



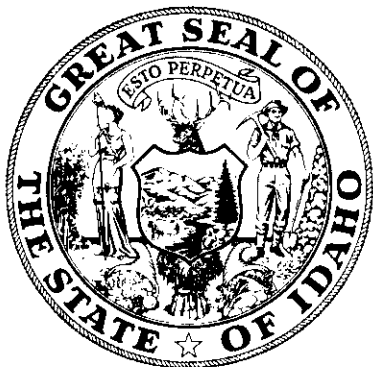
CERTIFICATE OF AUTHORITY
OF

THE OTTER CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of THE OTTER CORPORATION for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to THE OTTER CORPORATION to transact business in this State under the name THE OTTER CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated **September 28, 1982**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is THE OTTER CORPORATION
2. *The name which it shall use in Idaho is THE OTTER CORPORATION
3. It is incorporated under the laws of Georgia
4. The date of its incorporation is December 9, 1975 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is
3312 Piedmont Rd., Suite 535, Atlanta, Georgia 30305
Attn: W. R. Heflin, Jr.
6. The street address of its proposed registered office in Idaho is CT Corporation System
300 North 6th Street, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is _____
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Real estate management, other dealings in connection with
the purchase, sale, or mangement of real estate and such other
purposes as may be lawful in the State of Idaho
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
James D. Rohr, Jr.	3312 Piedmont Rd.	Atlanta, Georgia 30305
(President/Director)		
W. Robert Heflin, Jr.	3312 Piedmont Rd.	Atlanta, Georgia 30305
(Secretary/Director)		
James R. Wilkinson, Jr.	1795 Peachtree Rd., N.E., Atlanta, Georgia	30367
(Asst. Sec.)		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	Common	\$1.00
_____	_____	_____
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
800	Common	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 9/24, 19 84.

THE OTTER CORPORATION

By

James D. Rohr, Jr.

Its President

and

James R. Wilkinson, Jr.

Its Assistant Secretary

STATE OF Georgia

COUNTY OF Fulton

) ss:

I, ANN-MARIE RIZZETTA, a notary public, do hereby certify that on

this 24 day of Sept., 19 84, personally appeared before

me James D. Rohr, Jr., who being by me first duly sworn, declared that he

is the President of The Otter Corporation

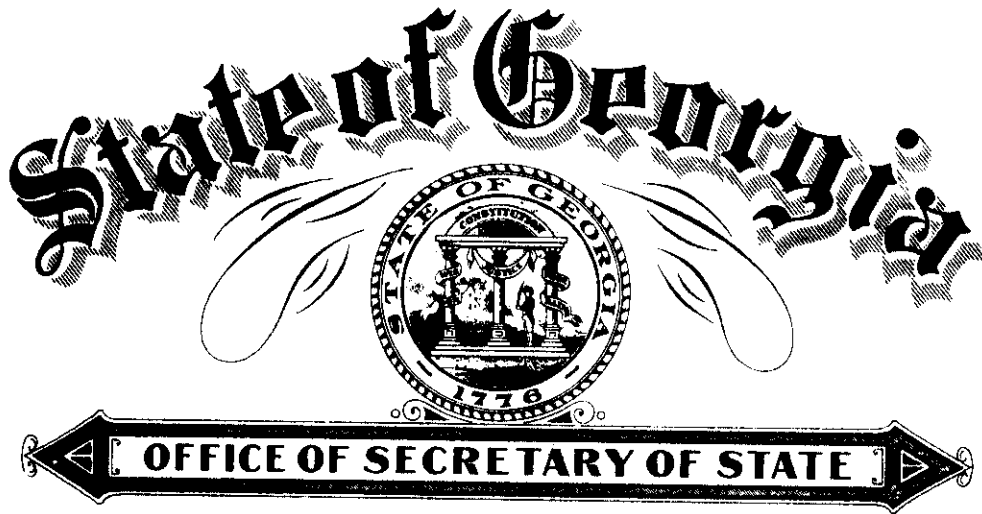
that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Ann Marie Rizzetta

Notary Public

Notary Public, Georgia, State at Large
My Commission Expires Feb. 4, 1984

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



SEP 28 10 51 AM '08

I, David B. Poythress, Secretary of State of the State of Georgia, do hereby certify that

the eleven pages of photographed printed matter hereto attached is a true and correct copy of the Articles of Incorporation, Certificate of Incorporation and amendment thereto for

"THE OTTER CORPORATION"

a corporation created under the laws of the State of Georgia, as the same appears of file and record in the Office of the Secretary of State.

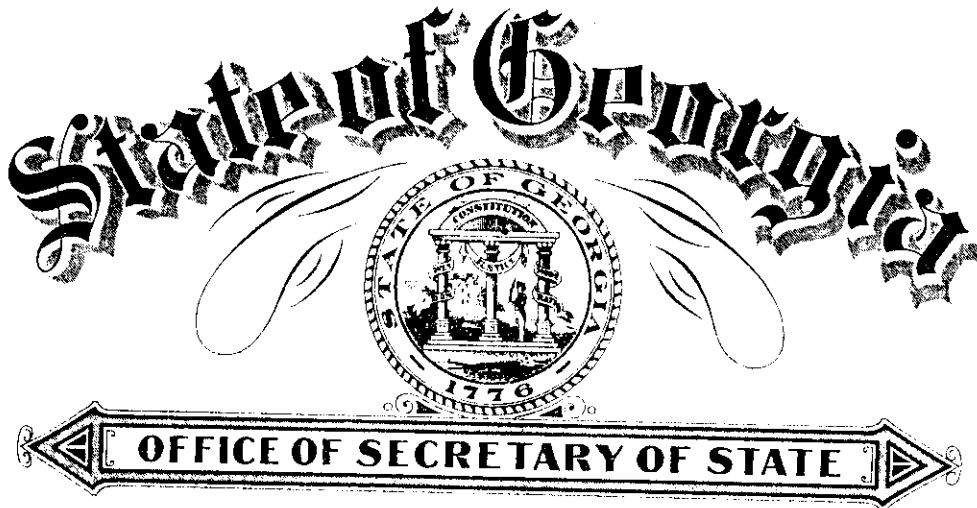


IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol in the City of Atlanta, this 3rd day of September in the year of our Two Lord One Thousand Nine Hundred and Eighty and of the Independence Seventy of the United States of America the Two Hundred and

David B. Poythress

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

DUPLICATE



I, Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that
The articles of incorporation of "HIGH OTTER, INC." have been duly amended under the laws of the State of Georgia changing its name to "THE OTTER CORPORATION" on the 25th day of January, 1978, by the filing of articles of amendment in the office of the Secretary of State and the fees paid therefor, as provided by law and that attached hereto is a true copy of said articles of amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 25th day of January in the year of our Lord One Thousand Nine Hundred and Seventy Eight and of the Independence of the United States of America the Two Hundred and Two.

Ben W. Fortson Jr.

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF AMENDMENT

OF

HIGH OTTER, INC

The shareholders of High Otter, Inc., a corporation organized and existing under the laws of the State of Georgia, did on the 1st day of December, 1977, adopt the following Amendment to the Articles of Incorporation of said corporation as follows:

"Article I of the Articles of Incorporation of High Otter, Inc., is hereby amended by changing the formal name of the corporation from High Otter, Inc., to The Otter Corporation.

Said Amendments were adopted by a vote of the holders of 400 shares of common stock, there being 400 shares of common stock outstanding and entitled to vote thereon. The vote of the majority of the shareholders entitled to vote is required to amend the Articles of Incorporation.

There being no other amendments to the Articles of Incorporation, the remainder of the articles are to continue in full force and effect.

IN WITNESS WHEREOF, High Otter, Inc. has caused the Articles of Amendment to be executed and its corporate seal to be affixed, and has caused the foregoing to be attested all by its duly authorized officers, on this 28 day of December, 19 77.

