

Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

RODEWAY INNS OF AMERICA

a corporation duly organized and existing under the laws of **Arizona** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **3rd** day of **July**

1973, a properly authenticated copy of its articles of incorporation, and on the **third** day of **July** **1973**, a designation of **T.H. Eberle or R.B. Kading or J.R. Gillemie** the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **3rd** day of **July**, A.D., 19 **73**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk

Designation of Agent and Acceptance of the Provisions of the Constitution of the State of Idaho

KNOW ALL MEN BY THESE PRESENTS:

That RODEWAY INNS OF AMERICA

a Corporation organized and existing under the laws of the state of _____ having filed in the office of the Secretary of State of the State of Idaho a duly authenticated copy of its Articles of Incorporation, does hereby, in pursuance of the laws of the State of Idaho, make

this certificate, and does hereby designate ADA County, in the State of Idaho, as the County in which the principal place of business of said Corporation in said State of Idaho shall be located, and does hereby designate T. H. EBERLE OR R. B. KADING OR J. R. GILLESPIE

residing at 711 1/2 BANNOCK STREET, in said ADA County, as authorized Agent
BOISE, IDAHO 83701
of said Corporation in said State of Idaho, upon whom process issued by authority of, or under any law of the State of Idaho, may be served, as provided by the Constitution and laws of said State of Idaho.

And the said RODEWAY INNS OF AMERICA

desiring and intending to conform in all respects to the Constitution and laws of said State, and to avail itself of the rights, privileges and immunities guaranteed by said Constitution and laws, does hereby accept the provisions of the Constitution of the State of Idaho for all the intents and purposes contemplated by the provisions thereof, relating to such acceptance by other than municipal corporations.

IN WITNESS WHEREOF, The said RODEWAY INNS OF AMERICA

_____ has caused this Certificate and Acceptance to be executed, acknowledged and delivered in its name and on its behalf, by its President, and to be attested by its Secretary, and has caused its corporate seal to be hereunto affixed at Dallas in the County of Dallas, State of Texas this 8th day of June, 19 73.

Attest:

Jamuel L. Leake Secretary. By [Signature] President.
RODEWAY INNS OF AMERICA
(Name of Corporation)

STATE OF TEXAS } ss.
County of DALLAS }

On this 8th day of June in the year 19 73, before me Arthur Skibell, a Notary Public in and for said County, in the State aforesaid, personally appeared R. Wayne Oldham known to me to be the President of the Corporation that executed the within and foregoing instrument, and acknowledged to me that such Corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal this 8th day of June, A. D. 19 73
Arthur Skibell
Notary Public

My commission expires on the 31st day of May, 19 75 Official Title.

NOTE—One copy to be filed for record with the Secretary of State, Boise, Idaho; one copy duly certified by the Secretary of State to be filed with the County Recorder in the county where the principal place of business is located.

CHANGE OF DESIGNATED AGENT

Know All Men By These Presents:

That.....RODEWAY INNS OF AMERICA.....

a corporation organized and existing under the laws of the State of.....Arizona.....
having heretofore duly and regularly qualified in accordance with the provisions of Chapter 5, Title 30,
Idaho Code, to do business under the laws of the State of Idaho, and being in good standing
at this time on the corporation records of the Department of State of the State of Idaho, and having here-

tofore designated.....T. H. Eberle, R. B. Kading, J. R. Gillespie.....

of.....300 North 6th Street, Boise....., County of.....Ada....., State of Idaho,

as the process agent of said company in the State of Idaho, and having designated.....
County, State of Idaho, as the county in which the principal place of business of said corporation in the

State of Idaho is conducted, does hereby revoke the said appointment of the said.....T. H. Eberle, R. B.

Kading, J. R. Gillespie and in their stead does hereby designate.....C T CORPORATION SYSTEM.....

of.....300 NORTH 6TH STREET, BOISE....., County of.....ADA....., State of Idaho 83701,
as the duly authorized agent of said corporation in the State of Idaho, upon whom process issued by
authority of, or under any of the laws of the State of Idaho, may be served, as provided by the Consti-

tution and laws of the State of Idaho, and does hereby designate.....ADA.....
County, State of Idaho, as the County in which the principal place of business of said corporation in the
State of Idaho is and shall be conducted.

IN WITNESS WHEREOF, the said.....Rodeway Inns of America.....

.....has caused This Certificate and Acceptance
to be executed, acknowledged and delivered in its name and on its behalf,
by its President, and to be attested by its Secretary, and has caused its cor-

(SEAL)

porate seal to be hereunto affixed at.....Dallas.....in the

County of.....Dallas....., and State of.....Texas.....

this.....28th.....day of.....March....., 1977..

