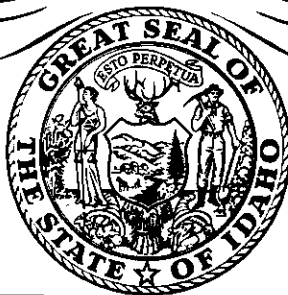


State of Idaho



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

MOTEL OPERATING CORPORATION

was filed in the office of the Secretary of State on the **Fifth** day of **October**, 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

Boise

in the County of

Ada

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 **October**, A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
MOTEL OPERATING CORPORATION

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 for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Laws of the State of Idaho, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of the corporation is: MOTEL OPERATING CORPORATION.

ARTICLE II

The purposes and objects for which the corporation is formed are:

- (a) To engage generally in the motel and related businesses, and in that connection to plan, design and construct buildings for motel purposes and to buy, sell and acquire the same, and to operate, conduct and carry on the motel business for the accommodations necessary or desirable to accomplish such business; to conduct and carry on the business of providing restaurant facilities, bar facilities and any and all adjuncts and accommodations for the personal comfort, convenience and amusement of guests in said motel; to undertake and carry on any business or operation commonly undertaken or carried on by motel operators and generally to institute, enter into, effect, promote and participate in any such business or operation.

- (b) To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, buildings and real property, hereditaments and appurtenances of all types and kinds and wheresoever situate, and of any interest and rights therein to the same extent as natural persons might or could do, and without limitation as to amount.
- (c) To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of any shares of capital stock, script, bonds, mortgages, securities, or other evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder thereof, to possess and exercise in respect thereto any and all rights, powers, and pledges of ownership, including the right to vote thereon.
- (d) To make, perform and carry out contracts of every kind and description, made for every lawful purpose without limitation to amount, with any person, firm, association or corporation, either public or private, or within any territory or state or any agency thereof.
- (e) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes and any other evidence of indebtedness, and for the purpose of securing any of its obligations and/or contracts; to transfer, convey, deliver, mortgage and/or pledge all or any part of its property or assets, real or personal at any time owned or held by the corporation, upon such terms and conditions as the Board of Directors shall authorize and as may be permitted by law.
- (f) To acquire, hold, sell, reissue, or cancel any shares of its own capital stock; provided, however, that this corporation may not use any of its funds or property for the purchase of its own capital stock when such use would cause any impairment of the capital stock of the corporation; and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.
- (g) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association and to conduct in any lawful manner the business so acquired; and to exercise all the powers necessary or convenient

for the conduct, management and carrying on of such business.

- (h) To buy, sell, acquire, hold or mortgage, pledge, lease, assign, transfer, trade and deal in any and all types of personal property.
- (i) To have one or more offices to carry on any part of its operations and business, and to do any and all things necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or of the attainment of any of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which may now or hereafter be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principal or agent, and either alone or in conjunction with any person, firm, association or corporation; and
- (j) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the General Corporation Laws of said State, or under any act or acts amendatory thereof or supplemental thereto or substituted therefor.

The foregoing clauses are to be construed both as objects and powers, and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The location of the principal office for the transaction of business of the corporation shall be in the City of Boise, Ada County, State of Idaho.

ARTICLE V

The authorized capital stock of this corporation shall consist of one hundred (100) shares, all of which shall be without par value.

ARTICLE VI

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of stock of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

ARTICLE VII

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

<u>Name</u>	<u>Post Office Address</u>	<u>Shares</u>
C. P. Levesque	P. O. Box 1617, Boise, Idaho	One
D. I. Hawe	P. O. Box 1617, Boise, Idaho	One
J. T. Hawley	P. O. Box 1617, Boise, Idaho	One

ARTICLE VIII

The number of Directors of this corporation shall be as specified in the By-Laws, provided, however, that said Directors shall be not less than three nor more than seven in number, and further provided that the first Board of Directors shall consist of three Directors.

ARTICLE IX

The corporation reserves the right to amend, endorse, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter provided by law.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 5th day of October, 1961.

C. P. LEVESQUE

D. I. HAWES

J. T. HAWLEY

) ss.

)

that they executed the same.

affixed my official seal the day and year first above written.

Notary Public for Idaho

Residence: Boise, Idaho