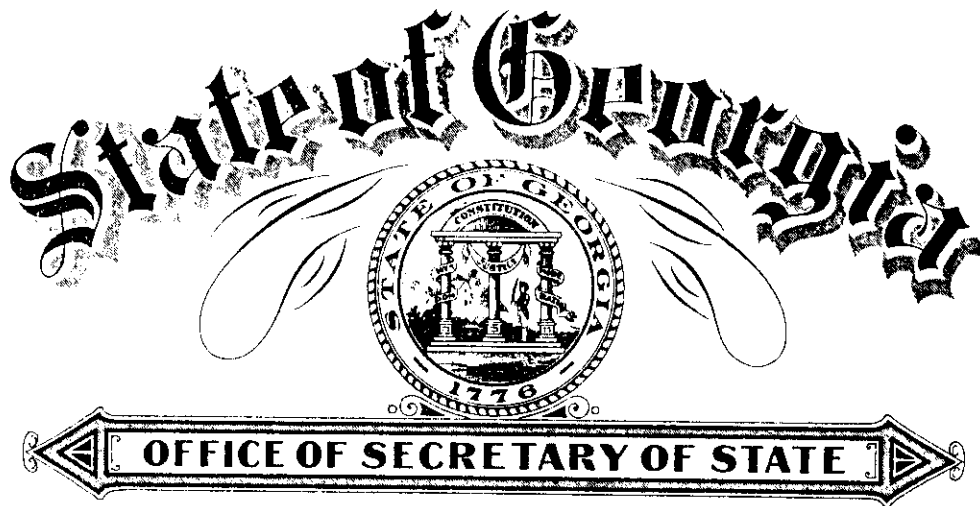
High Otter, Inc.

By: Charles S. Armstrong, President

Attest:

James D. Rohr, Secretary

RECEIVED
JAN 25 3 09 PM '78
BENJ. H. JONES, JR.
SECRETARY OF STATE



I, Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"THE OTTER CORPORATION"

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.

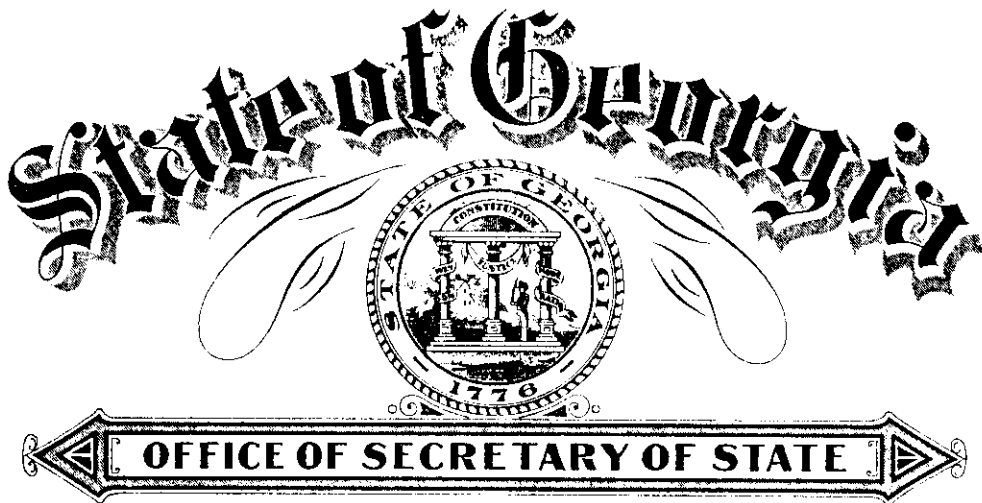


In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 21st day of December, in the year of our Lord One Thousand Nine Hundred and Seventy Seven and of the Independence of the United States of America the Two Hundred and Two.

Ben W. Fortson Jr.

Secretary of State, Ex-Officio Corporation
Commissioner of the State of Georgia

DUPLICATE



I, Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that

"HIGH OTTER, INC."

was on the 9th day of December, 1975 ,
duly incorporated under the laws of the State of Georgia by the Superior Court of
Fulton County for a period of perpetual years
from said date, in accordance with the certified copy hereto attached, and that the original
articles of incorporation of said corporation has been duly filed in the office of the
Secretary of State and the fees therefor paid, provided by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand
and affixed the seal of my office, at the Capitol, in the City of
Atlanta, this 12th day of December, in the year
of our Lord One Thousand Nine Hundred and Seventy
Five and of the Independence of the United States
of America the Two Hundredth.

