State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

LATIMORE INVESTMENT COMPANY, INC.

was filed in the office of the Secretary of State on the **Fifth** day of **April,** A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **119** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Mountain Home** in the County of **Elmore**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **5th** day of **April** , A.D., 19**62** .

Secretary of State.

Domestic

ARTICLES OF INCORPORATION OF THE

LATIMORE INVESTMENT COMPANY., I.C.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned being natural persons of full age and citizens of the United States in order to form a corporation act in Idaho, do hereby certify as follows:

I. The name of the corporation is "Latimore Investment Company, Inc."

II. The purposes for which said corporation is formed are:

A. To own, operate, manage and aquire Hotel, Motel, Houses and Apartments for rental purpose.

B. To acquire by purchase or lease, or otherwise, lands and interests in lands and to own, hold, imporve, develop and manage any real estate so acquired andto erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, andto mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any stores, shops, suites, rooms or parts of any buildings or other structures at any time owned or held by the corporation.

C. To buy or otherwise acquire real estate, and to subdivide, plat and sell the same, and generally to buy, sell and deal in real and personal property of every kind and description in such manner, and upon such terms as the board of directors may determine; to act as trustee and in every kind of fiduciary capacity, and generally to do all things necessary or convenient which are incident to or connected with the general business above mentioned, which a natural person migt or could do.

D. In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties, and the performing of all other acts which may be incidental to the proper carrying on of said corporation.

E. In furtherance, and not in limitation of the general powers conferred by the laws of the State of Idaho, and by the principles of the common law, upon corporations organized under the provisions of law authorizing the formation of this corporation, and of the purposes and powers herinbefore stated, the corporation shall also have the following purposes andpowers, it being expressly provided that the enumeration of specific powers shall not be construed to limit or restrict in any manner the aforesaid general powers of the corporation.

F. It is the intention that the objects, purposes and powers specified in Paragraph II, subpara raphs A and B hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this certificate of incorporation, but that the objects, purposes, and powers specified in Paragraph II, subparagraphs A and B and in each of the clauses or paragraphs of this charter, shall be regarded as independent objects, purposes, and powers.

G. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, either in this State or throughout the United States, and elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business herein-before described, or any part or parts thereof, if not inconsistent with the laws under which this corporation is organized.

H. And in order properly to prosecute the objects and purposes above set forth, the corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, both in this state and in all other states, territories and dependencies of the United States: to purchase the business, goodwill and all other property of any individual, firm or corporation as a going concern, and to assume all its debts, contracts and obligations, provided said business is authorized by the powers contained herein; to construct, equip and maintain buildings, works, factories and plants; to install, by hand, steam, water, electric or other motive power; and generally to perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which the corporation is created.

I. The corporation shall possess all the powers necessary to conduct the business or businesses and carry out the objects herein expressed, and all those expressly conferred upon corporations by and enumerated in the Idaho Statutes, together with all other powers bestowed upon such corporations under any of the laws of the State of Idaho as well as those necessarily implied, and together with the following additional powers.

J. To act as agents, contractors, trustees, or otherwise, and either alone or in company with others, as fully and to the same extent as natural persons might or could do and in any part of the world.

K. To borrow money of any person, firm or corporation and to issue bonds, deventures or obligations of this corporation and to secure the same by mortgage, pledge, deed of trust or by any other lawful means.

L. To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof and without limit as to amount, to draw, make, accept, indorse, discount, execute and issure promissory notes, drafts, bills, of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise so far as may be permitted by the laws of the State of Idaho.

M. To purchase, acquire and own its shares of stock, but shares of such capital stock so purchased or acquired may be resold unless such shall have been retired for the purpose of decreasing the company's capital stock as provided by law.

N. The corporation from time to time may purchase any of its stock outstanding (so far as may be permitted by law) at such prices as may be fixed by its board of directors or executive committee and accepted by the holders of the stock purchased, and may resell any stock so purchased at such price as may be fixed by its said board of directors or executive committee; but in case the stock so purchased is subject to redemption, the price paid therefor shall not exceed the price at which it is redeemable.

