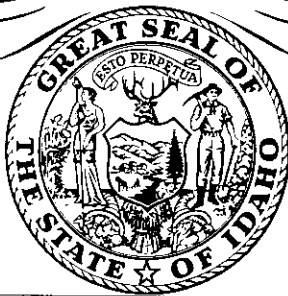


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

LINCOLN TBN, INC.

was filed in the office of the Secretary of State on the Eight day
of December, A.D. One Thousand Nine Hundred Sixty-one and
duly recorded on Film No. 114 of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at
Gooding in the County of Gooding

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this 8th day of December,
A.D., 19 61.

Secretary of State.

ARTICLES OF INCORPORATION
OF
LINCOLN INN, INC., A CORPORATION

KNOW ALL MEN BY THESE PRESENTS, that we the undersigned, each and all being natural persons of full age and citizens of the United States, have this day and do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho and we do hereby certify:

-1-

The name of said corporation shall be Lincoln
Inn, Inc.

-2-

The purposes for which said corporation is formed
are as follows:

(a) To purchase, lease, or otherwise acquire, for cash or on terms of credit, real and personal property situate in the State of Idaho; to own, lease and operate thereon hotels and motels, and all adjuncts and accessories thereto, including restaurants, barrooms, and any other business associated or allied therewith; to do and perform any and all things for the pleasure, comfort, convenience, and amusement of guests in said hotels and motels;

(b) To own the stocks of other companies and particularly of companies engaged in buying, selling and leasing real estate and hotels and in operating the same;

(c) To own, conduct, operate, maintain and carry on the business of cabaret, night club, tavern, and restaurant and to sell and dispense food, beverages, and liquids of all kinds and to do any and all things necessary and pertaining to said business;

-1-

(d) To have authority to do and perform all things and acts specifically enumerated in and comprehended by Section 30-114, Idaho Code, and all other such acts as are necessary, desirable and expedient to accomplish its stated purposes

-3-

The term for which said corporation is to exist is perpetual;

-4-

The location and post office address of its registered office is Gooding, Idaho;

-5-

The total amount of authorized capital stock is 500 shares with the par value of \$100.00 a share with an aggregate value of \$50,000.00;

-6-

All such stock shall be common and non-assessable, and each and every share issued shall have the same rights and voting powers;

-7-

The business of this corporation shall be managed by a board;

-8-

The business of this corporation shall be managed by a board of at least three directors, and each director must be a stockholder in the corporation, provided, however, that any greater number of directors may be provided for by the by-laws of said corporation;

-9-

The names and addresses of the incorporators and a

statement of the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>NUMBER OF SHARES</u>
Ralph Faulkner, Gooding, Idaho	1
Hugh Faulkner, Mountain Home, Idaho	1
Cleo Faulkner, Gooding, Idaho	1

-10-

These articles of incorporation may be amended in the manner prescribed by 30-146, Idaho Code, or may be amended without such a meeting being held as provided in said section if written consent to the amendment be given in writing by the owners and holders of at least 2/3 of the outstanding capital stock of the corporation, and such written consent be officially filed with the secretary of the corporation. Such written consent must be in triplicate, and in due course filed with the Secretary of State and processed as required by the provisions of Section 30-147, Idaho Code;

IN WITNESS WHEREOF, we have hereunto set out hands this

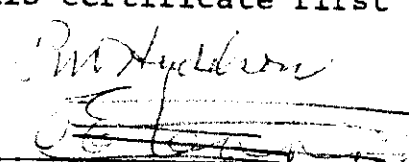
27 DAY OF November, 1961.

[Signature]
Hugh Faulkner
[Signature]

STATE OF IDAHO)
) ss.
County of Gooding)

On this 20th day of November, 1961 before the under-
signed, a notary public in and for said county, personally
appeared Ralph Faulkner and Cleo Faulkner, known to me to be
the persons whose names are subscribed to the foregoing
instrument, and acknowledged to me that they executed the
same.

In witness whereof, I have hereunto set my hand and
affixed my seal the day and year in this certificate first
above written.



Notary Public for the State of
Idaho.

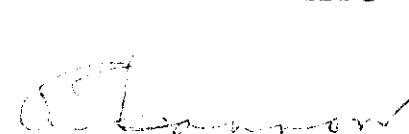
Seal)

Residing at Gooding
in said State.

STATE OF IDAHO)
) ss.
County of Elmore)

On this 29th day of November, 1961 before the under-
signed, a notary public in and for said county, personally
appeared Hugh Faulkner, known to me to be the person whose name
is subscribed to the foregoing instrument, and acknowledged to
me that they executed the same.

In witness whereof I have hereunto set my hand and
affixed my seal the day and year in this certificate first
above written.



Notary Public for the State of Idaho

Residing at MT Home
in said State.