Ben W. Fortson, Jr.

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA.

ARTICLES OF INCORPORATION

OF

HIGH OTTER, INC.

I.

The name of the corporation is: HIGH OTTER, INC.
The corporation shall do business as HIGH OTTER, INC. and the
TURKEY FARM AND FISH HATCHERY and THE MOUNTAIN CATERING COM-
PANY.

II.

The corporation has perpetual duration.

III.

The corporation is a corporation for profit and is orga-
nized for the following purposes:

To conduct the business of managing and operating motels,
hotels, restaurants, and related food service functions, real
estate developments and related management types of work; to en-
gage in interior and exterior building and development design.

To engage in any business calculated or designed to be
profitable to this corporation and in conformity with the laws
of the State of Georgia.

IV.

The corporation has authority to issue not more than One
Thousand (1,000) shares of common stock of One (\$1.00) Dollar
par value.

V.

The corporation shall not commence business until it shall
have received not less than Five Hundred (\$500.00) Dollars in
payment for the issuance of shares of stock.

VI.

The initial registered office of the corporation is 9401 Roberts Drive, N. E., Atlanta, Georgia. The initial registered agent of the corporation is CHARLES STUART ARMSTRONG.

VII.

The initial board of directors shall consist of two (2) members who are:

CHARLES STUART ARMSTRONG 9401 Roberts Drive, N. E.
Apartment 1-K
Atlanta, Georgia 30338

SUSI SANDERS 337 Broadland Road, N. W.
Atlanta, Georgia 30342

VIII.

The name and address of the incorporator is:

CHARLES STUART ARMSTRONG 9401 Roberts Drive, N. E.
Apartment 1-K
Atlanta, Georgia 30338

IX.

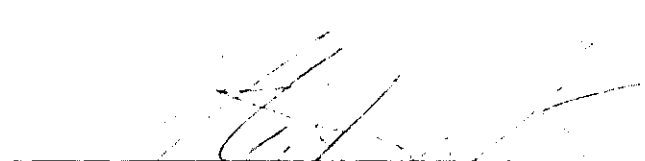
The corporation may, on adoption of a resolution by the board of directors, purchase and own shares to the extent of unreserved and unrestricted capital surplus available for such purpose.

X.

The board of directors of the corporation may from time to time, and at its discretion, distribute to its shareholders out of capital surplus of the corporation, a portion of its assets.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.

This 9th day of December, 1975.


J. STEPHEN JENKINS
Attorney for Incorporator

IN THE SUPERIOR COURT OF FULTON COUNTY
STATE OF GEORGIA

The Petition of CHARLES STUART ARMSTRONG shows the
Court:

1.

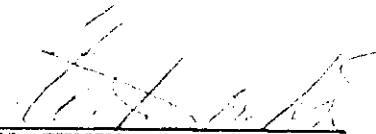
The Articles of Incorporation of HIGH OTTER, INC.
executed by the Incorporator are attached hereto.

2.

The Certificate of the Secretary of State that the
name "High Otter, Inc." is available is attached hereto.

3.

WHEREFORE, Petitioner prays that High Otter, Inc.
be incorporated.


J. STEPHEN JENKINS
Attorney for Petitioner

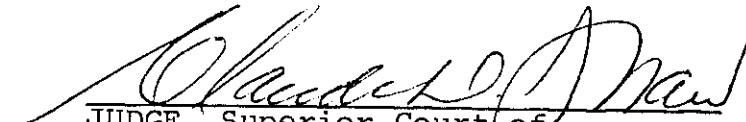
IN THE SUPERIOR COURT OF FULTON COUNTY
STATE OF GEORGIA

ORDER

The Articles of Incorporation of HIGH OTTER, INC. and the Certificate of the Secretary of State of Georgia that the name HIGH OTTER, INC. is available, having been examined and found lawful:

IT IS HEREBY ORDERED that HIGH OTTER, INC. be and hereby is incorporated under the laws of the State of Georgia.

This 9th day of Dec., 1975.


