

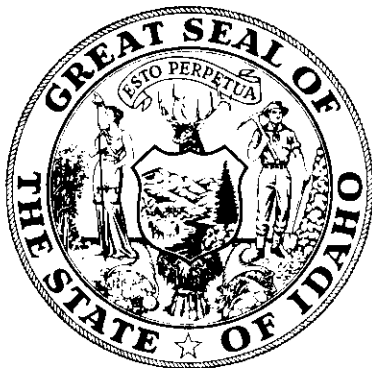
CERTIFICATE OF AUTHORITY  
OF

**MAYFLOWER MANAGEMENT CORPORATION**

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

Dated **August 1, 1983**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is MAYFLOWER MANAGEMENT CORPORATION

2. The name which it shall use in Idaho is MAYFLOWER MANAGEMENT CORPORATION

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of UTAH

4. The date of its incorporation is July 9, 1980 and the period of its duration is PERPETUAL

5. The address of its principal office in the state or country under the laws of which it is incorporated is PARK HOTEL CONDOMINIUMS, 605 MAIN STREET, PARK CITY, UTAH

6. The address to which correspondence should be addressed, if different from that in item 5. P. O. BOX 547 PARK CITY, UTAH 84060

7. The street address of its proposed registered office in Idaho is Spaulding Building, Pocatello, Idaho 83204, and the name of its proposed registered agent in Idaho at that address is Dave R. Gallafent

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: MARKET REAL ESTATE

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Robert Johnston		614 Park Avenue Park City, Ut. 84060
Cynthia Johnston		614 Park Avenue Park City, Utah 84060
Randy Benko		417 Seacliff Drive Aptos, Ca. 95003

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
100,000		no par value

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
1,000		\$1.00 per share

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

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: July 21, 1983

MAYFLOWER MANAGEMENT CORPORATION

By

Robert Johnston

Its President/ ~~Vice President~~ (please specify)

and

Cynthia Johnston

Its Secretary/ ~~Assistant Secretary~~ (please specify)

STATE OF Utah )  
 )ss  
COUNTY OF Summit )

I, Margarethe Thomas, a notary public, do hereby certify that on this 21 day of July, 19 83, personally appeared before me Robert Johnston and Cynthia Johnston, who being by me first duly sworn, declared that he is the President Secretary of MAYFLOWER MANAGEMENT CORPORATION

President

Secretary

that he signed the foregoing document as Secretary of the corporation and that the statements therein contained are true.

Margarethe Thomas  
Notary Public

3-9-87



Office of Lieutenant Governor

I, DAVID S. MONSON, LIEUTENANT GOVERNOR OF THE  
 STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full,  
 true and correct copy of the Articles of Incorporation of MAYFLOWER  
 MANAGEMENT CORPORATION, a Utah corporation filed with this office on July 9, 1980.

AS APPEARS OF RECORD IN MY OFFICE.

File #87506

IN WITNESS WHEREOF, I have hereunto  
 set my hand and affixed the Great Seal  
 of the State of Utah at Salt Lake City, this  
 22nd day of  
 July A.D. 19 83.

*David S. Monson*

LIEUTENANT GOVERNOR

121  
9th ARTICLES OF INCORPORATION

87516

July  
1980  
1980

OF

18  
MAYFLOWER MANAGEMENT CORPORATION

WE, THE UNDERSIGNED natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation is MAYFLOWER MANAGEMENT CORPORATION.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose or purposes for which this corporation is organized are:

(a) To acquire real property by purchase, lease or otherwise; to manage and operate hotels, motels, restaurants, cocktail lounges and other general businesses in the hospitality field. To establish and maintain retail shops, recreational amenities and other activities related to the hotel and motel business. To do all other things necessary or convenient to operation of a hotel and motel management company.

(b) To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including, without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipts or other instruments representing rights or interests therein, or any property or assets created or issued by any person, firm, associations, or corporations, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any

securities any and all rights, powers and privileges in respect thereof.

(c) To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

(d) The foregoing clauses shall be construed both as objects and powers and shall not be held to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof as conferred by the laws of the State of Utah; and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes, objects and powers.

#### ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is 100,000 shares of par value stock of no par value. All stock of the corporation shall be of the same class and shall have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any further call or assessment.

#### ARTICLE V

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions, and for such consideration, but not less than par, as the Board of Directors shall determine. Shareholders shall not have preemptive rights to acquire unissued shares of the stock of this corporation.

#### ARTICLE VI

This corporation will not commence business until consideration of a value of at least \$1,000.00 has been received for the issuance of shares.

#### ARTICLE VII

The directors shall adopt bylaws which are not inconsistent with law or these Articles for the regulation and management of the affairs of the corporation. These bylaws may be amended from time to time or repealed pursuant to law.

#### ARTICLE VIII

The address of this corporation's initial registered office and the name of its original registered agent at such address is:

Robert Johnston  
614 Park Avenue  
Park City, Utah 84060

#### ARTICLE IX

The number of directors constituting the initial Board of Directors of this corporation is three. The names and addresses of persons who are to serve as directors until the first meeting of stockholders, or until their successors be elected and qualify are:

<u>Name</u>	<u>Address</u>
Robert Johnston	614 Park Avenue Park City, Utah 84060
Cynthia Johnston	614 Park Avenue Park City, Utah 84060
Lawrence D. Elmer	10120 Empyrean Way Los Angeles, California 90067

#### ARTICLE X

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Cheryl Ferrara	36 South State Street Suite 2000 Salt Lake City, Utah 84111
Harry E. McCoy II	36 South State Street Suite 2000 Salt Lake City, Utah 84111

James E. Gleason

36 South State Street  
Suite 2000  
Salt Lake City, Utah 84111

#### ARTICLE XI

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof, which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

DATED this 25 day of June, 1980.

*Cheryl C. Ferrara*  
CHERYL FERRARA  
*Harry E. McCoy II*  
HARRY E. McCOY II  
*James E. Gleason*  
JAMES E. GLEASON

STATE OF UTAH            )  
                                  : ss.  
COUNTY OF SALT LAKE )

I, *Luke H. Ong*, a Notary Public,  
hereby certify that on the 25 day of June, 1980, CHERYL  
FERRARA, HARRY E. McCOY II and JAMES E. GLEASON personally  
appeared before me who, being by me first duly sworn, severally  
declared that they are the persons who signed the foregoing  
document as incorporators and that the statements therein  
contained are true.

*Luke H. Ong*  
NOTARY PUBLIC  
Residing at *Salt Lake City, Utah*

My Commission Expires:

