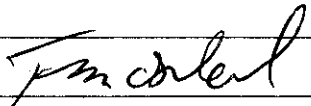


<b>No. C 116649</b>	<b>Due no later than Oct 31, 2000 Annual Report Form</b>		2. Registered Agent and Office <b>NO PO BOX</b>													
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080  <b>NO FILING FEE IF RECEIVED BY DUE DATE</b>	<b>1. Mailing Address - Correct in this box, if applicable</b>		CT CORPORATION SYSTEM 300 N. 6TH ST.													
	TRENDWEST RESORTS, INC. ATTN LEGAL DEPARTMENT PO BOX 97054		BOISE, ID 83701													
	REDMOND, WA 98073		3. <u>New</u> Registered Agent Signature													
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors. <table border="1"> <thead> <tr> <th><u>Office held</u></th> <th><u>Name</u></th> <th><u>Street or P.O. Address</u></th> <th><u>City</u></th> <th><u>State</u></th> <th><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td colspan="6">Please see attachment</td> </tr> </tbody> </table>					<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	Please see attachment					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>											
Please see attachment																
5. Organized Under the Laws of:  OREGON C 116649		6. Signature  Name (Typed or Printed) <u>Tim O'Neil</u>			Date <u>8-17-00</u> Title: <u>CFO</u> <del>Time</del> <del>XXXX</del>											

Issued 08/01/2000

**Do Not Tape or Staple**

3793

OFFICERS AND DIRECTORS OF  
TRENDWEST RESORTS, INC.

<u>NAME:</u>	<u>TITLE:</u>	<u>ADDRESS:</u>
William F. Peare	President, CEO & Director	9805 Willows Road Redmond, WA 98052
Jeffery P. Sites	Executive VP, COO & Director	9805 Willows Road Redmond, WA 98052
Timothy P. O'Neil	V.P. & CFO	9805 Willows Road Redmond, WA 98052
Douglas Kintzinger	Assistant Secretary & Director	3303 Lakeport Boulevard Klamath Falls, OR 97601
Roderick C. Wendt	Director	3303 Lakeport Boulevard Klamath Falls, OR 97601
Jerol E. Andres	Director	P.O. Box 1215 Redmond, OR 97756
Linda Tubbs	Director	200 SW Market, Suite 1950 Portland, OR 97201
Harry Demorest	Director	222 S.W. Columbia, Suite 1575 Portland, OR 97201
Mike Hollern	Director	222 S.W. Columbia, Suite 1575 Portland, OR 97201