

# State of Idaho

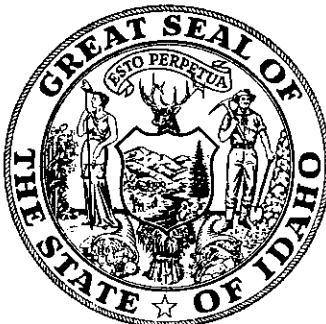
## Department of State

### CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Merger of GREAT WESTERN INVESTMENT CO., an Idaho corporation, into HOLIDAY INNS, INC., a Tennessee corporation, duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this certificate of merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: May 28, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Shirley J. Clark*

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 MERGER  
 CK #: 179400-6 CUST# 64221  
 DATE 05/15/1996 0900 62878  
 ID#40 SECRETARY OF STATE

**ARTICLES OF MERGER  
 OF  
 GREAT WESTERN INVESTMENT CO.  
 WITH AND INTO  
 HOLIDAY INNS, INC.**

Pursuant to the provisions of Section 30-1-74 of the Idaho Business Corporation Act and the provisions of Section 48-21-107 of the Tennessee Business Corporation Act, Great Western Investment Co., an Idaho corporation, with its registered office located at 300 North 6th Street, Boise, Idaho (the "Merging Corporation"), and Holiday Inns, Inc., a Tennessee corporation, with its registered office located at 530 Gay Street, Knoxville, Tennessee (the "Surviving Corporation") (the Merging Corporation and the Surviving Corporation are hereinafter referred to collectively as the "Constituent Corporations") hereby adopt and execute Articles of Merger as follows:

I.

The Plan and Agreement of Merger attached hereto and by reference made a part hereof (the "Plan") provides that the Merging Corporation shall be merged into the Surviving Corporation and shall be called "Holiday Inns, Inc."

II.

As to each of the Constituent Corporations, the designation and number of shares outstanding are as follows:

<u>Name of Corporation</u>	<u>Designation and Number of Outstanding Shares</u>
Great Western Investment Co.	5,000 shares - Common Stock
Holiday Inns, Inc.	1,000 shares - Common Stock

III.

The Plan was duly approved by the Board of Directors and by an affirmative vote of all of the outstanding shares of the shareholders entitled to vote on behalf of the Merging Corporation on April 25, 1996, and was duly approved by the Board of Directors and by an affirmative vote of all of the outstanding shares of the shareholders entitled to vote on behalf of the Surviving Corporation on April 25, 1996.

IV.

Pursuant to Section 30-1-77 (b) of the Idaho Business Corporation Act, (i) the Surviving Corporation may be served with process in the state of Idaho in any proceeding for the enforcement of any obligation of the Merging Corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Merging Corporation against the Surviving Corporation; (ii) the Surviving Corporation hereby grants an irrevocable appointment of the Secretary of State of the state of Idaho as its agent to accept service of process in any such proceeding; and (iii) The Surviving Corporation agrees to promptly pay to the dissenting shareholders of the Merging Corporation, the amount, if any, to which they shall be entitled under the provisions of this act with respect to the rights of dissenting shareholders.

The merger is permitted by the laws of the States of Idaho and Tennessee. Each undersigned corporation has complied with applicable provisions of the laws of the States of Idaho and Tennessee.

**IN WITNESS WHEREOF**, each of the Constituent Corporations has caused these Articles of Merger to be executed in its name by its authorized officers, with its corporate seal affixed, in accordance with the requirements of the States of Idaho and Tennessee on April 25, 1996.

**SURVIVING CORPORATION:**

HOLIDAY INNS, INC.

By: 

Name: James D. Rosenberg

Title: Senior Vice President

(Corporate Seal)

**MERGING CORPORATION:**

GREAT WESTERN INVESTMENT CO.

By: 

Name: James D. Rosenberg

Title: President

(Corporate Seal)

**PLAN AND AGREEMENT OF MERGER  
BY WHICH  
GREAT WESTERN INVESTMENT CO.  
MERGES WITH AND INTO  
HOLIDAY INNS, INC.**

**THIS PLAN AND AGREEMENT OF MERGER** dated April 25, 1996 by and between Great Western Investment Co., an Idaho corporation with its registered office at 300 North 6th Street, Boise, Idaho (the "Merging Corporation"), and Holiday Inns, Inc., a Tennessee corporation with its registered office at 530 Gay Street, Knoxville, Tennessee, (the "Surviving Corporation") (the Merging Corporation and the Surviving Corporation are hereinafter collectively referred to as the "Constituent Corporations").

**BACKGROUND STATEMENT**

The respective Boards of Directors of each of the Constituent Corporations have determined that it is in the best interests of each such corporation and its respective shareholders that the Merging Corporation merges with and into the Surviving Corporation, and the shareholders of each of the Constituent Corporations have approved such merger.

