to said Consolidated Corporation

all of its Merged Properties, in accordance with the provisions of this certificate and agreement and pursuant to the provisions and powers as contained in the respective certificates of incorporation of each of said Merged Corporations.

Now, therefore, in consideration of the premises and of the mutual agreements, provisions, covenants and grants herein contained, it is hereby agreed by and between each of said Constituent Corporations, parties hereto, and in accordance with the laws of the State of Utah, that said Wasatch Gas Company, Ogden Gas Company, and Utah Gas and Coke

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Company, shall be and the same are hereby consolidated into a single corporation, to be known as Mountain Fuel Supply Company, ( herein called "Consolidated Corporation"), and it is further agreed by and between each of said Merged Corporations, one with the other and all with the constituent Corporations and the Consolidated Corporation and the Incorporators, parties hereto, that each of said Merged Corporations will immediately, upon the incorporation of said Consolidated Corporation becoming effective as herein after provided, merge with said Consolidated Corporation, by means of each said Merged Corporations selling, transferring and setting over unto said Consolidated Corporation all of its Merged Properties, to the extent allowed by law, thereby granting to the Consolidated Corporation the right to become the owner and succeed to all the Merged Properties and the corporate and other rights and interests of each said Merged Corporations.

And all of the parties hereto by these presents respectively agree, one with the other and all with the Incorporators, to prescribe the terms and conditions of said consolidation and merger, and the mode of carrying the same into effect, which terms and conditions and mode of carrying the same into effect the said parties hereto do mutually and severally agree, and covenant to observe, keep and perform, that is to say:

FIRST

That said Wasatch Gas Company, said Ogden Gas Company and said Utah Gas and Coke Company, Constituent Corporations aforesaid, are hereby consolidated into a single Consolidated Corporation under the name of Mountain Fuel Supply Company, (herein called "Consolidated Corporation")

SECOND

That the Articles of Incorporation of the Consolidated Corporation, as in this agreement hereinafter set out, shall constitute a part of this agreement, and the provisions of said Articles of Incorporation shall be considered and construed as the covenant made or adopted by each of the respective parties to this agreement, and as further defining the agreement between all of the parties hereto.

THIRD

That the limit and amount of the capital of the Consolidated Corporation shall be Twenty Million (\$20,000,000.00) Dollars, divided into Two million (2,000,000) shares, of the par value of Ten (\$10.00) Dollars per share, all of which shall be fully paid by the Consolidated Corporation acquiring through consolidation under the laws of the State of Utah, all of the Consolidated Properties of each of the Constituent Corporations so consolidating, as herein provided, and also acquiring through merger all of the Merged Properties of each of the Merged Corporations so merging as herein provided.

FOURTH

That in consideration of having acquired under the provisions of this agreement all of the Consolidated Properties and all of the Merged Properties, the Consolidated Corporation shall (1) cause to be fully paid all of the authorized capital stock of the Consolidated Corporation (2) assume all debts, liabilities and duties of each of said Constituent Corporations and of each of said Merged Corporations and that henceforth from and after the effective date of incorporation of the Consolidated Corporation, as hereinafter in this agreement fixed, said debts, liabilities and duties, so assumed by the Consolidated Corporation as aforesaid shall be enforceable against the Consolidated Corporation to the same extent as if incurred or contracted by it (3) shall create a paid-in surplus of not less than Ten Million (\$10,000,000) Dollars,

That shares of the authorized fully paid capital stock of the Consolidated Corp-

shall be exchangeable for and the stock of each Constituent Corporation oration, and each Merged Corporation shall be cancelled or converted into the Stock of the Consolidated Corporation in the manner and in the proportion set forth in Article XV of the Consolidated Articles of Incorporation hereinafter contained. 750

FIFTH

Upon the consummation of the acts of consolidation and merger herein provided for, to the extent and as provided by the laws of the State of Utah, all and singular the rights, privileges and powers, of each of said Constituent Corporations and of each of said Merged Corporations and all Consolidated Properties and all Merged Properties and all other things in action or belonging to each said Constituent Corporation and to each said Merged Corporation shall be vested in the Consolidated Corporation; and all Consolidated Properties and all Merged Properties, and all and every other interest of each said Constituent Corporation and of each said Merged Corporation, parties hereto, shall hereafter be as effectually the property of the said Consolidated Corporation as they were of the several and respective Corporations, parties hereto, and the title to any and all real estate, whether by deed or otherwise vested in any of said Corporations, parties hereto, shall not revert or be in any way impaired by reason of the said consolidation and merger, provided that all rights of creditors and all liens upon the property of any and all said Constituent Corporations and said Merged Corporations, parties hereto, shall be preserved unimpaired, and the respective Constituent Corporations and Merged Corporations, parties hereto, may be deemed to continue in existence in order to preserve the same; and all debts, liabilities and duties of either of said Constituent Corporations and of said Merged Corporations, parties hereto shall forthwith attach to said Consolidated Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties have been incurred or contracted by it, it being expressly provided that the consolidation of the Constituent Corporations and the merger of the Merged Corporations, parties hereto, shall not in any manner impair the rights of any creditor or creditors of any said Constituent Corporations or of any said Merged Corporations. If at any time said Consolidated Corporation or its said Incorporators shall deem or be advised that any further assignments, assurances in the law, or things are necessary or desirable to vest in the said Consolidated Corporation, the title to any property of any said Constituent Corporations or of any said Merged Corporations then said Wasatch Company, said Ogden Company, said Utah Company, said Western Corporation, said Mountain Company, said Uinta Company or said Aspen Company ( as the case may be) and its proper officers and Directors shall and will execute all proper conveyances, assignments and assurances in the law and do all things necessary or proper to vest title to such property in said Consolidated Corporation and otherwise to carry out the purposes of this agreement.

It is expressly declared that said Consolidated Corporation shall be and its said Incorporators hereby covenant, in behalf of, said Consolidated Corporation that it shall be subject to the remedies and liabilities in such case provided by the laws of the State of Utah concerning Consolidation of Corporations; provided, however, that nothing in this Certificate and Agreement of Consolidation contained shall in any manner or degree diminish or impair the lien or security of that certain trust deed of said Utah Gas and Coke Company to the American Trust & Savings Bank as Trustee ( or its successor in trust) dated July 2, 1906, or any of the rights or powers of said Trustee or of the bondholders under said Deed of Trust, and that this agreement of consolidation shall be construed as being upon terms intended to preserve and not impair the lien and security of said Deed of Trust, or of any of the rights or powers of said Trustee, or of the Bondholders

under said Deed of Trust and shall in all respects be considered as a covenant inclusive of all of the rights and privileges of the said Trustee named in said Deed of Trust and of the bondholders thereunder, all as set forth in Section 4 of Article Nineteenth of said Deed of Trust, which by reference thereto is specifically made a part hereof. M

SIXTH

The corporate names and organizations of said Wasatch Gas Company, said Ogden Gas Company, and said Utah Gas and Coke Company, respectively, except insofar as the same shall continue by statute or may be requisite for carrying out the purposes of this agreement shall cease when adopted by the stockholders of the Constituent Corporations and of the Merged Corporations, as hereinafter provided, and upon filing this agreement in the office of the Secretary of State of the State of Utah and the signing and delivery by said Secretary of State of a Certificate of Incorporation to the Consolidated Corporation.

SEVENTH

The Consolidated Corporation shall pay all expenses of Consolidation and Merger.

EIGHTH

This agreement shall be submitted to the stockholders of each of the Constituent Corporations, parties hereto, as provided by law, and shall be deemed and be taken to be the agreement and act of consolidation of said Constituent Corporations upon the adoption thereof by the votes of the holders of a majority of all the shares ( of all Classes) of the capital stock of each of said Constituent Corporations and the doing of such other acts and things as shall be required by the statutes of the State of Utah providing for the consolidation and merger of corporations.

NINTH

This agreement shall be filed as required by the statutes of the State of Utah as an agreement of consolidation and merger only when the same shall have been executed in the corporate name of each of the Constituent Corporations and of each of the Merged Corporations by their respective officers thereunto duly authorized, and approved by their respective stockholders as required by law, or as required by the provisions of their respective Articles or Certificates of Incorporation and in conformity with the laws of their respective states of origin.

TENTH

THE said Constituent Corporations and said Merged Corporations, in furtherance of said consolidation and merger, as herein provided, and in compliance with the laws of the State of Utah, do hereby certify and adopt the following as and for their Articles of Incorporation, to-wit:

CONSOLIDATED ARTICLES OF INCORPORATION

OF

MOUNTAIN FUEL SUPPLY COMPANY

KNOW ALL MEN BY THESE PRESENTS: That we, the Wasatch Gas Company, whose principal place of business is at Salt Lake City, Salt Lake County, State of Utah, the Ogden Gas Company whose principal place of business is at Ogden, Weber County, State of Utah, and the Utah Gas and Coke Company, whose principal place of business is at Salt Lake City, Salt Lake County, State of Utah, all corporations organized and existing under and by virtue of the statutes of the State of Utah, ( herein designated " Constituent Corporations"), together with T.B.Gregory, O.D.Donnell, L.B.Denning, D.E. Mitchell, J.M. Simpson, J.C.Donnell II, F.B. Firmin, A.M. Gee, and J.H. DeVine, ( herein designated as "Incorporators"), and Western Public Service Corporation, Mountain Fuel Supply Company, and Uinta Pipe Line Company, all corporations of the State of Delaware, and the Aspen Mountain Gas Company, a

corporation of the State of Wyoming, ( herein designated as "Merged Corporations"), do hereby voluntarily associate together for the purpose of forming a consolidated corporation under the laws of the State of Utah, and do hereby certify:

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ARTICLE I

That the name of said corporation shall be MOUNTAIN FUEL SUPPLY COMPANY.

