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# State of Idaho

## Department of State

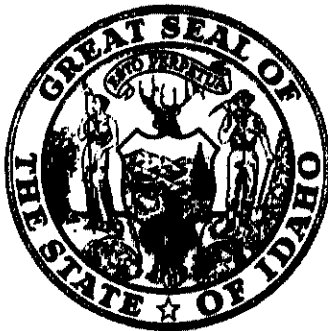
### CERTIFICATE OF INCORPORATION OF

WESTBANK HOSPITALITY, 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 the above named corporation, 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: December 5, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Sheryl DeWitt*

Corporation Clerk

**ARTICLES OF INCORPORATION**  
**FOR**  
**WESTBANK HOSPITALITY, INC.**

DEC 5 8 53 AM '81  
SECRETARY OF STATE

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I.**

Name

The name of the corporation is WESTBANK HOSPITALITY, INC.

**ARTICLE II.**

Duration

The period of duration of this corporation is perpetual.

**ARTICLE III.**

Purposes

The purpose for which this corporation is organized is to transact any or all lawful business for which corporation may be incorporated under the Idaho Business Corporation Act.

**ARTICLE IV.**

Capital Stock

The total authorized capital stock of the corporation shall be 100,000 shares, all of which shall be common stock without nominal or par value.

**ARTICLE V.**

**Preemptive Rights**

The shareholders of this corporation shall have the first right to purchase unissued or treasury shares in proportion to their share ownership. This preemptive right shall apply to shares issued to directors, officers or employees unless the issuance is pursuant to an employment plan authorized by a vote of sixty-five or more percent of the shares entitled to vote thereon. Likewise, this preemptive right shall apply to shares to be issued for consideration other than cash.

**ARTICLE VI.**

**Initial Registered Office and Agent**

The initial registered office of the corporation is: 485 "E" Street, Idaho Falls, ID 83402. The name of the initial registered agent at that office is Karl R. Decker, Attorney at Law.

**ARTICLE VII.**

**Board of Directors**

The following named persons shall constitute the members of the original Board of Directors of the Corporation, and shall serve as such directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify:

**Name**

**Address**

Karl R. Decker

485 "E" Street  
Idaho Falls, Idaho 83402

**ARTICLE VIII.**

**Incorporators**

The name and address of the incorporator is:

**Name**

**Address**

**Karl R. Decker**

**485 "E" Street  
Idaho Falls, Idaho 83402**

IN WITNESS WHEREOF said incorporator has set his hand this 4th day of  
December, 1991.

*Karl R. Decker*  
Karl R. Decker

STATE OF IDAHO                    )  
  ) ss.  
County of Bonneville            )

On December 4, 1991, before me, Deborah A. Hill, the undersigned Notary Public  
in and for the State of Idaho, personally appeared Karl R. Decker known to me to be the  
person whose name is subscribed to the within instrument, and acknowledged to me that  
he executed the same.

(SEAL)

*Deborah A. Hill*  
Notary Public for State of Idaho  
Residing at: Idaho Falls  
My Commission Expires: 8/7/96