



Department of State.

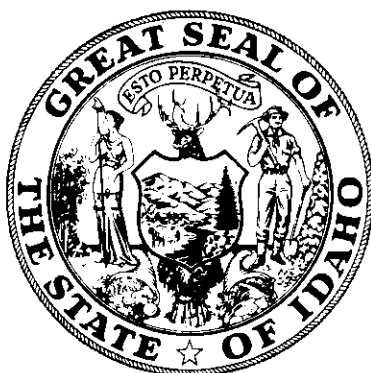
**AMENDED CERTIFICATE OF AUTHORITY
OF**

HOSTS OF AMERICA, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of HOSTS OF AMERICA, INC. for an Amended 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 Amended Certificate of Authority to HALLMARK INNS & RESORTS, INC. to transact business in this State under the name HALLMARK INNS & RESORTS, INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated January 2, 19 87.



Pete T. Cenarrusa
SECRETARY OF STATE

Lucy J. Clark
Corporation Clerk

**APPLICATION FOR AMENDED CERTIFICATE
OF AUTHORITY**

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, **Idaho Code**, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on July 5 am 9 16, 19 84, authorizing it to transact business in the State of Idaho under the name of Hosts of America, Inc.

2. Its corporate name has been changed to Hallmark Inns & Resorts, Inc.

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is Hallmark Inns & Resorts, Inc.

Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

No change.

(Note: If no additional purposes are proposed, insert "No change.")

Dated November 25th, 19 86.

HOSTS OF AMERICA, INC.

By G. F. Hay

Its _____ President

And William G. Hay

Its _____ Secretary


STATE OF OREGON)
COUNTY OF Multnomah) ss:

I, W. T. ALRED, a notary public, do hereby certify that on this 25th day of November, 19 86, personally appeared

(continued on reverse)

before me William G. Hay, who being by me first duly sworn,
declared that he is the Secretary of Hosts of America, Inc.

that he signed the foregoing document as secretary of the corporation and
that the statements therein contained are true.



Notary Public
My Commission Expires 1/23/88



SEC.

37 JAN 2 1986

STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF MERGER

of

HOSTS OF AMERICA, INC.

a Washington Profit corporation,

was/were filed for record in this office on the date indicated below.

Merging with and into itself HALLMARK INNS, INC. and HALLMARK INNS, INC. (Oregon corp. not qualified in WA) and changing name to HALLMARK INNS & RESORTS, INC.

Corporation Number: 2-201889-9

Date: December 5, 1986

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State