ARTICLE II

That said corporation is distinct from each of said Constituent Corporations, parties hereto, and is effected by a joining of said Constituent Corporations, hereby forming a new consolidated corporation, hereinafter called " Consolidated Corporation."

ARTICLE III

The place where the corporation is organized is the City of Salt Lake, County of Salt Lake, State of Utah.

ARTICLE IV

The place of general business and the general office of the corporation shall be in the City of Salt Lake, County of Salt Lake, in the State of Utah.

ARTICLE V

That the pursuit or business agreed upon and for which this Consolidated Corporation is formed is:

(1) To purchase and take over by consolidation under the laws of the State of Utah the properties, real, personal and mixed, rights, privileges, primary and secondary franchises, licenses and certificates of convenience and necessity of each the said Wasatch Gas Company, the said Ogden Gas Company and the said Utah Gas and Coke Company, herein designated Constituent Corporations.

(2) To purchase and take over by merger, or in the form of merger, the properties, real personal and mixed, rights, privileges, primary and secondary franchises, licenses and certificates of convenience and necessity of each, the said Western Pacific Service Corporation, the said Mountain Fuel Supply Company, the said Uinta Pipe Line Company, and said The Aspen Mountain Gas Company, herein referred to as the "Merged Corporations".

(3) To buy, exchange, contract for, lease and in any and all other ways acquire, take, hold and own and to deal in, sell mortgage, lease or otherwise dispose of lands, mining-claims, mineral rights, oil wells, gas wells, oil lands, gas lands and other real property and rights and interest in and to real property and to manage, operate, maintain, improve and develop the said properties and each and all of them.

(4) To engage in and carry on the business of constructing, purchasing, leasing, or otherwise acquiring, and holding, owning, improving developing, managing, maintaining, controlling, operating, mortgaging, creating liens upon, selling, conveying or otherwise disposing of pipe lines, telegraph, telephone or transmission lines and all other means of carriage and transportation ( except by railroad) together with pumping stations, rights-of-way, terminals, storage plants, power plants operated by steam, electricity or other power, water lines and reservoirs, and all other appurtenances, incidental to the transportation, as a private or public service, of petroleum, mineral oils, natural gas, coal and other oils, minerals and mineral and hydro-carbon substances of every kind, and all kinds of products and by-products derived from said substances, or any of them, and in general to acquire, by purchase, or otherwise, any and all property or property rights of whatever kind necessary or incidental for the purposes and conduct of the business of the corporation.

(5) To engage in and carry on the business of drilling, boring and exploring for, mining extracting, producing, refining, distilling, treating, manufacturing, piping, dealing

in, buying and selling petroleum, mineral oils, natural gas, coal and other oils, minerals and mineral and hydro-carbon substances of every kind and all kinds of products and by products derived from said substances, or any of them; and all implements, materials and things incidental to or useful in connection with any of the businesses of the Corporation. 25/17

(6) To manufacture, produce, generate, transmit, purchase, distribute or sell natural or artificial gas, gas by-products and gas appliances for light, heat, power or otherwise either within or without the State of Utah.

(7) To purchase, hold, own or otherwise acquire and sell, assign, transfer or otherwise dispose of franchises, licenses, permits, certificates of necessity and convenience or other rights or privilege from states, cities, counties, towns or other public units or corporations necessary or convenient in carrying on the business or in selling or disposing of gas or other products to such public units or their respective inhabitants.

(8) To acquire by purchase, grant, lease or otherwise, and own, hold, maintain, erect and operate suitable grounds, buildings, plants, machinery, apparatus, appliances, pipes, pipe-lines, mains feeders, services, and other fixtures, equipment and structures necessary or convenient for or incidental to the transmission, manufacture generation distribution purchase and sale of either natural or artificial gas, the by-products thereof, and gas appliances.

(9) To borrow money with or without security, and to make, accept, endorse, execute and issue bonds, notes and other obligations, and to mortgage, pledge and hypothecate any stocks, bonds or other evidences of indebtedness and any other property, real or personal, held by it; and to lend money, either without any collateral security or on the security of real or personal property, and to enter into contracts of all kinds pertaining to the business of the Corporation.

(10) To issue bonds debentures and obligations of the Corporation from time to time, for any of the objects or purposes of the Corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise; and to sell or otherwise dispose of any or all of such bonds, debentures, or obligations in such manner and upon such terms as may be deemed judicious; to confer upon the holders of any bonds, debentures or obligations of the Corporation, secured or unsecured, the right to convert the principal thereof into stock of the Corporation upon such terms and conditions as may be deemed advisable; and to issue certificates for partly paid stock of the Corporation and to create or issue contracts or options for acquisition of stock or shares or obligations of the Corporation issued or to be issued.

(11) To make, execute, endorse and accept promissory notes, bills of exchange and other negotiable instruments; and to redeem any debt or other obligation before the same shall fall due on any terms and at any advance or premium.

(12) To apply for, obtain, register, purchase, lease or otherwise acquire, hold, own, use, borrow, introduce, develop or control, sell, assign or otherwise dispose of, take or grant licenses or other rights with respect to and in any and all ways to exploit or turn to account inventions, improvements, processes, copyrights, patents, trade marks, formulae, trade names and distinctive marks and similar rights of any and all kinds and whether granted, registered or established by or under the laws of the United States or of any State thereof or of any other country or place.

(13) To institute, enter into, assist, promote, conduct, perform or participate in every kind of commercial, mercantile, mining, transportation or industrial enterprise, business or work, contract, undertaking, venture or operation in the United States or in any



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foreign country or countries; and for any such purpose to purchase or otherwise acquire take over, hold, sell, liquidate, or otherwise dispose of, the real estate, plants, equipment, inventory, merchandise, materials and other assets, stock, good-will, rights franchises, patents, trade-marks and trade names and other properties of domestic or foreign corporations, firms, associations, syndicates, individuals and others; to continue, alter, extend and develop their business, assume their liabilities, guarantee or become surety for the performance of their obligations, reorganize their capital and participate in any way in their affairs; to take over as a going concern and continue in its own name any business so acquired and to pay for any such business or properties in money, stock, bonds, debentures or obligations of the Corporation or in any other lawful manner.

(14) To promote, finance, aid and assist, financially or otherwise, any body politic or any corporation or association formed under the laws of the United States or of any State territory, colony or possession thereof or the District of Columbia or of any foreign country or subdivision thereof or of any firm, individual, or syndicate, any shares of stock in which, or any bonds, debentures, notes, securities, evidences of indebtedness, contracts or obligations of which or of whom are held by or for the Corporation, directly or indirectly, or in the business, financing or welfare of which or of whom the Corporation shall have any interest and in connection therewith to guarantee or become surety for the performance of any undertaking or obligation or the payment of principal or interest on obligations and dividends on stock or any other payments whatsoever, and by endorsement or otherwise to guarantee the payment of principal and interest on bonds, notes debentures, drafts and other securities or evidences of indebtedness.

(15) To pay for any property, rights, securities, obligations or interest acquired by the Corporation in money or other property, rights, or interests held by the Corporation, or by assigning and delivering in exchange therefor ( in any manner permitted by law) its own stock, shares, bonds, debentures, notes, certificates of indebtedness or other obligations of any of them however evidenced; to purchase or otherwise acquire, hold, sell, pledge, transfer or otherwise dispose of and to reissue any shares of its own capital stock ( so far as may be permitted by law) and its bonds, debentures, notes or other securities or evidences of indebtedness.

(16) To sell, assign, transfer, convey, mortgage,pledge and otherwise dispose of all the property and the entire business of the Corporation at any time, including its entire good-will and all its assets privileges franchises and rights of whatever sort either for cash or upon credit, or in consideration of the transfer to the Corporation of the stocks bonds or other obligations of any other corporation, and under such terms and conditions as the Board of Directors of the Corporation may deem expedient and for the best interests of the Corporation when and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding.

(17) To enter into any legal arrangement for sharing profits, union of interest, reciprocal concession, or co-operation with any person, partnership, association, combination organization, entity or corporation carrying on or proposing to carry on any business which the Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient, or incidental to carrying out any of the objects of the Corporation.

(18) To do all and everything necessary and proper for the accomplishment of the objects

herein enumerated or necessary or incidental to the protection and benefit of the Corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects and purposes of the Corporation, whether such business is similar in nature to the objects and purposes hereinabove set forth or otherwise.

