

**Certificate of Incorporation
of
The Atchison, Topeka and Santa Fe Railway Company.**

STATE OF KANSAS,
Shawnee County, ss.

WHEREAS, The Atchison, Topeka and Santa Fe Railway Company, a corporation created by an act of the Territory of Kansas, entitled "An Act incorporating the Atchison and Topeka Railroad Company," approved February 11, 1859, and existing under the laws of said Territory and of the State of Kansas, did, on the 15th day of October, 1895, execute its certain mortgage or deed of trust to the Union Trust Company of New York, as Trustee, to secure the bonds of said Atchison, Topeka and Santa Fe Railroad Company, issued under and pursuant to said mortgage or deed of trust, and in and by said mortgage or deed of trust, mortgaged and conveyed to said Union Trust Company of New York, as Trustee, all of its railroad constructed in the state of Kansas, running from Atchison on the Missouri river, through Topeka, to a point on the western boundary of the state of Kansas, being about four hundred and seventy and fifty-eight hundredths (475.58) miles in length, together with all the appurtenances thereof, including telegraphs and telephones, and all franchises, rights, privileges and immunities, then or thereafter pertaining to said railroad, telegraphs, telephones and other property, or the appurtenances and appendages thereof; and all property, real and personal, of every name and nature whatsoever and wheresoever situated including all shares of the capital stock and bonds of other corporations, whether then possessed or thereafter acquired by the said Atchison, Topeka and Santa Fe Railroad Company, for the purposes of the construction, equipment, maintenance or operation of the said railroad, telegraphs, telephones and other property, or for use in connection therewith, or with any or all of the same; together with all the revenues, income, profits, benefits and advantages of, or in any way growing out of, any or all of the said above-described property; and also certain stocks and bonds mentioned and described in said mortgage and then owned or thereafter to be acquired by said Atchison, Topeka and Santa Fe Railroad Company; and

WHEREAS, Thereafter, and on or about the 25th day of August, 1895, the Circuit Court of the United States for the District of Kansas, the same being a court of competent jurisdiction, made and entered a certain judgment or decree foreclosing said mortgage or deed of trust, which judgment or decree was entered in a certain consolidated cause pending in said Court, wherein the Union Trust Company of New York, the Trustee under said mortgage or deed of trust, was a complainant, and said Atchison, Topeka and Santa Fe Railroad Company was a defendant; and

WHEREAS, The said railroad, properties and franchises, on the 10th day of December, 1895, were duly sold in pursuance of the said judgment or decree of said Court to Edward King, Charles C. Beaman and Victor Morawetz, all of the City of New York, N. Y., and such sale having been duly confirmed by said Court, the said railroad, properties and franchises, in pursuance of said judgment or decree and the orders of said Court, made thereon, were conveyed by deed, executed by John B. Johnson, Special Master in Chancery, appointed by said Court in said cause, to the said Edward King, Charles C. Beaman and Victor Morawetz, as joint tenants and not as tenants in common, who thereby acquired title to said railroad, properties and franchises under such sale; and the said purchasers and their associates, successors and assigns, under and by virtue of the laws of the state of Kansas in such case made and provided, did thereby have and acquire and become entitled thereafter to exercise and enjoy, all the rights, privileges, grants, franchises, immunities and advantages in and by said mortgage or deed of trust conveyed, which belonged to and were enjoyed by said Atchison, Topeka and Santa Fe Railroad Company, so far as the same relate and appertain to said railroad, described in and conveyed by said mortgage or deed of trust as above set forth; and

WHEREAS, The said Edward King, Charles C. Beaman and Victor Morawetz, the said purchasers, for the purpose of organizing a new corporation under and in pursuance of the laws of the state of Kansas, have associated with themselves the following named persons, viz: Edward P. Ripley, who is a citizen of the state of Illinois, residing at the city of Chicago; Aldace F. Walker, who is a citizen of the state of Illinois, residing at the city of Chicago; Benjamin P. Cheney, who is a citizen of the state of Massachusetts, residing at the city of Dover; Edward N. Gibbs, who is a citizen of the state of New York, residing at the city of New York; Charles S. Gleed, who is a citizen of the state of Kansas, residing at the city of Topeka; R. Somers Hayes, who is a citizen of the state of New York, residing at the city of New York; George G. Haven, who is a citizen of the state of New York, residing at the city of New York; Cyrus K. Holliday, who is a citizen of the state of Kansas, residing at the city of Topeka; Thomas A. Osborn, who is a citizen of the state of Kansas, residing at the city of Topeka; William Rotch, who is a citizen of the state of Massachusetts, residing at the city of Boston; Edward Wilder, who is a citizen of the state of Kansas, residing at the city of Topeka.

WHEREAS, The said purchasers and their said associates have organized themselves and do hereby organize themselves as a new corporation as hereinafter in this certificate set forth:

NOW THEREFORE, The undersigned, being the said purchasers and their associates, do hereby certify and state as follows:

FIRST, The name of the corporation formed by the undersigned is THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY.

SECOND, The purposes for which such corporation is formed are as follows:

To acquire, construct, own, maintain and operate a railway running from the city of Atchison, on the Missouri river, in the state of Kansas, through Topeka to a point on the western boundary of the state of Kansas, through the counties of Atchison, Jefferson, Shawnee, Osage, Lyon, Chase, Marion, Harvey, Reno, Rice, Barton, Pawnee, Edwards, Ford, Gray, Finney, Kearney and Hamilton, and a telegraph line in connection with said railway, together with all the appurtenances thereof, the estimated length of which railway is four hundred and seventy and fifty-eight hundredths (475.58) miles; and also to acquire, own, use and enjoy the railroad and appurtenances, franchises, rights, privileges, and immunities, stocks and bonds, and all other properties acquired by said sale as above recited;

THIRD, The place or places where the business of said corporation is to be transacted are the city of Topeka, in the county of Shawnee, in the state of Kansas, and such other places and cities upon the line of said railway, or any of its branches, or leased, operated or controlled lines, as may from time to time be deemed desirable, and at such other points or places where any business may be legally done by it in the exercise and enjoyment of its rights, powers and privileges.

