

AAD291

No. 61775

AFFIDAVIT

STATE OF UTAH)
) ss.
COUNTY OF WEBER)

Parley E. Norseth, being first duly sworn upon his oath deposes and says:

That he is a resident of Ogden City, Weber County, Utah, and is personally acquainted with Reinder Fuit, a resident of Ogden, Weber County, Utah, residing at 3370 Lincoln Avenue in said city, and knows of his own personal knowledge that the person designated in that certain warranty deed as Render Fuit, grantee and Thomas Steed as grantor, and in that certain warranty deed dated December 5, 1923 wherein the grantor is designated as Reinder Fuit and Charles C. Parker, the grantee, that the aforesaid Render Fuit and Reinder Fuit are one and the same person.

Parley E. Norseth

Affiant.

On the 3rd day of January, 1936, personally appeared before me, Parley E. Norseth the signor of the above instrument, who duly acknowledged to me that he executed the same.

Commissioned to:

Feb. 20, 1939.



John C. Davis

Notary Public

Ogden, Utah.

Recorded January 6, 1936. at 9:00 A. M.

Abstracted 5/12

Handwritten Signature County Recorder.

No. 61779

AGREEMENT OF CONSOLIDATION
AND MERGER
and
ARTICLES AND CERTIFICATE OF
INCORPORATION
of the
MOUNTAIN FUEL SUPPLY
COMPANY

STATE OF UTAH
EXECUTIVE DEPARTMENT
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.



M. H. Welling
Secretary of State

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, X
State of Utah. X ss.

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 convenience 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, with