(19) To merge, amalgamate, or consolidate, in accordance with law, with any other corporation having objects altogether or in part similar to the objects and purposes of the Corporation; and to form, organize, promote, manage, control and maintain and dissolve, merge or consolidate one or more corporations in the shares or securities of which the Corporation may <sup>be or</sup> become interested, for such purpose or purposes as may aid or advance the objects and purposes of the Corporation, and to exercise any of its powers itself, or through the medium of corporations which may be subsidiary corporations organized under the laws of the United States of America, or of any State thereof or of any foreign government or country or subdivision thereof.

(20) In general to do any or all the things hereinbefore set forth and such other things as are incidental or conducive to the attainment of the objects or purposes of the Corporation as principal, factor, agent or contractor or otherwise, either along or in conjunction with any person, firm, corporation or association, and in carrying on its business and for the purposes of attaining or furthering any of its objects to make and perform contracts of every kind and to do all such acts and things and to exercise any and all such powers to the same extent as a natural person might or could lawfully do.

The foregoing clauses shall be construed as purposes, objects and powers and the Matters expressed in each clause shall, except as otherwise expressly provided, be in no wise limited, by reference to or inference from the terms of any other clauses, and shall be regarded as independent purposes, objects and powers, and the enumeration of specific purposes, objects and powers shall not be construed to limit or restrict in any manner the meaning of general terms or the general purposes, objects or powers of the Corporation, nor shall the expression of one such be deemed to exclude another, although it be of like nature and not expressed.

#### ARTICLE VI

The time of this corporation's duration and the period for which it shall exist is one hundred years from and after the date of its incorporation.

#### ARTICLE VII

The limit and amount of the capital stock of this Corporation shall be Twenty Million (\$20,000,000.00) Dollars, divided into two million (2,000,000) shares, of the par value of Ten (\$10.00) Dollars per share.

The member of shares with which this Corporation will commence business shall be two million shares, subscribed in the manner hereinafter in Article XV hereof set out.

#### ARTICLE VIII

The number and kinds of officers of the corporation and their qualifications shall be as follows:

- (1) A Board of nine (9) Directors.
- (2) Provided, however, that the stockholders may at any annual meeting, without notice, fix the membership of the Board of Directors at either three (3), Five (5), Seven (7), nine (9) or eleven (11) Directors by resolution of the stockholders adopted by a majority of the shares of the issued and outstanding capital stock of the corporation
- (3) A quorum of the Board of Directors necessary to transact the business and exercise the corporate power of the corporation shall be as follows:

Two members when the Board of Directors consist of three members; three members when

the Board of Directors consists of five members; four members when the Board of Directors consists of seven members; five members when the Board of Directors consists of nine members; and six members when the Board of Directors consists of eleven members. 250

(4) A person to be eligible to election to the office of Director in the corporation must be the owner and holder in his own name of at least one share of the capital stock of the corporation as shown by the books of the corporation.

(5) The Board of Directors by the affirmative vote of a majority of the whole Board shall elect other officers of the corporation, to be known as corporate officers, as follows:

A Chairman of the Board of Directors; a President; a Secretary and a Treasurer.

The Board of Directors may appoint not only other officers of the Corporation, but also one or more Vice Presidents, one or more Assistant Treasurers, and one or more Assistant Secretaries, which offices may or may not be held by one and the same person; and, to the extent provided in the by-laws, the persons so appointed respectively shall have and may exercise all the powers of the President, of the Treasurer, and of the Secretary, respectively.

(6) The Board of Directors, by the affirmative vote of the whole Board, may appoint from the Board of Directors an Executive Committee, of which a majority shall constitute a quorum; and, to such an extent as shall be provided in the by-laws, such Committee shall have and may exercise all or any of the powers of the Board of Directors, including power to cause the seal of the Corporation to be affixed to all papers that may require it.

The Board of Directors, by the affirmative vote of a majority of the whole Board, may appoint any other standing committees, and such standing committees shall have and may exercise such power as shall be authorized by the by-laws and in the absence of by-law by resolution of the Board of Directors.

(7) The President must be a Director of the corporation but no other officer need be either a Director or Stockholder of the corporation.

(8) Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors; and other officer or employee of the corporation may be removed at any time by vote of the Board of Directors or by any Committee or superior officer upon whom such power of removal may be conferred by the by-laws or by vote of the Board of Directors.

(9) In case of any vacancy in the Board of Directors through death, resignation, disqualification or other cause, the remaining Directors by affirmative vote of a majority thereof may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant, and until the election of his successor.

(10) The Directors, except these hereinafter named in these Consolidated Articles of Incorporation and those chosen to fill a vacancy for an unexpired term, must be elected by the stockholders at the regular annual stockholders meeting, or, if not held, at any special meeting of the stockholders called for that purpose, and shall serve until the next regular stockholders meeting, or until their successors are elected and qualified.

(11) Within thirty days after the election of a Board of Directors by the stockholders of the corporation the newly elected members of the Board of Directors shall hold an organization meeting of the Board of Directors and elect a President, a Secretary and a Treasurer of the Corporation, and may appoint one or more Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers, as may be provided by the by-laws of the corporation, and each Director and officer of the corporation so elected or appointed, as aforesaid, shall within said period of thirty days take and subscribe

the oath of office required by the statutes of the State of Utah and the Secretary of the corporation shall cause the same to be filed as required by law.

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(12) Any officer or Director may resign by a written resignation filed with or mailed to the Secretary of the corporation.

#### ARTICLE IX

In furtherance but not in limitation of the powers conferred by statute of the State of Utah, the Board of Directors without the authorized consent, vote or other action of the stockholders, or any of them, is expressly authorized:

From time to time, as and when, and upon such terms and conditions as it may determine, to issue any part of the authorized capital stock of the corporation.

To purchase, or otherwise acquire for the corporation, any property, rights or privileges which the corporation is authorized to acquire at such price or consideration and generally upon such terms and conditions as it deems fit.

In its discretion to pay for any property or rights acquired by the corporation, either wholly or partly in money, stock, bonds, debentures, or other securities of the corporation.

From time to time to fix and vary the amount of the working capital, and to direct and determine the use and disposition of any surplus or net profits, over and above the capital stock paid in; and in its discretion to use and apply any such surplus or accumulated profits in acquiring the bonds or other obligations or shares of the capital stock of this corporation to such an extent and in such manner and upon such terms as the Board of Directors shall deem expedient, but no funds or property of the corporation shall be used for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation, and shares of its capital stock, when acquired by the corporation, may, from time to time, successively be resold and repurchased.

To issue and sell, pledge or otherwise dispose of bonds, debentures or other obligations of the corporation from time to time, without limitation as to amount, for any of the objects or purposes of the corporation, and, if desired, to secure the same or any thereof by mortgage, pledge, deed of trust, or otherwise, upon all or any part of the property of every kind of the corporation, and to cause the corporation to guarantee bonds, debentures, dividends or other obligations of other corporations.

At any time, or from time to time, to sell, assign, transfer, convey, lease or otherwise dispose of the whole or any part of the property and assets of every kind and nature of the corporation upon such terms and conditions as the Board of Directors may deem expedient for the best interests of the corporation.

To procure the corporation to be licensed or recognized in any state, county, city or other municipality of the United States, the territories thereof, the District of Columbia, colonial possessions or territorial acquisitions, and in any foreign country, and in any town, city or municipality thereof, to conduct its business and have one or more offices therein.

To make, alter, amend or recind the by-laws of the corporation, to authorize and cause to be executed, mortgages and liens upon the real and personal property of the corporation.

From time to time to determine whether and to what extent, and at what time and place and under what conditions and regulations, the accounts and books of this corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or book or

document of this corporation, except as permitted by statute of the State of Utah or authorized by the Board of Directors or by resolution of the stockholders.

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The corporation may, in its by-laws, confer powers additional to the foregoing upon the directors in addition to the powers and authority expressly conferred upon them by statute.

#### ARTICLE X

The officers and Directors of the corporation to serve until the first annual meeting of the stockholders, and until their successors are elected and qualified, are as follows:

##### DIRECTORS

T.B.GREGORY  
O.D.DONNELL  
J.M.SIMPSON

A.M. GEE  
D.E.MITCHELL  
L.B.DENNING

J.C.DONNELL, II  
F.B.FIRMIN  
J.H.DeVINE

##### OFFICERS

CHAIRMAN OF THE BOARD:  
T.B.GREGORY

PRESIDENT:  
O. D. DONNELL

##### VICE PRESIDENTS:

L.B.DENNING  
JOHN MCFADYEN  
J.D.ROBERTS

J.M.SIMPSON  
R.M.REDDING  
C.R.HETZLER

CLYDE JONES  
J.C.DONNELL, II

##### SECRETARY:

D.E.MITCHELL  
ASSISTANT SECRETARIES:  
F.B.FIRMIN  
L.M.KIPLINGER

E.B.REDPATH  
L.C.OLPIN

TREASURER:  
T.B. GREGORY

##### ASSISTANT TREASURERS:

F.B.FIRMIN  
D.E.MITCHELL  
EDITH L. LUTZ

E.B.REDPATH  
W.P. SADLER  
L.W.EMERY

L.C.OLPIN  
J.M.HEARN  
C.H.GOBRECHT

##### EXECUTIVE COMMITTEE

T.B.GREGORY  
O.D.DONNELL

L.B.DENNING  
J.C.DONNELL, II

#### , ARTICLE XI

Meetings of the Board of Directors may be held for the transaction of any business of the corporation at such place outside the State of Utah, or at any place within said State as the Directors may by resolution or by-law provide; and the Board of Directors may provide for one or more officers for the conduct of the business of the Corporation within or outside the State of Utah in addition to the general office at Salt Lake City, Utah, and except as may be otherwise required by statute, of the State of Utah, to cause the books of the corporation to be kept outside the State of Utah at such place as may be from time to time designated by the Board of Directors,

#### ARTICLE XII

There shall be an annual meeting of the stockholders held at the general office of the corporation in Salt Lake City, Salt Lake County, State of Utah, on the fourth Tuesday in April, 1936, and on the fourth Tuesday in April of each year thereafter, at such hour as the President or Board of Directors may determine, for the purpose of electing a board of Directors, and for the transaction of such other business as may be proper or convenient, pertaining to the welfare of the corporation.

