

## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

**EXECUTIVE INNS, INC.**

was filed in the office of the Secretary of State on the 13th day of August A.D., One Thousand Nine Hundred Seventy and will be / duly recorded on ~~Film~~ Microfilm 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 Pocatello in the County of Bannock

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 13th day of August, A.D., 19 70 .

Pete T. Cenarrusa  
Secretary of State.

Ass't. Corporation Clerk.

**MAX F. PARRISH**

Attorney & Counsellor at Law  
250 East Center Street  
POCATELLO, IDAHO 83201  
Phone (208) 233-1155

ARTICLES OF INCORPORATION

of

EXECUTIVE INNS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age and at least two-thirds of us being citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

ARTICLE I

The name of the corporation is:

EXECUTIVE INNS, INC.

ARTICLE II

SECTION 1: The purposes and objectives of the corporation to transact, promote, and carry on shall include but not be limited to the following:

- A) To operate a motel and restaurant business for the general public and to offer rooms, services, and facilities on a daily, weekly, monthly, or annual basis.
- B) To negotiate for and enter into all types of contracts with individuals, partnerships, and other corporations, or otherwise, as may be necessary and proper to affect its purposes and to conduct its proper business.

- 1 C) To operate, conduct, finance, or manage any and  
2 all types of manufacturing, assembling, or servicing business.
- 3 D) To carry on a general industrial business; to buy,  
4 sell, exchange, lease, rent, hold, transfer, or otherwise  
5 deal in and with all types of industry, or otherwise deal  
6 and with any and all types of property, both real and personal  
7 either on its own account or as agent or broker for others.
- 8 E) To open and maintain offices and agencies in the  
9 State of Idaho or elsewhere, for the purpose of transacting  
10 and carrying on the business which this corporation is empowered  
11 to do.
- 12 F) To purchase, acquire, erect, and construct, or make  
13 improvements to buildings for the use of this corporation  
14 or others or for rental or resale.
- 15 G) To borrow money and contract debts, when necessary  
16 for the transaction of its business, or for the exercise of  
17 its corporate rights, privileges, or franchises, or for any  
18 other lawful purpose of its incorporation; to draw, make, accept,  
19 indorse, discount, execute, underwrite, and issue promissory  
20 notes, bills of exchange, warranties, bonds, debentures, and  
21 other negotiable or transferable instruments, or obligations  
22 of the corporation, payable at specific time or times, or pay-  
23 able upon the happening of a specific event or events, whether  
24 secured by mortgage, pledge, or otherwise, or unsecured, for  
25 money borrowed or in payment for property purchased, or acquired,  
26 or for any other lawful purpose.
- 27 H) To act as agent or custodian for others in handling  
28 and dealing with real estate and any and all interests therein;  
29 to conduct a property management business for itself and others;  
30 to collect rents and taxes, rent and lease property, employ  
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1 persons to manage buildings and other real estate and the  
2 improvements thereon; to keep records thereof and rental reports  
3 and statements thereon, either for its own use, or for the use  
4 of, or on account of, other persons or corporations.

5 I) To acquire, hold, sell, or otherwise dispose of  
6 shares of stock, debentures, bonds, contracts, obligations,  
7 securities, and other evidences of indebtedness of this or  
8 any other person or corporation, and to sell, discount, pledge,  
9 hypothecate, and otherwise dispose of any and all such property.

10 J) To enter into joint ventures with any other corp-  
11 orations, associations, co-partnerships, persons, or trustees,  
12 for the purpose of holding by purchase or otherwise acquiring  
13 real and personal property of every kind and description,  
14 including but not limited to the good-will, stock, rights,  
15 and property of any person, firm, association, or corpora-  
16 tion, paying for the same in cash, stock, debentures, or bonds  
17 of this corporation, and to conduct in any lawful manner the  
18 whole or any part of any business so acquired, and to exer-  
19 cise all the powers and rights necessary or convenient to  
20 the conduct and management of such businesses.

21 K) To purchase and invest in and to hold, sell, and  
22 otherwise deal in stocks, shares, bonds, debentures, or securi-  
23 ties of governments, states, municipalities, or corporations,  
24 public or private, including both common or preferred stock.

25 L) To distribute out of profits earned and on hand  
26 such dividends from time to time as the Directors may deem  
27 prudent.

28 SECTION 2: The foregoing clauses shall be construed  
29 both as objects and powers, but no recitation, expression  
30 or declaration of specific, general, or special powers or  
31 purposes herein enumerated shall be deemed to be exclusive;  
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1 but it is hereby declared that in connection with the above  
2 references to pursuits and businesses, this corporation shall  
3 have power to carry on other operations incidental to the  
4 pursuits mentioned, and shall have and exercise all powers  
5 conferred upon corporations generally, and particularly those  
6 powers conferred upon corporations for pecuniary profit by the  
7 laws of the State of Idaho, and shall have power to do any  
8 and all of the things herein set forth to the same extent as  
9 natural persons could or might do.

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ARTICLE III

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The corporation is to have perpetual existence.

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ARTICLE IV

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The location and post office address of the regis-  
16 tered office of the corporation is as follows:

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EXECUTIVE INNS, INC.  
1225 South Fifth Avenue  
18 Pocatello, Idaho 83201

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but it may also carry on its business elsewhere in the State  
20 of Idaho, or in any other state of the United States, or  
21 elsewhere.

