

State of Idaho

Office of the Secretary of State

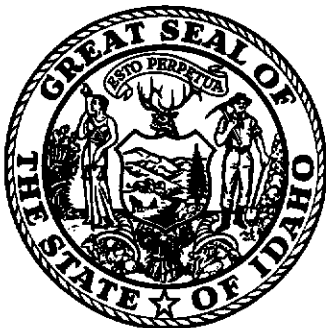
**CERTIFICATE OF AUTHORITY
OF
SMARTRESORT CO, LLC**

File Number W 104907

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Uniform Limited Liability Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: July 12, 2011



Ben Ysursa

SECRETARY OF STATE

By

Rinda Corbus

FILED EFFECTIVE

253



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

2011 JUL 12 AM 8:12
SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

SmartResort Co., LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is formed is: Mississippi

4. The name and complete street address of the registered agent in Idaho is:

Incorporating Services, Ltd.

1201 N Liberty #917, Boise, ID 83706

5. The street and mailing address of the limited liability company's principal office is:

5540 Centerview Drive, Suite 200

Street Address

Raleigh, NC 27606

Mailing Address, if different

6. The street and mailing address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

18349 MIDWAY ROAD, TERRY MS 39170-0570

Street Address

Mailing Address, if different

7. The name and mailing address of at least one member or manager:

Max R. Kipfer

5540 Centerview Drive, Suite 200, Raleigh, NC 27606

8. The mailing address for future correspondence:

5540 Centerview Drive, Suite 200, Raleigh, NC 27606

9. Signature of a manager, member or authorized person:

Signature

Max R. Kipfer, manager

Typed Name

Secretary of State use only

IDAHO SECRETARY OF STATE
07/12/2011 05:00
CK: 726137 CT: 172099 BH: 1282105
1 @ 100.00 = 100.00 REGFORGLLC # 2

cert_auth_foreign_LLC Rev. 07/2010

W104907

State of Mississippi
Office of the Secretary of State
C. Delbert Hosemann, Jr., Secretary of State
Jackson, Mississippi

CERTIFICATE

I, C. DELBERT HOSEMAN, JR., Secretary of State of the State of Mississippi, and as such the legal custodian of the records as required by The Mississippi Limited Liability Company Act to be filed in my office do hereby certify that:

SMARTIRESORI CO, LLC

Formed May 28, 2003

A Mississippi Limited Liability Company has filed the necessary documents in this office and has obtained a certificate of formation under the provisions of The Mississippi Limited Liability Company Act as shown by the records in this office

That the registered office of said Limited Liability Company is located at:

18349 MIDWAY ROAD
PO BOX 570

TERRY MS 39170

and that the registered agent at that address is:

INCORPORATING SERVICES, LTD

I further certify that said Limited Liability Company has paid the fees for filing the above papers required by law as shown by the records of this office and that said Limited Liability Company is in good standing to do business in Mississippi at this time.



Given under my hand
and seal of office
June 16, 2011

C. Delbert Hosemann, Jr.

C. Delbert Hosemann, Jr.
Secretary of State