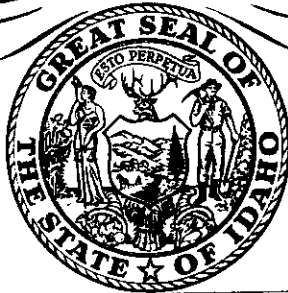


# State of Idaho



## 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

**TRAIL HOTEL, INC.**

was filed in the office of the Secretary of State on the **Twenty-ninth** day of **June**, A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** 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 **Soda Springs** in the County of **Caribou**

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 **29th** day of **June**, A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

TRAIL MOTEL, INC.

KNOW ALL MEN BY THESE PRESENTS: That we the undersigned, being natural citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general laws of the State of Idaho, do hereby certify as follows:

I.

The name of the corporation shall be TRAIL MOTEL, INC., but that said corporation is, for convenience, hereafter called "the corporation."

II.

The corporation's purposes are:

- (a) To engage generally in the motel and related businesses; to plan, design and construct, buildings for motel purposes and to buy, sell and acquire the same; to operate, conduct and carry on the motel business for the accommodations necessary or desirable to accomplish such purposes; to conduct and carry on the business of providing meals and food for the general public and all other accommodations in any way incidental to, or connected with, carrying on of a motel business or businesses, together with the buying and selling of any and all other things necessary or desirable in connection with the operation of a motel business; to undertake and carry on any business transaction or operation commonly undertaken or carried on by motel operators and generally to institute, enter into, assist, promote and participate in any such business or operation.
- (b) To engage in any business related or unrelated to that described in clause (a) of this article and from time to time authorized or approved by the Board of Directors of this corporation.
- (c) To act as a partner or joint venturer in any transaction.
- (d) To subscribe for, buy, sell, own, acquire, hold, mortgage, pledge, deal in and dispose of shares, bonds, securities and debentures of any kind and all forms or evidences of indebtedness of other corporations, whether domestic or foreign, to loan money and extend credit to, and to be legally competent to contract and to take and to hold, chattel or real

mortgages, pledges or any other form of securities to secure such debts so acquired, together with the power to purchase, hold, sell and transfer shares of its own capital stock, bonds and other obligations of this corporation from time to time to such extent and in such manner and upon such terms as its Board of Directors may determine.

- (e) To have and exercise all rights and powers from time to time, granted to a corporation by law.

### III.

The corporation is to have perpetual existence.

### IV.

The location and Post Office address of the registered office of the corporation in the State of Idaho is Box 776, 213 East 2nd South, Soda Springs, Idaho.

### V.

The capital stock is comprised solely of common stock. The total number of authorized shares is 500, each having a par value of \$100.00 with an aggregate par value of \$50,000.00.

### VI.

The name and Post Office address of each of the incorporators and number of shares for which each subscribes is as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>
West W. Evans	321 S. Main St., Soda Springs, Idaho	1
Alma H. Evans	223 E. 2nd So., Soda Springs, Idaho	1
Elsie E. Peterson	306 S. Main St., Soda Springs, Idaho	1

### VII.

The Board of Directors shall consist of three directors. During the term of their office or thereafter, the number of directors may be increased or decreased from time to time as provided by the by-laws; provided, however, that the number of directors constituting the board shall not be less than three nor more than five.

### VIII.

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or

officers of such other corporation; any director individually, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

IX.

The corporation reserves the right to amend, alter, change or repeal any provision herein contained in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders are subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands this 21 day of June, 1961.

Al Evans  
West Evans  
Elaine E. Peterson

STATE OF IDAHO )  
COUNTY OF CARIBOU ) ss.

On this the 21 day of June, 1961, before me L. Ray Davis  
Clerk of District Court, a Notary Public, personally appeared Al Evans,  
West Evans, and Elaine E. Peterson,  
known to me to be the persons whose names are subscribed to the foregoing instru-  
ment 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.

L. Ray Davis  
Clerk of District Court for Idaho,  
Residing at Laurel Springs, Idaho

My Commission Expires 1-12-63