FOURTH, The term for which this corporation is to exist is nine hundred and ninety-nine (999) years.

FIFTH, The number of its directors shall be fifteen, and the names and residences of those who are appointed for the first year are as follows:

Edward P. Ripley, Chicago, Ill.; Aldace F. Walker, Chicago, Ill.; Benjamin P. Cheney, Dover, Mass.; Edward N. Gibbs, New York, N. Y.; Charles S. Gleed, Topeka, Kan.; Geo. G. Haven, New York, N. Y.; R. Somers Hayes, New York, N. Y.; Cyrus K. Holliday, Topeka, Kan.; Victor Morawetz, New York, N. Y.; Thomas A. Osborn, Topeka, Kan.; William Rotch, Boston, Mass.; Edward Wilder, Topeka, Kan.; Robert Fleming, London, Eng.; John Luden, Amsterdam, Holland, and Herman Kobbie, New York, N. Y.

SIXTH, The amount of the capital stock of such corporation shall be two hundred and thirty-three million, four hundred and eighty-six thousand (\$233,486,000) dollars, and the same shall be divided into two million three hundred and thirty-four thousand eight hundred and sixty (2,334,860) shares of the par value of one hundred (100) dollars each.

Of such capital stock one million, three hundred and fourteen thousand eight hundred and sixty (1,314,860) shares, amounting in the aggregate to one hundred and thirty-one million, four hundred and eighty-six thousand (\$131,486,000) dollars, shall be five per cent non-cumulative preferred stock and

One million, twenty thousand (1,020,000) shares, amounting in the aggregate to one hundred and two million (\$102,000,000) dollars, shall be common stock.

The holders of the preferred stock shall be entitled to non-cumulative dividends in each and every fiscal year beginning after the 30th day of June, 1896, at such rate, not exceeding five per centum per annum, as shall be declared by the Board of Directors of such corporation, in reference and priority to any payment in or for such fiscal year of any dividend on the common stock or on any other stock of said company, but only from undivided net profits when and as determined by the said board; and in case of dissolution or liquidation of said corporation, the holders of the preferred stock shall be entitled to receive the par amount of their stock out of the assets of such corporation in priority to the common stock.

No mortgage, other than a mortgage to secure and issue of seventeen million dollars of Four Per Cent, Thirty-Year Prior Lien Gold Bonds and an issue of one hundred and sixty-five million four hundred and ninety thousand five hundred dollars of General Mortgage Four Per Cent, One Hundred Year Gold Bonds, and another mortgage to secure an issue of not to exceed seventy-one million seven hundred and twenty-eight thousand dollars of Four Per Cent, One Hundred Year Adjustment Bonds (bearing interest payable only out of surplus net earnings if earned), shall be executed by the corporation hereby formed nor shall the amount of the Preferred Stock of said corporation be increased, unless the execution of such mortgage or such increase of the Preferred Stock shall have received the consent of the holders of a majority of the whole amount of the Preferred Stock which shall at the time be outstanding, given at a meeting of the stockholders called for that purpose and the consent of the holders of a majority of such part of the common stock as shall be represented at such meeting.

IN TESTIMONY WHEREOF, We have hereunto subscribed our names this 12th day of December, 1895.

EDWD. KING,
CHARLES C. BEAMAN,
VICTOR MORAWETZ,
E. P. RIPLEY,
ALDACE F. WALKER,
BENJ. P. CHENEY,
EDWARD N. GIBBS,
C. S. GLEED,
R. SOMERS HAYES,
G. G. HAVEN,
CYRUS K. HOLLIDAY,
THOMAS A. OSBORN,
WILLIAM ROTCH,
E. WILDER.

STATE OF KANSAS,
County of Shawnee, ss.

Be it remembered, that on the twelfth day of December, A. D. 1895, before me Notary Public within and for the said county and state, personally appeared Edward King, Chas. C. Beaman, Victor Morawetz, Edward P. Ripley, Aldace F. Walker, Benj. P. Cheney, Edwd. N. Gibbs, Chas. S. Gleed, R. Somers Hayes, Geo. G. Haven, Cyrus K. Holliday, Thos. A. Osborn, Wm. Rotch and Edwd. Wilder, who are personally known to me to be the same persons who executed the foregoing instrument of writing, and duly acknowledged the execution of the same.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name, and affixed my notarial seal, the day and year last above written.

[SEAL] ALFRED A. SCOTT,
Notary Public.

My commission expires Jan. 25, 1907.

STATE OF KANSAS,
Office of the Secretary of State.

I, George A. Clark, Secretary of State of the state of Kansas, do hereby certify that by virtue of my office, I am the lawful custodian of all the articles of incorporation in this state and that the foregoing is a true and correct copy of the original articles of incorporation of the Atchison, Topeka and Santa Fe Railway Company, filed in the office of the Secretary of State of the state of Kansas, December 12th, 1895, and now a portion of the records of said office.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal. Done at Topeka, Kansas, this 26th day of April 1901.


[SEAL] GEO. A. CLARK,
Secretary of State,
First Pub. Oct. 11.

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GEOR. A. LANE, Cashier.		

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