The Board of Directors may direct the calling of Special meetings of the Stockholders, at such time and place as it may deem necessary, and, at all such meetings of the stockholders, whether annual or special, a representation of a majority of the outstanding capital stock of the corporation ( not including treasury stock ) shall be necessary for the transaction of business; and no business, except to adjourn or to adjourn to a specified time, shall be transacted at any meeting of the stockholders unless a majority of

SUCH outstanding capital stock is represented, either in person or by proxy.

The failure to hold any annual or special meeting of the stockholders on the day or at the time appointed for the same shall not forfeit or interfere in any way with the corporate rights acquired by this agreement, and any such meeting may be held at any subsequent time upon giving ten (10) days' notice thereof by publication in a daily newspaper published in Salt Lake City, Salt Lake County, Utah.

The Secretary shall, but in case of his failure any other officer of the Company may give ten (10) days' notice of all special meetings of the stockholders by publication, as aforesaid. The notice must specify the purpose or purposes for which any such meeting is called. Notice may but need not be given of the annual meeting of the stockholders in accordance with the provisions of this Article XII.

Notice of any stockholder's meetings may be served by the Secretary or other officer of the Corporation, as the case may be, by delivering a copy to each stockholder personally, or by depositing notice thereof in the United States Post Office, at Salt Lake City, Utah, with postage prepaid thereon, at least ten days prior to the date of such meeting addressed to the addresses of the stockholders as the same appear of record on the Corporation's stock record, which delivery of such notice, or the mailing thereof as aforesaid shall have the same effect as publication thereof, as aforesaid.

#### ARTICLE XIII

The corporation reserves the right to amend, alter, change or repeal any provisions contained in this agreement and Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

#### ARTICLE XIV

The private property of the stockholders shall not be liable for any obligations or debts of the corporation.

#### ARTICLE XV

1. The manner of cancelling or converting the capital stock of the Constituent Corporations, parties hereto, into the capital stock of the Consolidated Corporation, shall be respectively as follows: Each and every outstanding share of stock, whether common or preferred, of the Wasatch Gas Company, the Ogden Gas Company and the Utah Gas and Coke Company, shall be forthwith cancelled, or exchangeable for and converted into the stock of the Consolidated Corporation, in the proportion and manner following, namely:

a) Each holder of one share of stock of the Wasatch Gas Company, upon surrender of the certificate therefor, duly endorsed in blank, for cancellation, at the office of the Consolidated Corporation, Salt Lake City, Utah, shall receive fifty-two thousand four hundred and seventeen one hundred-thousandth (0.52417) of a share of stock of the Consolidated Corporation.

b) The owners and holders of shares of stock, both common and preferred, of the Ogden Gas Company, shall surrender the certificates therefor, duly endorsed in blank, for cancellation, at the office of the Consolidated Corporation, Salt Lake City, Utah, and the same shall be cancelled and no shares of stock of the Consolidated Corporation shall be issued therefor.

c) 1. The owners and holders of shares of the common capital stock of the Utah Gas and Coke Company shall surrender the certificates therefor duly endorsed in blank, for cancellation, at the office of the Consolidated Corporation, Salt Lake City, Utah, and the same shall be cancelled and no shares of stock of the Consolidated Corporation shall be issued therefor.

2. Each holder of one share of seven per cent preferred capital stock of the Utah Gas and Coke Company, upon surrender of the certificate therefor, duly endorsed in blank, for cancellation, at the office of the Consolidated Corporation, Salt Lake City, Utah, shall receive six (6) shares of the capital stock of the Consolidated Corporation. 7100

3. Each holder of one share of the seven per cent participating preferred capital stock of the Utah Gas and Coke Company, upon surrender of the certificate therefor, duly endorsed in Blank, for cancellation, at the office of the Consolidated Corporation, Salt Lake City, Utah, shall receive five (5) shares of the capital stock of the Consolidated Corporation.

4. Each holder of a warrant for a fractional share of the seven per cent participating preferred capital stock of the Utah Gas and Coke Company, upon surrender of the warrant therefor, duly endorsed in blank, for cancellation, at the office of the Consolidated Corporation, Salt Lake City, Utah, shall receive a like fractional part of five (5) shares of the capital stock of the Consolidated Corporation.

2. The manner of cancelling and converting the capital stock of the Merged Corporations parties hereto, into capital stock of the Consolidated Corporation, shall be respectively as follows:

Each and every of the outstanding shares of stock of the Mountain Fuel Supply Company (Mountain Company), Uinta Pipe Line Company, The Aspen Mountain Gas Company, and Western Public Service Corporation, shall be forthwith cancelled or exchangeable for and convertible into stock of the Consolidated Corporation in the proportion and manner following, namely:

d) Each holder of one share of stock of Mountain Fuel Supply Company ( Mountain Company) upon surrender of the certificate therefor, duly endorsed in blank for cancellation, at the office of the Consolidated Corporation, Salt Lake City Utah, shall receive three and fifty-seven hundred and nine ten-thousandths (3.5709) shares of stock of said Consolidated Corporation.

e) Each holder of one share of stock of the Uinta Pipe Line Company, upon surrender of the certificate therefor, duly endorsed in blank, for cancellation, at the office of the Consolidated Corporation, in Salt Lake City, Utah, shall receive two and twenty-two thousand six hundred and eighteen one hundred-thousandth (2.22618) shares of stock of the Consolidated Corporation.

f) The owners and holders of shares of stock of The Aspen Mountain Gas Company shall surrender the certificates therefor duly endorsed in blank, for cancellation, at the office of the Consolidated Corporation, Salt Lake City, Utah, and the same shall be cancelled, and no shares of stock of the Consolidated Corporation shall be issued therefor.

g) Each holder of one share of stock of Western Public Service Corporation, upon surrender of the certificate therefor, duly endorsed in blank, for cancellation, at the office of the Consolidated Corporation, Salt Lake City, Utah, shall receive one share of stock of said Consolidated Corporation.

3. All the presents holders of stock of each Constituent Corporation and of each Merged Corporation shall continue to hold the same certificates of stock which they now hold until the effective date of this Agreement as fixed in Article XVI hereof, and upon this agreement becoming effective as herein provided, the certificates of stock so held by each such holder in each Constituent Corporation and in each Merged Corporation shall represent only such present holder's right to receive shares of stock of the Consolidated Corporation in the manner and in the proportion as in this Article XV hereinbefore provided. The right of any present holder of stock in either of said Constituent

corporations or in either of said Merged Corporations to surrender such present stock-  
holdings and receive stock of the Consolidated Corporation as in this Article XV provi-  
ded shall commence with the effective date of consolidation and shall continue until  
all such present holders of stock in either of said Constituent Corporations or either  
of said Merged Corporations shall have surrendered their present stock certificates for  
cancellation and receive the stock of the Consolidated Corporation to which, if any, they  
are entitled under the provisions of this Article XV. 261

#### ARTICLE XVI

The date on which this agreement shall become effective shall be the date upon which  
the Certificate of Consolidation and Incorporation is signed and delivered by the Sec-  
retary of State of the State of Utah.

