



CERTIFICATE OF INCORPORATION
OF

MAGNUSON - WASHINGTON, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

MAGNUSON - WASHINGTON, INC.

duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: November 26, 1982



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
MAGNUSON - WASHINGTON, INC.

H. JAMES MAGNUSON being over the age of eighteen (18) years and a citizen of the United States of America, for the purpose of forming a corporation under the provisions of Title 30, Chapter 1 of the Idaho Code, also known as the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

Article I - Name

The name of this corporation shall be:

MAGNUSON - WASHINGTON, INC.

Article II - Duration

The duration of this corporation shall be perpetual.

Article III - Purposes and Powers

The purposes for which this corporation is formed and its powers are:

(a) To hold, manage, and operate hotel, motel, restaurant, and other like properties incidental or related to the management or operation of hotel, motel, or restaurant properties.

(b) To purchase, hold, mortgage, pledge, deed in trust, sell, lease, transfer, convey, or otherwise

acquire or dispose of real and personal property and subjects of trade or commerce of every kind and description at retail or wholesale and for any purpose whatsoever.

(c) To have one or more offices inside or outside the State of Idaho in which all or any part of the business of the corporation may be conducted; to carry on its business in any part of the world.

(d) To act as agent, representative, subcontractor, distributor, jobber, dealer, broker, or factor for any corporation, partnership, or individual in accomplishing any of the purposes herein set forth; to exercise any of the powers or to accomplish any of the purposes herein set forth either directly or indirectly in any manner.

(e) To borrow money and give security therefor.

(f) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, or otherwise dispose of and deal in shares, bonds, notes, debentures or other securities or evidences of indebtedness of any other person, association, or corporation and, while the holder thereof, to exercise all the rights, powers, and privileges of ownership; to purchase, hold, cancel, reissue, sell, or transfer shares of its own capital stock, provided, that the shares of its own capital stock belonging to it directly or indirectly shall not be voted upon.

(g) To acquire by purchase or otherwise the good-

will, business, property rights, franchises, and assets of every kind of business, with or without undertaking either wholly or in part the liabilities of any person, firm, association, or corporation.

(h) To make any guaranty or indemnity respecting any indebtedness or the performance of any contract.

(i) To enter into any partnership, limited partnership, joint venture, or other lawful arrangement for the sharing of profits or for cooperation, with any person, firm, or corporation; to exercise any of the corporation's powers; or to carry out any of the purposes of the corporation.

(j) To carry on any business whatsoever which this corporation may deem proper or convenient, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business, even though such business may not be included in the purposes and powers aforesaid; and to have and to exercise all of the powers conferred by the laws of the State of Idaho upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or at any time hereafter may be amended.

Article IV - Capital Stock

This corporation shall have the authority to issue 50,000 shares of capital stock of the par value of \$1.00 per share. There shall be no other class or shares of stock in this corporation.

Article V - Paid-In Capital

This corporation will not commence business until consideration of the value of at least Five Hundred Dollars (\$500.00) has been received for the issuance of shares.

Article VI - No Preemptive Rights

The owners of shares of stock of this corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends, or otherwise.

Article VII - Bylaws

The Board of Directors shall have full power to adopt, alter, amend, or repeal the bylaws or adopt new bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend, or repeal the bylaws.

Article VIII - Amendment of Articles

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of this corporation are granted subject to this reservation.

Article IX - Transactions with Directors

This corporation may enter into contracts and otherwise

transact business as vendor, purchaser, or otherwise, with its Directors, officers, and shareholders and with corporations, associations, firms, and entities in which they are or may be or become interested as Directors, officers, shareholders, members, or otherwise, as freely as though such adverse interests did not exist, even though the vote, action, or presence of such Director, officer, or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud, no such contract or transaction shall be avoided and no such Director, officer, or shareholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of Directors and officers of the corporation (but not in the case of shareholders who are not Directors or officers), the nature of the interest of such Director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of this corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a Director or officer of the corporation is interested in any corporation, association, firm, or entity shall be sufficient disclosure as to such Director or officer with respect to all contracts and transactions with that corporation, association, firm, or entity.

Article X - Registered Agent and Registered Office

The name of the initial registered agent of the corporation is H. JAMES MAGNUSON, and the address of the initial registered agent is P.O. Box 2288, 816 Sherman, Coeur d'Alene, Idaho 83814.

Article XI - Directors

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the Directors shall be prescribed in the bylaws, but the number of first Directors shall be three (3) and they shall serve until the first meeting of the shareholders and until their successors are elected and qualified, and their names and post office addresses are as follows:

<u>Name</u>	<u>Address</u>
H. F. Magnuson	Scott Building 413 Cedar Street Wallace, ID 83873
Robert L. Magnuson	1114 Old National Bank Bldg. Spokane, WA 99201
H. James Magnuson	P.O. Box 2288 816 Sherman Coeur d'Alene, ID 83814

Article XII - Incorporators

The name and address of each Incorporator is:

<u>Name</u>	<u>Address</u>
H. James Magnuson	P.O. Box 2288 816 Sherman Coeur d'Alene, ID 83814

The Incorporator has signed these Articles of Incorporation in duplicate this 24th day of November, 1982.

H. James Magnuson

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 24th day of November, 1982, before me, the undersigned, a Notary Public for Idaho, personally appeared H. JAMES MAGNUSON, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate above written.

Arlene Pischner
Notary Public for the State of
Idaho
residing at Coeur d'Alene.
Commission expires: Life