O. To purchase, hold sell, exchange, or transfer or otherwise deal in shares of its own capital stock, bonds or other obligations from time to time to such an extent and in such manner and upon such terms as its board of directors shall determine; provided that this corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such would cause any impairmant of the capital of this corporation; and provided, further, that shares of its own capital stock belonging to this corporation shall not be voted upon directly or indirectly.

P. The company may use and apply its surplus earnings or accumulated profits authorized by law to be reserved to the purchase or acquisition of property, and to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon terms as its board of directors shall determine; and neither such property nor the capital stock taken in payment or satisfaction of any debt due to the company shall be regarded as profits for the purpose of declaration of payment of dividends unless otherwise determined by a majority of the board of directors, or by a majority of the stockholders.

Q. In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

III. The corporation is to have perpetual existence.

IV. The location and post-office address of the registered office of the corporation is Mountain Home, Idaho

V. The total authorized number of par value shares is [illegible] shares of a par value of $10.00 per share, the aggregate value of [illegible]. To be represented by stock certificates, [illegible] the par value per share.

VI. The shares in this corporation shall be [illegible] which [illegible] be represented by the certificates numbered from [illegible] to 10,000, inclusive. The holder of these shares shall have [illegible] right of [illegible] to be listed in their name on the corporation books, and first right to participate in the future sale of treasury [illegible] on the basis of the shares held in their names of record in the corporation books.

VII. The names and post-office addresses of the incorporators and the number of shares subscribed by each are as follows:

Name	Shares	Address
Fred S. Latimore	2500	Mountain Home, Idaho
Frank W. Latimore	[illegible]	Mountain Home, Idaho
Robert S. Latimore	[illegible]	Santa Fe, New Mexico
Wilma L. Knight	2500	Bellevue, Washington

VIII. 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 law, and all rights and powers conferred herein on stockholders, directors, and officers are subject to this reserved power.

IX. These articles may be amended by resolution setting forth such amendment or amendments, adopted at any meeting of the stockholders by vote of the majority of all the stock of said corporation then outstanding.

X. Until the first annual meeting of the stockholders and the election and qualification of the officers, Fred S. Latimore, Mountain Home, Idaho shall be president, Robert S. Latimore, Santa Fe, New Mex., shall be vice-president, Frank W. Latimore, Mountain Home, Idaho shall be treasurer, and Wilma L. Knight, Bellevue, Washington shall be secretary.

XI. To be eligible to any of the above named offices of this corporation, a person must be the owner of at least one(1) share of the Capital stock of this corporation, as shown on the books of the corporation, and any other person duly qualified may hold one (1) or more offices in the corporation.

XII. Until the first annual meeting of Stockholders and election and qualification of directors, Fred E. Latimore, Mountain Home, Idaho, Frank W. Latimore, Mountain Home, Idaho, Robert E. Latimore, Santa Fe, New Mexico, and Wilma E. Knight, Bellevue, Washington, shall be the members of the Board of Directors.

XIII. The Board of Directors shall consist of no more than six (6) members.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 18th day of August, 1961.

Fred E. Latimore
Frank W. Latimore
Robert E. Latimore
Wilma E. Knight

STATE OF IDAHO,) ss.
COUNTY OF ELMORE.)

On this 18th day of August, AD 1961, before me, the undersigned, a Notary Public in and for said State, personally appeared Fred E. Latimore, Frank W. Latimore, and Robert E. Latimore, 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 in this certificate first above written.

My Comm Exp 8-15-65

Lewis G. Madison
Notary Public for Idaho
Residing at Mountain Home, Idaho

STATE OF ~~WASHINGTON~~ IDAHO,) SS.
COUNTY OF ELMORE.)

On this 18th day of AUGUST, A.D. 1961, before me, the undersigned, a Notary Public in and for said State, personally appeared Wilma E. Knight, known to me to be the person whose name are subscribed to the within instrument and acknowledged to me that she executed the same.

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

E. Johnson
Notary Public for ~~Washington~~ IDAHO
Residing at MTN. HOME, IDAHO.

My Commission Expires [illegible]