JUDGE, Superior Court of
Fulton County, Georgia
Atlanta Judicial Circuit

PUBLISHER'S AFFIDAVIT

STATE OF GEORGIA,—County of Fulton.

Before me, the undersigned, a Notary Public, this day personally came

GEORGE C. POPE

....., who, being first duly sworn, according to law,

says that he is an Agent of the Daily Report Company, publishers

of the Fulton County Daily Report, the official newspaper in which the Sheriff's ad-

vertisements in and for said County are published, and a newspaper of general

circulation, with its principal place of business in said County, and that there has

been deposited with said newspaper the cost of publishing four (4) insertions of

a notice pursuant to Ga. Business Corporation Code of the granting of Articles

of Incorporation ~~Articles of Amendment~~ ~~Articles of Merger~~ ~~Articles of Intent to~~

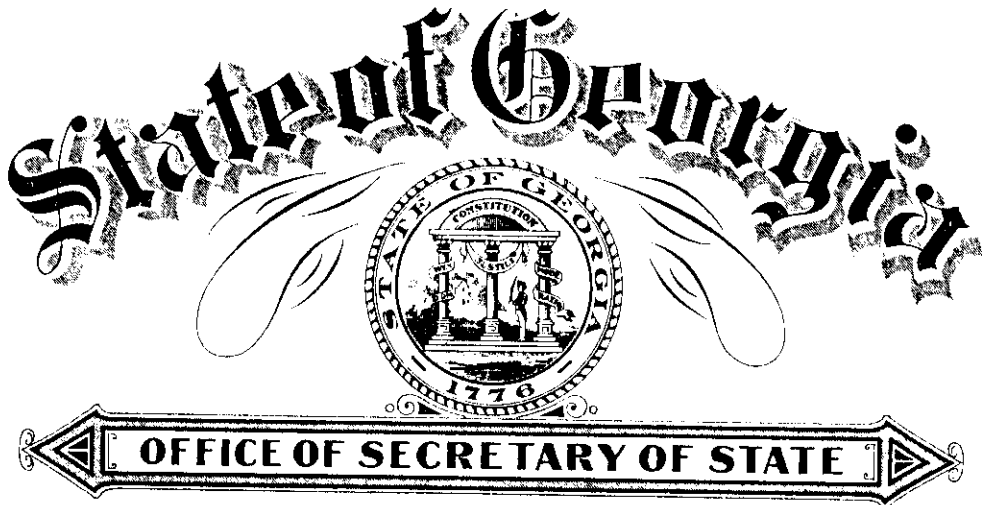
~~Dissolve~~ to "High Otter, Inc."

George C. Pope

Subscribed and sworn to before me this 9th

day of December, 1975

Esau Higgins
Notary Public, State at Large.



I, Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"HIGH OTTER, INC."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 9th day of December, , in the year of our Lord One Thousand Nine Hundred and Seventy Five and of the Independence of the United States of America the Two Hundredth.

Ben W. Fortson Jr.

Secretary of State, Ex-Officio Corporation
Commissioner of the State of Georgia

STATE OF GEORGIA

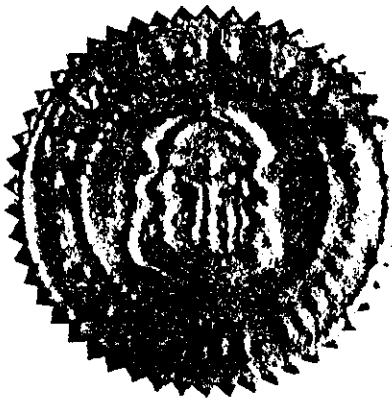
COUNTY OF FULTON

I, BARBARA J. PRICE, Clerk of the Superior Court of Fulton
County, Georgia, do hereby certify that the within and foregoing is a true and
correct copy of petition of CHARLES STUART ARMSTRONG et al.,
for incorporation under the name and style of HIGH OTTER, INC.

_____ and the Order of Court thereon
allowing same, all of which appears of file and record in this Office.

Given under my hand and seal of Office.

This the 9 day of December, 1975



Barbara J. Price

CLERK OF SUPERIOR COURT
FULTON COUNTY, GEORGIA