

FILED EFFECTIVE

**CERTIFICATE OF ORGANIZATION
OF**

2011 APR 13 AM 10:18

CLERK OF STATE
STATE OF IDAHO

ASPEN GROVE INN, LLC

I, the undersigned natural person of the age of twenty-one years or more, acting as an organizer of a limited liability company under Idaho Code 30-6-1104(2), adopt the following Certificate of Organization for such Company.

PART I

NAME

ASPEN GROVE INN, LLC

PART II

DURATION

The duration of this Company is perpetual.

PART III

PURPOSES

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which companies may be organized under this statute, including but not limited to:

a. Entering into any lawful arrangement for sharing profits, union of interest, reciprocal associations or cooperative association of any corporation, association, partnership, individual or other legal entity for the carrying on of any business.

b. Engaging in the business activity of owning, managing, and otherwise operating a lodging establishment specializing in short duration accommodations including food services.

c. Acquiring by purchase, exchange, gift, bequest, subscription, or otherwise, and to hold own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with securities or stock or other securities, including, without limitations, any shares of stock, bonds, debentures,

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notes, mortgages or other obligations and any certificates, receipts, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivision, agencies or instrumentalities thereof; to make payment therefore in any lawful manner, and to exercise as owner or holder of any securities any and all right, powers, and privileges in respect thereof.


d. Doing each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this Company and to do said acts as fully and to the same extent as natural persons might or could do in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association, or corporation.

e. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the Company and the enjoyment and exercise thereof as conferred by the laws of the State of Idaho and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

PART IV

INITIAL OFFICE AND AGENT

The address of this Company's initial registered office and the name of its original registered agent at such address is:


Cyd C. Heiner
Registered Agent

Cyd C. Heiner
105 N 5050 E
Rigby, ID 83442

PART V

MEMBERS

The management of this Company is reserved to the Members. The name and address of such person to serve as the initial Managing Member is:

Cyd C. Helner
105 N 5050 E
Rigby, ID 83442

PART VI

COMMON MEMBERS / DIRECTORS

TRANSACTIONS BETWEEN ENTITIES

No contract or other transaction between this Company and one or more of its Members or any other corporation, firm, association, or entity in which one or more of its Members are directors or officers or are financially interested, shall be either void or voidable, (a) because of such relationship or interest, or because such Member or Members are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction by vote or consent sufficient for the purposes without counting the votes or consents of such interested Member; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the Company.

Common or Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee of members which authorizes, approves or ratifies such contract or transaction.

Dated this 13 day April, 2011

A handwritten signature in cursive script, appearing to read "Cyd C. Helner", written above a horizontal line.

Cyd C. Helner, Managing Member