#### ARTICLE XVII

The property, real, personal and mixed, rights, licenses, certificates of convenience  
and necessity, primary and secondary franchises debts, choses in action and equities  
hereinbefore referred to as Consolidated Properties or Merged Properties, all of which  
are necessary to the business or pursuit of the Consolidated Corporation as herein agreed  
and the subscription to the capital stock of the corporation for the benefit of the stock-  
holders of the Constituent Corporations and of the Merged Corporations has been paid for  
in whole by the Consolidated Corporation acquiring by consolidation, merger or purchase  
as in this Certificate of Consolidation hereinbefore set out, all of the above mentioned  
properties of every kind and character which are described in a general way as follows:

- a) All of the structures, buildings, pipe lines, distributing systems, rights-of-way,  
licenses, municipal, city, county and village franchises, certificates of convenience  
and necessity issued by the Public Utilities Commission of the State of Utah, now locat-  
ed principally in the Counties of Summit, Morgan, Weber, Davis, Salt Lake and Utah, in  
the State of Utah, which are now owned and employed by the Wasatch Gas Company, party  
of the first part thereto, in its business and operations of furnishing the inhabitants  
of said Counties and of the cities, towns and villages located therein with gas service  
for heat, light and fuel, together with all other property, including cash on hand,  
securities accounts receivable, claims and demands of whatsoever kind or character.
- b) All of the structures, buildings, pipe lines, distributing systems, rights-of-way,  
licenses, municipal, city and county franchises, certificates of convenience and neces-  
sity issued by the Public Utilities Commission of the State of Utah, located in the City  
of Ogden, and County of Weber, in the State of Utah, which are now owned and employed  
by the Ogden Gas Company, party of the second part hereto, in its business and operation  
of furnishing the inhabitants of said County of Weber and the City of Ogden with gas ser-  
vice for light, heat and fuel, together with all other property, including cash on hand,  
securities, accounts receivable, claims and demands of whatsoever kind or character.
- c) All of the structures, buildings, pipe lines, distributing systems, rights of way,  
licenses, municipal, city and county franchises, certificates of convenience and neces-  
sity issued by the Public Utilities Commission of the State of Utah, located in Salt  
Lake City, and Salt Lake County, in the State of Utah, and now owned and employed by the  
Utah Gas and Coke Company, party of the third part hereto, in its business and opera-  
tion of furnishing the inhabitants of said City and County with gas service for light,  
heat and fuel, together with all other property, including cash on hand, securities,  
accounts receivable, claims and demands of whatsoever kind or character.
- d) All of the assets of the Western Public Service Corporation of whatever kind or  
character principally including moneys, shares of the capital stock of all the other



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corporations, parties hereto, and bounds, debentures, promissory notes, moneys due, credits and demands of whatever kind or character.

e) All of the property, real, personal and mixed, wheresoever located, and all licenses, state, county or city franchises; all interest in real property including land leases, mineral leases, oil and gas leases; and all rights-of-way and easements for rights-of-way; all oil and gas wells, buildings and structures of whatever kind, machinery and equipment now owned or employed by the Mountain Fuel Supply Company ( a Delaware Corporation), in its business of producing oil and natural gas, which lands, oil and gas wells, mineral rights, lands and leases holds are located in the States of Wyoming, Colorado and Utah.

f) All of the properties, real, personal and mixed, including all primary and secondary franchises whether issued by any state, county, city or village and all rights-of-way and easements for rights-of-way, all buildings and Structures, machinery and equipment, including pipe lines employed for the transmission of gas from the properties of the Mountain Fuel Supply Company in the States of Wyoming, Colorado and Utah to the Companies engaged in selling and distributing said gas, being the Constituent Corporations and/or the Merged Corporations, parties hereto, together with all moneys, and credits of whatever kind or character now owned by said Mountain Fuel Supply Company or to which it may be hereafter entitled.

g) All of the properties, real, personal and mixed, of The Aspen Mountain Gas Company of whatever kind or character, including all primary and secondary franchises, whether issued by a state, county, city or village, and all certificates of convenience and necessity by whatever authority issued, and all moneys, accounts receivable, or other receivables, choses in action and things of value, including all lands, rights-of-way, franchises and distributing systems located in the cities of Evanston, Green River, and the Town of Lyman, in the State of Wyoming.

That all of the above and foregoing properties, described generally as aforesaid, have an actual value of more than Twenty Million Dollars as is evidenced by the affidavit of three of the Incorporators accompanying this Agreement of Consolidation and Merger and Articles and Certificate of Incorporation.

IN WITNESS WHEREOF, this instrument is executed by each of the parties hereto as of the day and year in this Agreement of Consolidation and Merger and Articles and Certificate of Incorporation, first above written, each corporation, party hereto, executing the same in its corporate name by its President, Secretary and the members of its Board of Directors, and attesting the same with its Corporate Seal, pursuant to the authority of Resolution of its Board of Directors, duly passed and adopted and each Individual Incorporator, party hereto, has hereunto subscribed his name.

WASATCH GAS COMPANY

BY L.B. DENNING, PRESIDENT

ATTEST:

D.E. MITCHELL  
SECRETARY

L.B. DENNING  
C.H. GOBRECHT  
W.W. RAY  
L.C. OLPIN  
J.D. ROBERTS  
F.B. FIRMIN  
J.C. DONNELL II

.....  
WASATCH GAS COMPANY CORPORATE SEAL UTAH.  
.....

Board of Directors of Wasatch Gas Company

PARTY OF FIRST PART

STATE OF TEXAS )  
                  :SS  
COUNTY OF DALLAS)

On this 22nd day of April, 1935, personally appeared before me L.B. Denning, who being by me duly sworn, did say that he is the President of Wasatch Gas Company, and that said instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors, and said L. B. Denning acknowledged to me that said corporation executed the same.

My Commission expires: June 1, 1935  
NOTARY PUBLIC COUNTY OF DALLAS TEXAS.

J.D.ABER NOTARY PUBLIC in and for Dallas  
County, Texas Residing at Dallas, Texas

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OGDEN GAS COMPANY  
ATTEST: D.E.MITCHELL SECRETARY  
OGDEN GAS COMPANY SEAL UTAH

BY L.B.DENNING, PRESIDENT  
L.B.DENNING  
L.C.OLPIN  
J.H.DeVINE  
F.B.FIRMIN  
J.D.ROBERTS  
BOARD OF DIRECTORS OF OGDEN  
GAS COMPANY

PARTY OF SECOND PART

STATE OF TEXAS )  
:SS  
COUNTY OF DALLAS)

On this 22nd day of April, 1935, personally appeared before me L.B.Denning, who being by me duly sworn, did say that he is the President of Ogden Gas Company and that said instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors, and said L.B.DENNING ACKNOWLEDGED to me that said corporation executed the same.

My Commission expires: J.D.ABER Notary Public in and for Dallas  
County, Texas Residing at Dallas, Texas  
June 1, 1935

NOTARY PUBLIC COUNTY OF DALLAS  
TEXAS

UTAH GAS AND COKE COMPANY

ATTEST: D.E.MITCHELL SECRETARY  
UTAH GAS AND COKE COMPANY  
CORPORATE SEAL 1906 Utah

BY L.B. DENNING, PRESIDENT  
L.B.DENNING  
C.H.GOBRECHT  
W.W.RAY  
L.C.OLPIN  
J.D.ROBERTS  
F.B.FIRMIN  
J.C.DONNELL II  
BOARD OF DIRECTORS OF UTAH GAS AND COKE  
COMPANY

PARTY OF THIRD PART

STATE OF TEXAS )  
:SS  
COUNTY OF DALLAS )

On this 22nd day of April, 1935, personally appeared before me, L.B.Denning, who being by me duly sworn, did say that he is the President of Utah Gas and Coke Company and that said instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors, and said L.B. Denning acknowledged to me that said corporation executed the same.

MY COMMISSION EXPIRES: JUNE 1, 1935 J.D.ABER NOTARY PUBLIC IN AND FOR DALLAS  
COUNTY, TEXAS RESIDING AT DALLAS, TEXAS  
NOTARY PUBLIC COUNTY OF DALAS, TEXAS

WESTERN PUBLIC SERVICE CORPORATION

ATTEST: D.E.MITCHELL SECRETARY  
WESTERN PUBLIC SERVICE CORPORATION  
CORPORATE SEAL 1982 Delaware

BY D.O. DONNELL PRESIDENT  
O.D.DONNELL  
T.B.GREGORY  
D.E.MITCHELL  
L.B.DENNING  
J.C.DONNELL II  
A.M. GEE  
F.B.FIRMIN  
BOARD OF DIRECTORS OF WESTERN PUBLIC SERVICE CORPORATION

PARTY OF FOURTH PART

STATE OF UTAH )  
:SS  
COUNTY OF WEBER)

On this 11th day of April, 1935, personally appeared before me O.D.Donnell, who being

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by me duly sworn, did say that he is the President of Western Public Service Corporation and that said instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors, and said O.D. Donnell acknowledged to me that said corporation executed the same.

My Commission expires: April 25th, 1938

E.M. TROUSDALE NOTARY PUBLIC in and for Weber County Residing at Ogden, Utah

.....  
E.M. TROUSDALE NOTARY PUBLIC OGDEN STATE .  
OF UTAH COMMISSION EXPIRES APRIL 25, 1938.  
.....

MOUNTAIN FUEL SUPPLY COMPANY

Attest:

.....  
E.B. REDPATH SECRETARY  
.....  
MOUNTAIN FUEL SUPPLY COMPANY .  
CORPORATE SEAL 1928 DELAWARE .  
.....

BY JNO. McFADYEN PRESIDENT  
JNO. McFADYEN  
C.R. HETZLER  
W.M. HOLLAND  
J.M. SIMPSON  
D.E. MITCHELL Board of Directors of  
Mountain Fuel Supply Company

PARTY OF FIFTH PART

STATE OF WYOMING )  
:SS  
COUNTY OF NATRONA)

On this 13th day of April, 1935, personally appeared before me John McFadyen, who being by me duly sworn, did say that he, the said John McFadyen, is the President of Mountain Fuel Supply Company and that said instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors, and said John McFadyen acknowledged to me that said corporation executed the same.

