

# State of Idaho

Office of the Secretary of State

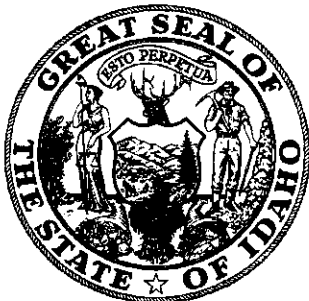
**CERTIFICATE OF AUTHORITY  
OF  
RED LION HOTELS, INC.**

File Number C 144597

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, 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 Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 5 July 2002



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Melanie Tenin*



# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2002 JUL -5 AM 9:56

The undersigned Corporation applies for a Certificate of Authority and states as follows:

SECRETARY OF STATE  
STATE OF IDAHO

1. The name of the corporation is: Red Lion Hotels, Inc
2. The name which it shall use in Idaho is: Red Lion Hotels, Inc.
3. It is incorporated under the laws of: Delaware
4. Its date of incorporation is: March 29, 1994
5. The address of its principal office is: 201 W. North River Drive Suite 100  
Spokane, WA 99201
6. The address to which correspondence should be addressed, if different from item 5, is:
7. The street address of its registered office in Idaho is: 1401 Shoreline Dr. Boise ID 83702  
\_\_\_\_\_, and its registered agent in Idaho at that address is: CSC
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
Donald K. Barbieri	President	201 W North River Dr Ste 100 Spokane, WA 99201
Arthur M. Coffey	Vice President	" " "
Richard L. Barbieri	Secretary	" " "

Dated: July 1, 2001

Signature:

Typed Name: Arthur M. Coffey

Capacity: Vice President

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Revised 01/2001

Web Form

IDAHO SECRETARY OF STATE  
07/05/2002 05:00  
CK: 12570 CT: 134373 BH: 475700  
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# Delaware

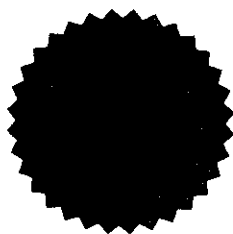
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## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RED LION HOTELS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF JUNE, A.D. 2002.

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 FRANCHISE TAXES HAVE BEEN PAID TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1826143

DATE: 06-12-02