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ARTICLE V

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The total authorized number of par value shares  
25 is ten thousand (10,000) shares of the par value  
26 of one dollar (\$1.00) per share for a total authorized  
27 capital stock of 10,000 shares at \$1.00 per share,  
28 for total authorized capital stock of ten thousand  
29 dollars (\$10,000.00). All authorized shares shall have full  
30 voting rights of one (1) vote per share.

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ARTICLE VI

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

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
Kent J. Parrish	249 Parrish Drive Pocatello, Idaho 83201	2,500
Max F. Parrish	250 Parrish Drive Pocatello, Idaho 83201	2,500
Rodney J. Parrish	239 Parrish Drive Pocatello, Idaho 83201	2,500
Bart J. Parrish	229 Parrish Drive Pocatello, Idaho 83201	2,500

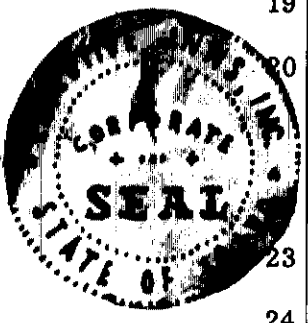
ARTICLE VIII

The private property of the stockholders of the corporation shall not be liable for the obligations of the corporation, and such stock shall not be assessable in any way or for any purpose.

ARTICLE IX

SECTION 1: OFFICERS AND DIRECTORS

- 1 A) OFFICERS: The officers of the corporation shall  
2 consist of a President, a Vice-President and a Secretary-  
3 Treasurer, and such other officers, agents, and committees  
4 as the Board of Directors may designate, elect, and appoint  
5 and who shall perform such duties and have such authority as  
6 usually pertain to such officers in similar corporations,  
7 and as may be permitted by the Board of Directors from time  
8 to time: providing that the same person may hold both the  
9 office of a Director and the office of an officer of the corp-  
10 oration at the same time.
- 11 B) QUALIFICATION OF OFFICERS: The qualifications of  
12 the officers shall be determined by the Board of Directors,  
13 and as set forth in the By-Laws of the corporation.
- 14 C) ELECTION OF OFFICERS: Officers shall be elected  
15 at the annual meeting of Directors by a ballot of a majority  
16 of the Directors and by a majority of the Directors at such  
17 other times as any vacancy occurs.
- 18 D) TERM OF OFFICE FOR OFFICERS: The officers of the  
19 corporation shall serve for a term of one (1) year or until  
20 a successor is duly elected and qualified.
- 21 E) RESIGNATION OF OFFICERS AND DIRECTORS: Any officer  
22 or Director may resign by filing his written resignation with  
23 the Secretary of the corporation, or in the case of the resig-  
24 nation of the Secretary, with the President, and upon acceptance  
25 thereof by the Board of Directors, the resignation shall become  
26 effective. In case the Board of Directors shall neglect to  
27 act upon a submitted resignation within fourteen (14) days  
28 after its receipt, the resignation shall become effective and  
29 the office deemed vacant.
- 30 F) REMOVAL OF OFFICER OR DIRECTOR: Any officer or  
31 Director of the corporation may be removed at any time in the  
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1 manner provided in the laws of the State of Idaho for the removal  
2 of officers or directors, or by a vote of a majority of the out-  
3 standing common stock of the corporation at a meeting of common  
4 stockholders called for that purpose.

5 G) DIRECTORS OF THE CORPORATION: The corporation  
6 shall have an odd number of Directors as the Board of Directors  
7 shall from time to time decide; three (3), five (5), seven  
8 (7), nine (9), fifteen (15), or any other odd number may function  
9 as a Board.

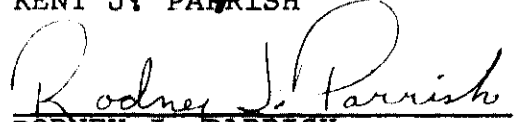
10 H) MANNER OF ELECTION OF DIRECTORS AND OFFICERS:  
11 Directors shall be elected by ballot of the common stock  
12 at the annual meeting of the stockholders, and the persons  
13 receiving the highest number of votes shall be declared duly  
14 elected. Cumulative voting shall not be permitted.

15 SECTION 2: A majority of the Directors may adopt  
16 By-Laws for the corporation, and may amend and repeal the same  
17 from time to time, as they see fit.

18 IN WITNESS WHEREOF, we have hereunto set our hands  
19 and seals this 10th day of August, 1970.

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KENT J. PARRISH

  
MAX F. PARRISH

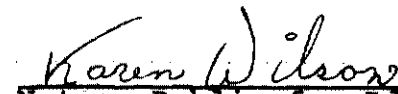
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RODNEY J. PARRISH

  
BART J. PARRISH

25 STATE OF IDAHO )  
26 COUNTY OF BANNOCK )

27 On this 10th day of August, 1970, before me, the  
28 undersigned, personally appeared Kent J. Parrish, Max F.  
29 Parrish, Rodney J. Parrish, and Bart J. Parrish, the above-  
30 named subscribers, known to me to be the persons whose names  
31 are subscribed to the written instrument and acknowledged to  
32 me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and  
seal this 10th day of August 1970.

  
Notary Public for Idaho  
Residence: Pocatello, Idaho