

State of Idaho

Office of the Secretary of State

AMENDED CERTIFICATE OF AUTHORITY

OF

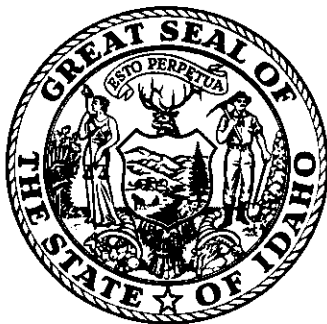
RED LION HOTELS, INC.

File Number C 144597

I, BEN YSURSA, Secretary of the State, hereby certify that an Application for Amended Certificate of Authority, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to reflect the name change from **RED LION HOTELS, INC.** to **RED LION HOTELS HOLDINGS, INC.** and attach hereto a duplicate of the application for such amended certificate.

Dated: October 21, 2005



Ben Yursa

SECRETARY OF STATE

By

Sally Lloyd

FILED EFFECTIVE



APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

(Instructions on back of application)

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-1504, **Idaho Code**, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement. Complete only applicable items.

1. A Certificate of Authority was issued to the corporation by your office on: March 9, 1995,
authorizing it to transact business in the State of Idaho under the name of:
Red Lion Hotels, Inc.
2. Its corporate name has been changed to: Red Lion Hotels Holdings, Inc.
3. The name which it shall use hereafter in the State of Idaho is:

4. It has changed its jurisdiction of incorporation, without a change of corporate identity to: _____

Dated: October 18, 2005 Corporation Name: Red Lion Hotels Holdings, Inc.

Signature: _____

Typed Name: Thomas L. McKeirnan

Capacity: Vice President

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

g:\corp\forms\corpform1
amended cert of authority.pdf
Revised 07/2002

IDAHO SECRETARY OF STATE
10/21/2005 05:00
CK: 1474739 CT: 74104 BH: 910261
1 @ 30.00 = 30.00 AMEND CERT # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C144599

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "RED LION HOTELS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "RED LION HOTELS HOLDINGS, INC.", THE FOURTEENTH DAY OF SEPTEMBER, A.D. 2005, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

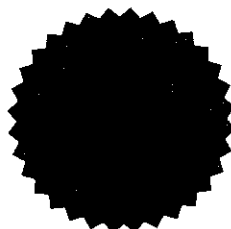
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RED LION HOTELS, INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF MARCH, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

2388985 8320

050854242



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4236745

DATE: 10-19-05