.....  
E.C. LYNCH NOTARY PUBLIC NATRONA COUNTY, .  
WYOMING.  
.....

C.E. LYNCH NOTARY PUBLIC  
IN AND FOR WYOMING RESIDING AT  
CASPER, WYO. MY COMMISSION  
EXPIRES AUGUST 19, 1937

UINTA PIPE LINE COMPANY

ATTEST: E.B. REDPATH SECRETARY

.....  
UINTA PIPE LINE COMPANY CORPORATE SEAL 1928 .  
Deleware  
.....

BY T.B. GREGORY PRESIDENT  
T.B. GREGORY  
H.J. CRAWFORD  
C.L. FLEMING  
E.B. REDPATH  
HAL W. STEWART  
Board of Directors of Uinta Pipe  
Line Company

PARTY OF SIXTH PART

STATE OF PENNSYLVANIA )  
:SS  
COUNTY OF ALLEGHENY )

On this 17th day of April, 1935, personally appeared before me T.B. Gregory, who being by me duly sworn, did say that he is the President of Uinta Pipe Line Company and that said instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors, and said T.B. Gregory acknowledged to me that said corporation executed the same.

Harry H. Fowler, Notary Public  
My Commission expires:  
March 7th, 1937

HARRY H. FOWLER NOTARY PUBLIC  
in and for Allegheny County, Pa.  
Residing at Pittsburgh, Pa.

.....  
HARRY H. FOWLER NOTARY PUBLIC PITTSBURGH, .  
ALLEGHENY CO. PENNSYLVANIA  
.....

THE ASPEN MOUNTAIN GAS COMPANY

Attest: E.B. REDPATH SECRETARY

.....  
THE ASPEN MOUNTAIN GAS COMPANY .  
CORPORATE SEAL WYOMING .  
.....

BY L.B. DENNING, PRESIDENT  
L.B. DENNING  
J.D. ROBERTS  
W.M. HOLLAND  
A. BAKER  
L.M. KIPLINGER Board of Directors  
of The Aspen Mountain Gas. Co.

PARTY OF SEVENTH PART

STATE OF TEXAS )  
:SS.  
COUNTY OF DALLAS)

On this 22nd day of April, 1935, personally appeared before me L.

B. DENNING, who being by me duly sworn, did say that he is the President of The Aspen Mountain Gas Company and that said instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors, and said L.B.Denning acknowledged to me that said corporation executed the same.

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My Commission Expires: June 1, 1935

J.D.ABER Notary Public in and for Dallas County, Texas Residing at Dallas, Texas

NOTARY PUBLIC COUNTY OF DALLAS, TEXAS.

T.B.Gregory  
O.D.DONNELL  
L.B.DENNING  
D.E.MITCHELL  
J.M.SIMPSON  
J.C.DONNELL II  
F.B.FIRMIN  
A.M. GEE  
J.H.DevINE Incorporators

PARTIES OF EIGHTH PART

STATE OF PENNSYLVANIA )  
                                  :SS  
COUNTY OF ALLEGHENY )

On the 17th day of April, 1935, before me, the undersigned Notary Public in and for said State, personally appeared D.E.Mitchell, T.B.Gregory and J.M.Simpson, three of the persons whose names are subscribed to the foregoing Agreement of Consolidation and Merger, and Articles and Certificate of Incorporation of the Mountain Fuel Supply Company, as parties thereto, and personally known to me to be the persons named therein and who executed said Agreement as parties thereto, and they and each of them, there and there severally duly acknowledged to me that they and their associates executed the same, freely and voluntarily, for the uses and purposes therein mentioned; that it is bona fide their intention and the intention of all other parties to said Agreement to commence and carry on the business mentioned in said Agreement, and that all parties to the said Agreement have paid the full amount of the capital stock subscribed for by each party and that more than ten per cent of the capital stock subscribed by each party, and not less than ten per cent of the capital stock of the corporation has been paid, in and each of the above named persons, for himself and not one for the other, being duly sworn, deposes and says, that he is familiar with and knows the fair cash value of all of the property accepted by the corporation in full payment of its authorized capital stock, and that the fair cash value of all of said properties so accepted by the corporation, as aforesaid, in full payment of its authorized capital stock exceeds Twenty Million Dollars.

D.E.MITCHELL  
T.B.GREGORY  
J.M.SIMPSON

Acknowledged subscribed and sworn to before me this 17th day of April, 1935.

Harry H. Fowler, Notary Public My  
Commission Expires: March 7th, 1937  
.....  
HARRY H. FOWLER, NOTARY PUBLIC  
PITTSBURGH, ALLEGHENY CO. PENNSYLVANIA.  
.....

HARRY H. FOWLER Notary Public in and for  
County of Allegheny State of Pennsylvania  
Residing at Pittsburgh, Pa. in said State.

SERTIFICATE OF THE SECRETARY OF WASATCH GAS COMPANY  
RELATIVE TO VOTE OF STOCKHOLDERS

I, D.E.MITCHELL, Secretary of Wasatch Gas Company, a corporation organized and doing business under and pursuant to the laws of the State of Utah, do hereby certify in accordance with the provisions of the laws of said State:

1. That the foregoing Agreement of Consolidation and Merger, and Articles and Certificate of Incorporation of the MOUNTAIN FUEL SUPPLY COMPANY, a consolidated corporation, was made by the Directors of said Wasatch Gas Company at a duly convened meeting called for that purpose.
2. That said Agreement was duly submitted to the stockholders of said Wasatch Gas Company

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at a special meeting thereof called for the purpose of taking the same into consideration of which said special meeting thirty days' notice, stating the time, place and object of such meeting, was published in the Salt Lake Tribune, a newspaper published in Salt Lake City, Utah, having general circulation within the County of Salt Lake, State of Utah, where said corporation has its principal place of business, and a copy of said notice was mailed to the last known post office address of each of said stockholders.

3. That said Agreement was considered by the stockholders at said meeting and a vote of the stockholders was taken by ballot for the adoption or rejection of said Agreement, and that stockholders owning more than Eight per cent (80%) of the shares of the capital stock of said Wasatch Gas Company voted in favor of the adoption of said Agreement.

4. That the meetings of the stockholders of the Wasatch Gas Company and of the said vote by ballot upon the adoption of said Agreement were held and taken separately from the meetings of the stockholders and vote of the said Ogden Gas Company, said Utah Gas and Coke Company, said Western Public Service Corporation, said Mountain Fuel Supply Company, said Uinta Pipe Line Company, and said The Aspen Mountain Gas Company, the other corporations, parties to said Agreement.

5. That the principal office of the Wasatch Gas Company is No. 36 South State St. Salt Lake City, Salt Lake County, State of Utah, and J.D.Roberts is the Agent therein, and in charge thereof, upon whom process against said Corporation may be served within said State.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary and affixed the seal of the said Wasatch Gas Company, the 6th day of May, 1935.

.....  
 WASATCH GAS COMPANY CORPORATE SEAL UTAH.  
 .....

D.E.MITCHELL SECRETARY

CERTIFICATE OF THE SECRETARY OF  
 OGDEN GAS COMPANY  
 Relative to vote of Stockholders

I, D.E.MITCHELL, Secretary of Ogden Gas Company, a corporation, organized and doing business under and pursuant to the laws of the State of Utah, do hereby certify in accordance with the provisions of the laws of said State:

1. That the foregoing Agreement of Consolidation and Merger, and Articles and Certificate of Incorporation of the MOUNTAIN FUEL SUPPLY COMPANY, a consolidated corporation, was made by the Directors of said Ogden Gas Company at a duly convened meeting called for that purpose.

2. That said Agreement was duly submitted to the stockholders of said Ogden Gas Company at a special meeting thereof called for the purpose of taking the same into consideration of which said special meeting thirty days' notice, stating the time, place and object of such meeting was published in the Ogden Standard-Examiner, a newspaper published in Ogden, Utah, and having general circulation within the County of Weber, State of Utah, where said corporation has its principal place of business and a copy of said notice was mailed to the last known post office address of each of said stockholders.

3. That said Agreement was considered by the stockholders at said meeting and a vote of the stockholders was taken by ballot for the adoption or rejection of said Agreement, and that stockholders owning more than Eighty per cent (80%) of the shares of the capital stock of said Ogden Gas Company voted in favor of the adoption of said Agreement.

4. That the meetings of the stockholders of the Ogden Gas Company and of the said vote by ballot upon the adoption of said Agreement were held and taken separately from the meetings of the stockholders and vote of the said Wasatch Gas Company, said Utah Gas and Coke Company, said Western Public Service Corporation, said Mountain Fuel Supply Company, said Uinta Pipe Line Company, and said The Aspen Mountain Gas Company, the other corporations,

parties to said Agreement.

5. That the principal office of the Ogden Gas Company is No.2336 Washington Avenue, Ogden, Weber County, Utah, and D.E.Leader is the Agent therein and in charge thereof, upon whom process against said Corporation may be served within said State.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary and affixed the seal of said Ogden Gas Company, the 6th day of May, 1935.

