

FILED

99 JAN 20 AM 8:30
SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION OF
SOUTH HILLS BED & BREAKFAST, INC.**

THE UNDERSIGNED, Acting as incorporators of a corporation under the Idaho Business Incorporation Act, adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is SOUTH HILLS BED & BREAKFAST, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purposes of the Corporation shall be to operate a bed and breakfast facility. The Corporation shall further have the power to engage in any and all other types of businesses and business pursuits which may in the opinion of the officers, directors and stockholders be for the general benefit of the Corporation. In carrying out these purposes, the Corporation shall have all lawful powers now or hereafter conferred by the laws of the State of Idaho upon corporations generally. The Corporation is further authorized to transact any or all other lawful businesses for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares.

IDAHO SECRETARY OF STATE

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FIFTH:: The address of the initial registered office of the corporation is 3539 East 3000 North, Kimberly, Idaho 83341, and the name of its initial registered agent at such address is Stanley V. Haye, III.

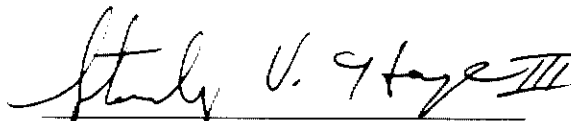
SIXTH: The number of directors constituting the initial board of directors of the corporation is one, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Stanley V. Haye, III	3539 East 3000 North Kimberly, ID 83341

SEVENTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Stanley V. Haye, III	3539 East 3000 North Kimberly, ID 83341


DATED This 18 day of January, 1999.


STANLEY V. HAYE, III

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 18th day of January, 1999, before me, the undersigned Notary Public in and for said County and State, personally appeared STANLEY V. HAYE, III, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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



NOTARY PUBLIC FOR IDAHO
My Commission Expires: 9-8-01