

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

TRENDWEST RESORTS, INC.
File number C 116649

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of TRENDWEST 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 TRENDWEST RESORTS, INC. to transact business in this State under the name TRENDWEST RESORTS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: October 3, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Don Somack*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows: 3 10 48 AM '96

1. The name of the corporation is Trendwest Resorts, Inc. SECRET OF STATE
STATE OF IDAHO
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Oregon
4. Its date of incorporation is 6/22/89 and its duration, if other than perpetual, is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is
411 Pine Street, Klamath Falls, Oregon 97601
6. The address to which correspondence should be addressed, if different than item 5, is
12301 N.E. 10th Pl., Bellevue, Washington 98005
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701
_____, and its registered agent in Idaho at that address is C T Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
See attached purpose clause
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers		

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: 9-26-96

Trendwest Resorts, Inc.

(Corporation name)

By

W. J. Pearson
Its President, Vice President, Secretary or Assistant Secretary
(please specify)

Secretary of State use only

IDAHO SECRETARY OF STATE

DATE 10/03/1996 0900 29487

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CK #: 77910 CUST# 71298

AUTH PRO

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CORP SUR 1@ 20.00= 20.00

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**Appendix to Idaho
Application for Certificate of Authority**

**Purpose Clause of
Trendwest Resorts, Inc.**

To acquire and develop resort properties. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

Appendix to Idaho
Application for Certificate of Authority

**Directors and Officers of
Trendwest Resorts, Inc.**

1. William F. Peare, President
12301 N.E. 10th Pl.
Bellevue, Washington 98005
2. J. Michael Moyer, Senior V.P.
12301 N.E. 10th Pl.
Bellevue, Washington 98005
3. Jeffery P. Sites, Executive V.P.
12301 N.E. 10th Pl.
Bellevue, Washington 98005
4. Jerol E. Andres, Director
12301 N.E. 10th Pl.
Bellevue, Washington 98005
5. R.C. Wendt, Director
12301 N.E. 10th Pl.
Bellevue, Washington 98005
6. R.L. Wendt, Director
12301 N.E. 10th Pl.
Bellevue, Washington 98005
7. Douglas Kintzinger, Director
12301 N.E. 10th Pl.
Bellevue, Washington 98005

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, PHIL KEISLING, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

TRENDWEST RESORTS, INC.

*was
incorporated
under the Oregon
Business Corporation Act
on
June 22, 1989*

*and is active on the records of the Corporation
Division as of the date of this certificate.*

*In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.*

PHIL KEISLING, Secretary of State



By Debbie Virag
Debbie Virag
September 27, 1996