

ARTICLES OF INCORPORATION
OF
ANNIVERSARY INN OF IDAHO, INC.

FILED

IDAHO SECRETARY OF STATE

10/14/1998 09:00
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We, the undersigned natural persons of the age of twenty-one (21) years or more, have this day voluntarily associated ourselves together acting as incorporators for the purpose of forming a corporation under the Idaho Business Corporation Act, and adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME AND DURATION

The name of the corporation shall be **ANNIVERSARY INN OF IDAHO, INC.**, and its duration shall be perpetual.

ARTICLE II

PURPOSE

The principal purpose for which the corporation is organized is to engage in the business of managing specialty inns and hotels.

The corporation shall further be authorized to acquire, manage, mortgage, pledge or otherwise deal in real or personal property, to participate in general or limited partnerships to establish and franchise other similar businesses, and to carry on such other business as may be necessary, convenient, or desirable and to engage in all other activities and businesses not prohibited by law.

ARTICLE III

CAPITAL STRUCTURE

The aggregate number of shares which the corporation shall have the authority to issue is FIFTY THOUSAND (50,000) shares of common stock having a par value of ONE DOLLAR (\$1.00) each for a total capitalization of FIFTY THOUSAND DOLLARS (\$50,000.00). When finally paid such stock shall be voting, non-assessable and not subject to call.

The corporation shall have the power to adopt by appropriate bylaw, a provision or provisions restricting the sale or transfer of shares of stock, provided the same shall be in accordance with applicable law, and this restriction on the right of each stockholder to sell his stock, if any is made, shall be shown on the stock certificate at the time it is issued, or if issued prior thereto, at the time said restriction is adopted. Provided, however, the authority contained in this article shall not be construed to contravene preemptive rights granted by law.

ARTICLE IV

COMMENCING BUSINESS

The corporation shall not commence business until consideration of the value of at least \$1,000.00 has been received for the issuance of shares.

ARTICLE V

MANAGEMENT OF CORPORATION

The regulation of the internal affairs and the activities and duties of the officers and directors are set forth in the bylaws. The bylaws may be adopted, amended or repealed by a

majority of the directors or by a majority vote of the shareholders voting at a shareholders' meeting.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 1575 South Lufk Avenue, Boise, Idaho 83706. The name of the initial registered agent at the registered office is KINDAL LYNN HAWKES.

ARTICLE VII

CUMULATIVE VOTING

Every shareholder entitled to vote at the election of directors may accumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares or by distributing such votes on the same principle among any number of such candidates.

ARTICLE VIII

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and shall qualify are:

THOMAS E. HEERS
260 West 100 South
Providence, Utah 84332

DOROTHY R. HEERS
260 West 100 South
Providence, Utah 84332

WILLIAM R. HEERS
#7 Gatehouse Drive
Sandy, Utah 84092

KAREN HEERS
#7 Gatehouse Drive
Sandy, Utah 84092

ARTICLE IX

INCORPORATORS

The name and address of each incorporator is:

THOMAS E. HEERS
260 West 100 South
Providence, Utah 84332

ARTICLE IX

SECTION 1244 STOCK

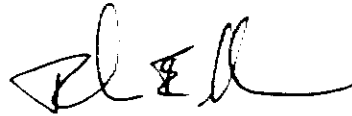
It is the intent of the parties that the Corporation shall qualify its stock as Section 1244 stock of a small business corporation as defined by the Internal Revenue Service. Further the parties will endeavor to continuously so qualify the stock of the Corporation.

SUBCHAPTER S CORPORATION

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than the number of persons allowed to qualify for Subchapter S status pursuant to the then effective regulations of the Internal Revenue Service. Stock shall only be issued and transferable to natural persons who are not nonresident aliens.

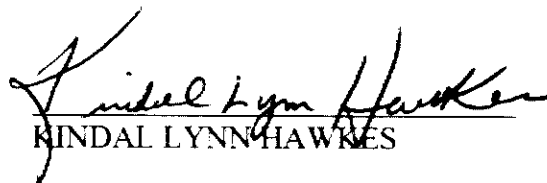
DATED October 14, 1998.

INCORPORATOR:

A handwritten signature in black ink, appearing to read 'T. E. Heers', written over a horizontal line.

THOMAS E. HEERS

REGISTERED AGENT:

A handwritten signature in black ink, appearing to read 'Rindal Lynn Hawkes', written over a horizontal line.

RINDAL LYNN HAWKES

ANNIVERSARY INN - BOISE, L.L.C.

c/o Thomas E. Heers, Manager
260 West 100 South
Providence, Utah 84332

October 9, 1998

Secretary of State of Idaho
700 West Jefferson
Basement West
Boise, Idaho

Re: Letter of Consent to use of the name Anniversary Inn of Idaho, Inc.

Dear Secretary of State:

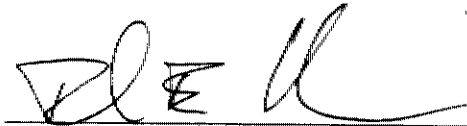
I am the manager of Anniversary Inn - Boise, L.L.C., a Utah limited liability company registered with your office to do business in Idaho as a foreign limited liability company.

This letter is to provide Anniversary Inn of Idaho, Inc., an entity incorporating under the laws of the State of Idaho, with Anniversary Inn - Boise, L.L.C.'s consent to the use of that (similar) name. This letter also serves as Anniversary Inn - Boise, L.L.C.'s consent to the registration of Anniversary Inn of Idaho, Inc. (For identification purposes, the Articles of Incorporation of Anniversary Inn of Idaho, Inc. are signed by Thomas E. Heers as incorporator, and Kindal Lynn Hawkes as registered agent).

Thank you for your assistance.

ANNIVERSARY INN - BOISE, L.L.C.

By:



Thomas E. Heers, Manager.