.....  
OGDEN GAS COMPANY SEAL UTAH  
.....

D.E.MITCHELL SECRETARY

CERTIFICATE OF THE SECRETARY OF UTAH GAS AND COKE COMPANY  
RELATIVE TO VOTE OF STOCKHOLDERS

I, D.E.MITCHELL, Secretary of Utah Gas and Coke Company, a corporation organized and doing business under and pursuant to the laws of the State of Utah, do hereby certify in accordance with the provisions of the laws of said State:

1. That the foregoing Agreement of Consolidation and Merger, and Articles and Certificate of Incorporation of the MOUNTAIN FUEL SUPPLY COMPANY, a consolidated corporation, was made by the Directors of said Utah Gas and Coke Company at a duly convened meeting called for that purpose.
2. That said Agreement was duly submitted to the stockholders of said Utah Gas and Coke Company at a special meeting thereof called for the purpose of taking the same into consideration, of which said special meeting thirty days' notice, stating the time, place and object of such meeting, was published in the Salt Lake Tribune, a newspaper published in Salt Lake City, Utah, and having general circulation within the County of Salt Lake, State of Utah, where said corporation has its principal place of business, and a copy of said notice was mailed to the last known post office address of each of said stockholders.
3. That said Agreement was considered by the stockholders at said meeting and a vote of the stockholders was taken by ballot for the adoption or rejection of said Agreement, and that stockholders owning more than Eighty per cent (80%) of the shares of the capital stock of said Utah Gas and Coke Company voted in favor of the adoption of said Agreement.
4. That the meetings of the Stockholders of the Utah Gas and Coke Company and of the said vote by ballot upon the adoption of said Agreement were held and taken separately from the meetings of the stockholders and vote of the said Ogden Gas Company, said Wasatch Gas Company, said Western Public Service Corporation, said Mountain Fuel Supply Company, said Uinta Pipe Line Company, and said The Aspen Mountain Gas Company, the other corporations, parties to said Agreement.
5. That the principal office of the Utah Gas and Coke Company is No. 36 South State St., Salt Lake City, Salt Lake County, State of Utah, and J.D.Roberts is the Agent therein and in charge thereof, upon whom process against said Corporation may be served within said State.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary and affixed the seal of the said Wasatch Gas Company, the 6th day of May, 1935.

.....  
UTAH GAS AND COKE COMPANY CORPORATE  
SEAL 1906 Utah  
.....

D.E.MITCHELL SECRETARY

CERTIFICATE OF THE SECRETARY OF WESTERN PUBLIC SERVICE CORPORATION  
RELATIVE TO VOTE OF STOCKHOLDERS

I, D.E.MITCHELL, Secretary of Western Public Service Corporation, a corporation, organized and doing business under and pursuant to the laws of the State of Delaware, do hereby certify in accordance with the provisions of the laws of said State and of the the State of Utah:

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1. That the foregoing Agreement of Consolidation and Merger, and Articles and Certificate of Incorporation of the MOUNTAIN FUEL SUPPLY COMPANY, a consolidated corporation, was made by the Directors of said Western Public Service Corporation at a duly convened meeting called for the purpose.

2. The said Agreement was duly submitted to the Stockholders of said Western Public Service Corporation at a special meeting thereof called for the purpose of taking the same into consideration, of which said special meeting twenty days' written notice, stating the time, place and object of such meeting was mailed to the last known post office address of each of said stockholders, all as required by the certificate of incorporation and the by-laws of said Western Public Service Corporation.

3. That said Agreement was considered by the stockholders at said meeting and a vote of the stockholders was taken by ballot for the adoption or rejection of said Agreement and that stockholders owning more than Eighty per cent (80%) of the shares of the capital stock of said Western Public Service Corporation voted in favor of the adoption of said Agreement.

4. That the meetings of the stockholders of the Western Public Service Corporation and of the said vote by ballot upon the adoption of said Agreement were held and taken separately from the meetings of the stockholders and vote of the said Ogden Gas Company, said Wasatch Gas Company, said Utah Gas and Coke Company, said Mountain Fuel Supply Company, said Uinta Pipe Line Company, and said The Aspen Mountain Gas Company, the other corporations, parties to said Agreement.

5. That the principal office of the Western Public Service Corporation is No. 800 Union Trust Building, Pittsburgh, Pennsylvania, and D.E. Mitchell is the Agent therein and in Charge thereof, upon whom process against said Corporation may be served within said State.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary and affixed the seal of said Western Public Service Corporation, the 7th day of May, 1935.

..... D.E. MITCHELL SECRETARY  
WESTERN PUBLIC SERVICE CORPORATION .  
CORPORATE SEAL 1928 DELAWARE .  
.....

CERTIFICATE OF THE SECRETARY OF MOUNTAIN FUEL SUPPLY COMPANY  
RELATIVE TO VOTE OF STOCKHOLDERS

I, E.B. REDPATH, Secretary of Mountain Fuel Supply Company, a corporation organized and doing business under and pursuant to the laws of the State of Delaware, do hereby certify in accordance with the provisions of the laws of said State and of the State of Utah:

1. That the foregoing Agreement of Consolidation and Merger, and Articles and Certificate of Incorporation of the MOUNTAIN FUEL SUPPLY COMPANY, a consolidated Corporation, was made by the Directors of said Mountain Fuel Supply Company at a duly convened meeting called for that purpose.

2. That said Agreement was duly submitted to the stockholders of said Mountain Fuel Supply Company at a special meeting thereof called for the purpose of taking the same into consideration, of which said special meeting twenty days' written notice, stating the time, place and object of such meeting, was mailed to the last known post office address of each of said stockholders, all as required by the certificate of incorporation and the by-laws of said Mountain Fuel Supply Company.

3. That said Agreement was considered by the stockholders at said meeting and a vote of the stockholders was taken by ballot for the adoption or rejection of said Agreement, and that stockholders owning more than Eighty per cent (80%) of the shares of the Cap-

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ital stock of said Mountain Fuel Supply Company voted in favor of the adoption of said Agreement.

4. That the meetings of the stockholders of the Mountain Fuel Supply Company and of the said vote by ballot upon the adoption of said Agreement were held and taken separately from the meetings of the stockholders and vote of the said Ogden Gas Company, said Wasatch Gas Company, said Utah Gas and Coke Company, said Western Pacific Service Corporation, said Uinta Pipe Line Company, and said The Aspen Mountain Gas Company, the other corporations, parties to said Agreement,

5. That the principal office of the Mountain Fuel Supply Company is No. 127 East A Street, Casper, State of Wyoming, and John McFadyen is the Agent therein and in charge thereof, upon whom process against said Corporation may be served within said State.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary and affixed the seal of said Mountain Fuel Supply Company, the 7th day of May, 1935.

..... E.B.REDPATH SECRETARY  
MOUNTAIN FUEL SUPPLY COMPANY.  
CORPORATE SEAL 1928 DELAWARE.  
.....

CERTIFICATE OF THE SECRETARY OF UINTA PIPE LINE COMPANY RELATIVE TO VOTE OF STOCKHOLDERS

I, E.B.REDPATH, Secretary of Uinta Pipe Line Company, a corporation, organized and doing business under and pursuant to the laws of the State of Delaware, do hereby certify in accordance with the provisions of the laws of said State and of the State of Utah:

1. That the foregoing Agreement of Consolidation and Merger, and Articles and Certificate of Incorporation of the Mountain Fuel Supply Company, a consolidated corporation, was made by the Directors of said Uinta Pipe Line Company at a duly convened meeting called for that purpose.

2. That said Agreement was duly submitted to the stockholders of said Uinta Pipe Line Company at a special meeting thereof called for the purpose of taking the same into consideration, of which said special meeting twenty days' written notice, stating the time, place and object of such meeting was mailed to the last known post office address of each of said stockholders, all as required by the certificate of incorporation and the by-laws of said Uinta Pipe Line Company.

3. That said Agreement was considered by the stockholders at said meeting and a vote of the stockholders was taken by ballot for the adoption or rejection of said Agreement, and that stockholders owning more than Eighty per cent (80%) of the shares of the capital stock of said Uinta Pipe Line Company voted infavor of the adoption of said Agreement

4. That the meetings of the stockholders of the Uinta Pipe Line Company and of the said vote by ballot upon the adoption of said Agreement were held and taken separately from the meetings of the stockholders and vote of the said Ogden Gas Company, said Wasatch Gas Company, said Utah Gas and Coke Company, said Western Public Service Corporation, said Mountain Fuel Supply Company, and said The Aspen Mountain Gas Company, the other corporations, parties to said Agreement.

5. That the principal office of the Uinta Pipe Line Company is No. 537 South Main Street, Findlay, Ohio, and E.B.Redpath is the Agent therein and in charge thereof, upon whom process against said Corporation may be served within said State.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary and affixed the seal of said Uinta Pipe Line Company, the 7th day of May, 1935.

..... E.B.REDPATH SECRETARY  
UINTA PIPE LINE COMPANY CORPORATE.  
SEAL 1928 Delaware  
.....



