



CERTIFICATE OF INCORPORATION
OF

POWDEROSA INN OF MERLEY, INC.

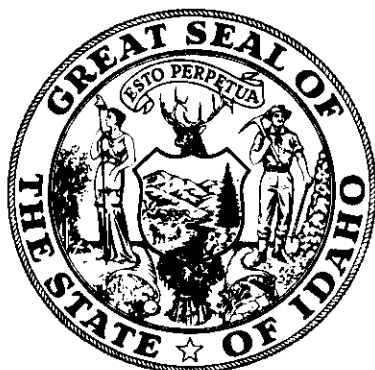
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

POWDEROSA INN OF MERLEY, INC.,

duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated December 30, 1980, 19 ____.



SECRETARY OF STATE

Corporation Clerk

CERTIFICATE OF INCORPORATION

OF

PONDEROSA INN OF BURLEY, INC.

FIRST: The name of the corporation is

PONDEROSA INN OF BURLEY, INC..

SECOND: The address of its registered office in the State of Idaho is *1742 Overland* in the City of Burley, County of Minidoka. The name of its registered agent at such address is James Annest.

THIRD: The nature of the business or purposes to be promoted is:

To purchase and otherwise acquire, own, build, lease (either as lessor/Lessee), erect, consturct, alter, repair, improve, furnish, equip, hold, occupy, maintain, manage, operate, sell, and dispose of, motels, motor lodges, motor courts, hotels, inns, taverns, night clubs, cocktail lounges, cabins, lodging houses, hostelries, restaurants, cafes, bars, cafeterias, garages, auditoriums, theaters, and the furniture, furnishings, fixtures and equipment thereof.

To engage in and carry on the business of, motor lodge proprietors, hotel keepers, innkeepers, hostellers, restaurateurs, cafe keepers, cafeteria keepers, garagemen, a tourist bureau, tobacco-nists, confectioners, dealers in provisions, barbers, hairdressers, manicurists, druggists, florists, stationers, new agents, news, magazine and book dealers; and the buying and selling of wines, liquors and beverages of alcoholic and non-alcoholic content.

To provide and conduct, accommodations, eating places, newspaper rooms, reading and witting rooms, rest rooms, dressing rooms, baths, swimming pools, telephones, radios, television facilities, conveniences of all kinds for the use of the public, and to do every act and thing necessary, convenient or desirable for the furnishing of guests, lodgers, travelers, and all others who may be received by the corporation, with food, drink, lodging, entertainment, and such other services, as are commonly rendered as a part of, or in connection with, or as incidental to, any of the business hereinbefore mentioned; and to give or grant to others the right, privilege or license to engage in any kind of business on premises owned, leased or managed by the corporation.

To engage in the business of granting franchises under trade names or otherwise, relating to the foregoing.

To engage in the business of buying and selling real property.

To engage in any lawful act or activity for which corporations may be organised under the Laws of the State of Idaho.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every calss and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United

States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of the corporation's property and assets, or any interest therein, wherever situated.

In general, to possess and exercise all the powers and privileges granted by the Laws of the State of Idaho or by this Certificate of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

The business and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the business and purposes specified in each of the foregoing clauses of this article shall be regarded as independent business and purposes.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is One Million (1,000,000) and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to One Million and No/100 Dollars (\$1,000.000.00).

FIFTH: The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
James Annest	P. O. Box 686, Burley, Idaho
Floyd C. Anglin - <i>Initial director</i>	Ponderosa Inn of Burley, Interstate 84, Burley, Idaho

Grace Anglin - *Initial Director*

Ponderosa Inn of Burley,
Interstate 84, Burley, Idaho

SIXTH: The corporation is to have perpetual existence.

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution or in the by-laws of the corporation, may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; provided, however, the by-laws may provide that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called upon such notice as is required by statute, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

EIGHTH: Meetings of stockholders may be held within or without the State of Idaho, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Idaho at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

NINTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the Laws of the State of Idaho do make this certificate, hereby declaring and

certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 22nd day of December, 1980.

James Annest
JAMES ANNEST

Floyd C. Anglin
FLOYD C. ANGLIN

Grace Anglin
GRACE ANGLIN

STATE OF IDAHO)
) ss.
County of Cassia)

On this 22nd day of December, 1980, before me, a notary public in and for said State, personally appeared James Annest, Floyd C. Anglin and Grace Anglin, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

(SEAL)

Martha Kandell
Notary Public for Idaho
Residing at Burley, Idaho