

State of Idaho

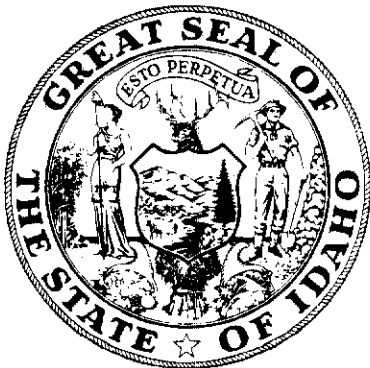
Department of State

CERTIFICATE OF AUTHORITY
OF
AMFAC HOTELS AND RESORTS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of AMFAC HOTELS AND RESORTS, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to AMFAC HOTELS AND RESORTS, INC. to transact business in this State under the name AMFAC HOTELS AND RESORTS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated *June 15, 1987*



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

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1. The name of the corporation is AMFAC HOTELS AND RESORTS, INC.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is June 6, 1968 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

1209 Orange Street, Wilmington, Delaware 19801 c/o The Corporation Trust Company

6. The address to which correspondence should be addressed, if different from that in item 5.

c/o Doris E. Anderson, Amfac, Inc., P.O. Box 7813, San Francisco, CA 94120

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701

, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Hotel, restaurant and resort operations

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>see attached rider</u>		

(continued on reverse)

Name

Office

Address

see attached rider

- 10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
- 11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: June 9, 1987

AMFAC HOTELS AND RESORTS, INC.

(Corporation Name)

By Charleen K. Ikeda

Charleen K. Ikeda Its President/ Vice President (please specify)

and Doris E. Anderson

Doris E. Anderson Its Secretary/ Assistant Secretary (please specify)

STATE OF CALIFORNIA)

CITY AND) ss:

COUNTY OF SAN FRANCISCO)

I, MARILYN C. MARCUSSEN, a notary public, do hereby certify that on this 11th day of June, 19 87, personally appeared before me Charleen K. Ikeda, Vice President, who being by me first duly sworn, declared that (s)he is the Vice President of AMFAC HOTELS AND RESORTS, INC.

that (s)he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.



Marilyn C. Marcussen
Notary Public

AMFAC HOTELS AND RESORTS, INC.

EXHIBIT A

OFFICERS

<u>NAME</u>			
Richard A. Naille, II	President		5200 E. Cortland Blvd., A-16 Flagstaff, Arizona 86004
Daniel A. Curry	Senior Vice Pres. & General Counsel	44 Montgomery Street San Francisco, California 94104	
John R. Stamps	Senior Vice President	44 Montgomery Street San Francisco, California 94104	
Thomas L. Braje	Vice President	44 Montgomery Street San Francisco, California 94104	
George K. Fujikawa	Vice President	700 Bishop Street Honolulu, Hawaii 96801	
Doris E. Anderson	Secretary	44 Montgomery Street San Francisco, California 94104	
Charleen K. Ikeda	Vice President & Asst. Secretary	44 Montgomery Street San Francisco, California 94104	
Clyde E. Sumida	Vice President & Asst. Secretary	700 Bishop Street Honolulu, Hawaii 96801	
Dean L. Lundell	Asst. Vice Pres. & Asst. Secretary	5200 E. Cortland Blvd., A-16 Flagstaff, Arizona 86004	
Toby Allen	Vice President	5200 E. Cortland Blvd., A-16 Flagstaff, Arizona 86004	
Edwin P. Chase	Vice President	44 Montgomery Street San Francisco, California 94104	
Peter L. McCorkell	Assistant Secretary	44 Montgomery Street San Francisco, California 94104	

Jeanette M. Ishikawa	Assistant Secretary	700 Bishop Street Honolulu, Hawaii 96801
Chester A. Richardson	Assistant Secretary	44 Montgomery Street San Francisco, California 94104
Ann T. Yotsuji	Assistant Secretary	44 Montgomery Street San Francisco, California 94104
D. A. Daugherty	Vice President & Asst. Secretary	44 Montgomery Street San Francisco, California 94104
Coy F. Baugh	Vice President & Treasurer	44 Montgomery Street San Francisco, California 94104
John W. Hyatt	Vice President	5200 E. Cortland Blvd., A-16 Flagstaff, Arizona 86004
R. Les Warren	Vice President	5200 E. Cortland Blvd., A-16 Flagstaff, Arizona 86004
Hans A. Pastoor	Vice President	5200 E. Cortland Blvd., A-16 Flagstaff, Arizona 86004
Charles Robert Jimenez	Vice President	5200 E. Cortland Blvd., A-16 Flagstaff, Arizona 86004
Stacey J. Hendrickson	Assistant Secretary	700 Bishop Street Honolulu, Hawaii 96801
David R. Denecke	Assistant Secretary	6600 S.W. Hampton Street Portland, Oregon 97223
Bruce Hraba	Vice President	44 Montgomery Street San Francisco, California 94104

AMFAC HOTELS AND RESORTS, INC.

DIRECTORS

NAME

Richard A. Naille II

5200 E. Cortland Blvd. A-16
Flagstaff, Arizona 86004

Thomas L. Braje

44 Montgomery Street
San Francisco, California 94104

Daniel A. Curry

44 Montgomery Street
San Francisco, California 94104

Charleen K. Ikeda

44 Montgomery Street
San Francisco, California 94104

D. A. Daugherty

44 Montgomery Street
San Francisco, California 94104

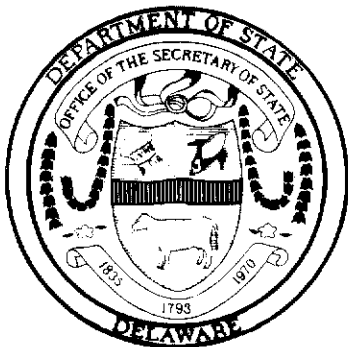


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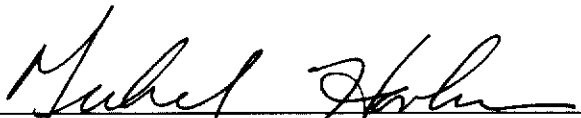
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY AMFAC HOTELS AND RESORTS, 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 DATE SHOWN BELOW.

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Michael Harkins, Secretary of State

AUTHENTICATION: 11268508
DATE: 06/09/1987