CERTIFICATE OF THE SECRETARY OF THE ASPEN MOUNTAIN GAS COMPANY

Relative to vote of Stockholders

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I, E.B.REDPATH, Secretary of The Aspen Mountain Gas Company, a corporation organized and doing business under and pursuant to the laws of the State of Wyoming, do hereby certify in accordance with the provisions of the laws of said State, and of the State of Utah:

- 1 That the foregoing Agreement of Consolidation and Merger, and Articles and Certificate of Incorporation of the Mountain Fuel Supply Company, a consolidated corporation, was made by the Directors of said The Aspen Mountain Gas Company at a duly convened meeting called for that purpose.
2. That said Agreement was duly submitted to the stockholders of said The Aspen Mountain Gas Company at a special meeting thereof called for the purpose of taking the same into consideration, of which said special meeting twenty days' written notice, stating the time, place and object of such meeting was mailed to the last known post office address of each of said stockholders, all as required by the certificate of incorporation and the by-laws of said The Aspen Mountain Gas Company.
3. That said Agreement was considered by the stockholders at said meeting and a vote of the stockholders was taken by ballot for the adoption or rejection of said Agreement, and that stockholders owning more than Eighty per cent (80%) of the shares of the capital stock of said The Aspen Mountain Gas Company Voted in favor of the adoption of said Agreement.
4. That the meeting of the stockholders of The Aspen Mountain Gas Company and of the said vote by ballott upon the adoption of said Agreement were held and taken separately from the meeting of the stockholders and vote of the said Ogden Gas Company, said Utah Gas and Coke Company, said Western Public Service Corporation, said Mountain Fuel Supply Company, said Uinta Pipe Line Company and said Wasatch Gas Company, the other corporations, parties to said Agreement.
5. That the principal office of The Aspen Mountain Gas Company is No. 127 East A. Street Casper, State of Wyoming, and John McFadyen is the Agent therein, and in charge thereof, upon whom process against said Corporation may be served within said State.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary and affixed the seal of said The Aspen Mountain Gas Company, the 7th day of May, 1935.

..... E.B.REDPATH Secretary.  
 THE ASPEN MOUNTAIN GAS COMPANY  
 CORPORATE SEAL WYOMING  
 .....

STATEMENT OF DOMESTIC CORPORATION REQUIRED BY TITLE 18 of the Revised Statutes of Utah, 1933

We, the president ( or Vice-President) and Ass't Secretary ( orctreasurer) of Mountain Fuel Supply Company a corporation being organized under the laws of the State of Utah, do hereby certify and declare:

1. That the principal office and place of business in Utah will be at 36 South State Street, Salt Lake City, Utah
2. That the general nature of the business of said corporation to be transacted in the State of Utah is to manufacture, produce, generate, transmit, purchase, distribute and sell natural or artificial gas, gas by-products, and gas appliances for light, heat, power or otherwise, and generally to carry on the business heretofore carried on and conducted by the Utah Gas and Coke Company, the Wasatch Gas Co. and Ogden Gas Company, the constituent corporations which were consolidated under the statutes of the State of Utah into the Mountain Fuel Supply Company, a consolidated corporation.

3. That the names and addresses of the principal officers of said corporation are as follows:

Name	Address
O.D. Donnell	President c/o Ohio Oil Co. Findlay, Ohio
L.B. DENNING	Vice President c/o Loan Star Gas Co. Dallas, Texas
D.E. MITCHELL	Secretary 800 Union Trust Bldg. Pittsburgh, Pa.
T.B. GREGORY	TREASURER PITTSBURGH PA.
J.B. ROBERTS	GENERAL MANAGER 36 South State St. Salt Lake City, Utah

4. The amount of the authorized capital stock of said corporation is 2,000,000 shares (\$20,000,000)----- Dollars.

Common \$  
 Preferred \$

5. The amount of capital stock subscribed is 2,000,000 shares

Common \$ 20,000,000.00  
 Preferred \$

6. The amount of capital stock actually paid in, in cash or property is Twenty Million Dollars (\$20,000,000) Dollars.

7. The proportion and amount of the capital stock of said corporation represented by its property located in Utah or to be acquired therein and by its business to be transacted therein is Nine Million, five hundred ninety-three thousand Dollars. (\$9,593,000.00)

J.D. ROBERTS President Vice President  
 L.C. OLPIN SECRETARY TREASURER  
 Ass't/

STATE OF UTAH )  
 :SS  
 COUNTY OF WEBER)

On this 6th day of April A.D. 1935 personally appeared before me, a Notary Public in and for said County and State J.D. ROBERTS AND L.C. OLPIN who are respectively president (or vice-President) and secretary (or treasurer) of the above described corporation and made oath that the foregoing statement by them subscribed is true in substance and in fact.

E.M. TROUSDALE NOTARY PUBLIC. Residing at  
 Ogden, Utah My Commission expires April  
 25, 1938 (Seal)

ENDORSED: NUMBER 13170

STATE OF UTAH, SALT LAKE COUNTY CORPORATION, Articles of Incorporation of MOUNTAEN  
 FUEL SUPPLY COMPANY, Filed in the Clerk's office, Salt Lake County, Utah, May 7, 1935.  
 WILLIAM J. KORTH, County Clerk, by RICHARD BOHLING, Deputy Clerk.

STATE OF UTAH )  
 :SS  
 COUNTY OF SALT LAKE)

I, William J. Korth, 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 Articles of Incorporation and affidavit of officers, duly acknowledges of MOUNTAIN FUEL SUPPLY COMPANY, #13170, being a consolidation of WASATCH GAS COMPANY, OGDEN GAS COMPANY AND UTAH GAS AND COKE COMPANY, as appears of record in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 7th day of May, A.D. 1935.

(SEAL)

WILLIAM J. KORTH Clerk.  
 By RICHARD BOHLING, Deputy Clerk

STATE OF UTAH )  
 :SS  
 COUNTY OF SALT LAKE)

I, William J. Korth, County Clerk in and for the County of Salt Lake State of Utah, do hereby certify that the MOUNTAIN FUEL SUPPLY COMPANY # 13170, has duly filed in my office the Agreement of Incorporation, together with the affidavits of officers and oath of office of each officer as required by Revised Laws of Utah, 1933, as required

in the consolidation of corporations.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 7th day of May A.D. 1935.

WILLIAM J. KORTH, Clerk  
By RICHARD BOHLING Deputy Clerk.

Filed and Certificate issued this 7th day of May 1935.

M.H. WELLING SECRETARY OF STATE

Filed for record and recorded January 18 A.D. 1936 at 10:06 o'clock A.M.

ELVA A. WILKINSON COUNTY RECORDER

#10666

\*\*\*\*\*  
RELEASE OF LIEN  
UTAH

THIS CERTIFIES , That a certain lien claimed by the undersigned Anderson Lumber Company, formerly ANDERSON & SONS COMPANY, a corporation for goods wares and merchandise sold by the said corporation to Otilie Steele as agent of LeRoy J. Steele, the notice of intention to hold and claim such lien having been filed for record and recorded on the 23rd day of April, 1924 in Book Q of Liens at page 186 of the records of Weber, County, Utah has been fully satisfied by the payment of the debt secured thereby and is hereby cancelled and discharged. Dated this 20th day of January, A.D. 1936.

..... ANDERSON LUMBER COMPANY Formerly  
ANDERSON LUMBER COMPANY CORPORATE . Anderson & Sons Company  
SEAL OGDEN, UTAH. . BY H.W. BRANGHAM ASST. SECRETARY  
.....

STATE OF UTAH )  
:SS  
COUNTY OF WEBER)

On this 20th day of January in the year 1936, before me Darrell Crawford a Notary Public in and for said County, personally appeared H.W.Brangham known to me to be the Assistant Secretary of the corporation that executed the foregoing instrument and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

My Commission Expires March 14, 1938  
.....  
DARRELL CRAWFORD NOTARY PUBLIC  
STATE OF UTAH  
.....

Darrell Crawford Notary Public Residing at  
Ogden, Utah

Filed for record and Recorded January 20 A.D. 1936 at 3:53 o'clock

P.M.

ELVA A. WILKINSON COUNTY RECORDER  
BY DOROTHY B. CAMPBELL DEPUTY RECORDER

#10825

STATE OF UTAH )  
:SS  
COUNTY OF WEBER)

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I, LAWRENCE M. MALAN, Clerk of the County of Weber, and also Ex-Officio Clerk of the District Court of the Second Judicial District of the State of Utah, ( said Court being a Court of Record), do hereby certify that from the records of this office it appears that a Notarial Commission was issued to One, S.E.Hinckley by the Secretary of State of the State of Utah, which commission was dated June 29th 1929, and expired on June 29th 1933

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of said Court, at the City of Ogden, Utah, this 20th day of January 1936.

..... LAWRENCE M. MALAN Clerk, District Court,  
DISTRICT COURT SECOND JUDICIAL DISTRICT. Weber County, Utah.  
STATE OF UTAH IN AND FOR WEBER COUNTY .  
.....

Filed for record and recorded January 21 A.D. 1936 at 10:02 o'clock A.M.

ELVA A. WILKINSON COUNTY RECORDER

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