**PLAN AND AGREEMENT**

In consideration of the premises and pursuant to the terms and conditions hereinafter set forth, the parties hereto agree that, in accordance with the terms of this Plan and Agreement of Merger and the applicable statutes of the States of Idaho and Tennessee, the Constituent Corporations shall make appropriate filings with the Secretary of State of the States of Idaho and Tennessee, that the Merging Corporation shall be merged with and into the Surviving Corporation, and that the terms and conditions of such merger (the "Merger") and the mode of carrying the Merger into effect shall be as follows:

1. The Merger and Surviving Corporation. At the Effective Time of the Merger (as hereinafter defined), the Merging Corporation shall be merged with and into Holiday Inns, Inc., which shall be the Surviving Corporation after the merger and which shall continue to exist as a corporation created and governed by the laws of the State of Tennessee under the name of Holiday Inns, Inc.
2. Effective Time of the Merger. The Merger shall be effective at the time of filing with the Secretary of State of Tennessee (the "Effective Time of the Merger").
3. Effect of Merger. At the Effective Time of the Merger, the Constituent Corporations shall be a single corporation, which shall be the Surviving Corporation, and the separate existence of the Merging Corporation shall cease. Without limiting any provisions of applicable law of the State of Tennessee, at the Effective Time of the Merger: the Surviving Corporation shall have all of the rights, privileges, immunities and powers and shall be subject to all of the duties and liabilities of a corporation organized under the Tennessee Business Corporation Act; the Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, and immunities and franchises, of a

public as well as of a private nature, of the Merging Corporation; all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and each and every other interest of or belonging to or due to the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate, or any interest therein, vested in the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; the Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of the Constituent Corporations and any claim existing or action or proceeding pending by or against the Constituent Corporations may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place; and neither the rights of the creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by the Merger.

4. Manner and Basis of Converting Shares. The manner and basis of converting shares of stock of the Merging Corporation shall be as follows:

(a) Stock of the Merging Corporation. All of the issued and outstanding shares of the Merging Corporation are owned by the Surviving Corporation; therefore, on the Effective Time of the Merger, all of the issued and outstanding shares of the Merging Corporation shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange therefor.

(b) Stock of the Surviving Corporation. Each share of stock of the Surviving Corporation outstanding immediately prior to the Effective Time of the Merger shall remain an identical outstanding share of the Surviving Corporation after the Effective Time of the Merger and no stock or other securities of, or obligations convertible into stock or other securities of, the Surviving Corporation are to be issued or delivered under or pursuant to the Merger.

5. Articles of Incorporation. Until altered, amended, or repealed in accordance with the Tennessee Business Corporation Act, the existing Articles of Incorporation of Holiday Inns, Inc., the Surviving Corporation, shall be the Articles of Incorporation of the Surviving Corporation.

6. By-Laws. The By-Laws of Holiday Inns, Inc., the Surviving Corporation, as in effect at the Effective Time of the Merger shall continue to be the By-Laws of the Surviving Corporation until altered, amended or repealed as provided in said By-Laws.

7. Directors and Officers. At the Effective Time of the Merger, the persons who are the directors and officers of Holiday Inns, Inc., the Surviving Corporation, immediately prior to the Merger becoming effective shall continue to be the directors and officers of the Surviving Corporation.

8. Amendment; Termination and Abandonment. This Plan and Agreement of Merger may be supplemented or amended in any manner at any time and from time to time prior to the Effective Date of the Merger by the mutual consent of the Surviving Corporation and the Merging Corporation without any further action by the shareholders of the Surviving Corporation or the Merging Corporation. This Plan and Agreement of Merger may be terminated and the Merger abandoned at any time prior to the filing of the articles of merger with the Secretary of State of the State of Tennessee by action taken by the respective Boards of Directors of the Constituent Corporations.

9. Further Assurances. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances or any things are necessary or desirable to vest in the Surviving Corporation, in accordance with the terms of this Plan and Agreement of Merger, the title of any property or rights of the Merging Corporation, the last acting officers and directors of the Merging Corporation or the corresponding officers and directors of the Surviving Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the purposes of this Plan and Agreement of Merger or the Merger.

10. Governing Law. This Plan and Agreement of Merger and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Tennessee.

11. Counterparts. This Plan and Agreement of Merger may be executed in any number of counterparts, each of which shall be an original, and it shall not be necessary making proof of this Plan and Agreement of Merger or its terms to produce or account for more than one of such counterparts.

**IN WITNESS WHEREOF,** each of the Constituent Corporations has caused this Plan and Agreement of Merger, pursuant to authority duly given by its Board of Directors and the shareholders of the Constituent Corporations, to be executed on its behalf and its corporate name by its President or Vice-President, attested by its Secretary or Assistant Secretary and its corporate seal affixed hereto, all on the day and year first above written.

**MERGING CORPORATION:**

(Corporate Seal)

**GREAT WESTERN INVESTMENT CO.**

By: [Signature]

Name: James D Rosenberg

Title: President

Attest: [Signature]

Name: James L. Kacena

Title: Secretary

**SURVIVING CORPORATION:**

**HOLIDAY INNS, INC.**

By: Michael L. Goodson

(Corporate Seal)

Name: Michael L. Goodson

Title: Vice President

Attest: James L. Kacera

Name: James L. Kacera

Title: Assistant Secretary