RODEWAY INNS OF AMERICA

Attest:

Name of Corporation

Arthur H. Hibel

By

Robert V. Walker

Secretary.

President.

STATE OF.....TEXAS.....

County of.....DALLAS.....

ss.

On this.....28th.....day of.....March.....in the year 1977.., before me,

.....Dianne Radla....., a.....Notary Public.....

in and for said County, in the State aforesaid, personally appeared.....Robert V. Walker.....

known to me to be the President of the Corporation that executed the within and foregoing instrument,
and acknowledged to me that such Corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed

my.....Notary.....seal this.....28th.....day of.....March.....

(SEAL)

A. D. 1977..

Dianne Radla

Notary Public

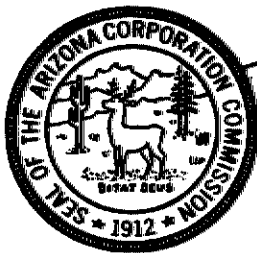
Official Title.

My commission expires on the.....1st.....day of.....June....., 1977..

NOTE—One copy to be filed for record in the office of the Secretary of State, Boise, Idaho; one copy duly certified
by the Secretary of State to be filed in the office of the County Recorder of the county in which its principal place of busi-
ness has heretofore been situated; one copy duly certified by the Secretary of State to be filed in the office of the County
Recorder of the county to which the principal place of business is changed.

STATE OF ARIZONA

Corporation Commission



To all to Whom these Presents shall Come, Greeting:

GEORGE M. DEMPSEY, SECRETARY OF THE ARIZONA CORPORATION COMMISSION, DO HEREBY CERTIFY THAT the annexed is a true and complete copy of the ARTICLES OF INCORPORATION

of

RODEWAY INNS OF AMERICA

which were filed in the office of the Arizona Corporation Commission on the 20th day of March, 1962, as provided by law. All

AMENDMENTS have been filed thereto.

IN WITNESS WHEREOF, I HAVE HEREUNTO

SET MY HAND AND AFFIXED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION, AT THE CAPITOL, IN THE CITY OF PHOENIX, THIS 7th DAY OF JUNE A. D. 1973.

BY

SECRETARY.

ASSISTANT SECRETARY

ARTICLES OF INCORPORATION
OF
RODEWAY INNS OF AMERICA

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves for the purpose of forming a corporation under the laws of the State of Arizona, and for that purpose do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be RODEWAY INNS OF AMERICA.

ARTICLE II

The principal place of business of this corporation shall be at Phoenix, Maricopa County, State of Arizona, and this corporation shall have such other place or places of business either within or without the State of Arizona as may be established from time to time by the Board of Directors.

ARTICLE III

The objects and purposes of this corporation and the general nature of the business it proposes to transact are:

(a) To engage in a general motel or hotel business, both in and out of the State of Arizona, for transient and permanent trade, and any or all allied and kindred businesses thereto, including therein the right to operate in connection therewith taverns, cafes, or restaurants, and to have the right

to operate such other services as may be found necessary in connection with the operation of a general motel or hotel business;

(b) To engage in any lawful pursuit as a partner in a general or limited partnership; to enter into joint venture agreements for any lawful pursuit;

(c) To buy, sell and in general to deal in goods, wares, merchandise, and any and all kinds of personal property at either wholesale or retail and as principal, agent, factor or broker;

(d) To acquire by means of lease, contract, purchase, conveyance, special use permits or otherwise, and to own, hold, possess, enjoy and to sell, lease, rent, encumber, mortgage, pledge and otherwise dispose of any and all classes of property whatsoever, whether real, personal or mixed, or any interest therein; and to construct buildings, structures or improvements necessary or convenient for its corporate purposes;

(e) To buy, contract for, lease and in any and all other ways, acquire, take, hold and own, and to sell, mortgage, pledge, lease and otherwise dispose of, patents, licenses, trademarks, tradenames and processes or rights thereunder, and franchise rights and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business or in the maintenance, operation, development or extension of its properties;

(f) To borrow money for any of the purposes of this corporation and to issue bonds, debentures, notes or other obligations therefor, and to secure the same by pledge or mortgage of the whole or any part of the property of this corporation, whether real or personal, or to issue bonds, debentures, notes, or other obligations without any such security;

(g) To lend money; 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, corporation or association, whether domestic or foreign, and whether now or hereafter organized or existing; and while the holder thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do;

(h) To purchase, hold and reissue, the shares of its capital stock;

(i) To purchase or acquire from any of the directors or stockholders of the corporation, properties, property interests, shares of stock and other assets belonging to them, or any of them, which the Board of Directors of the corporation may deem it advisable to acquire, and to pay for the same in stock of the corporation, or any bonds, debentures, notes or other obligations of the corporation or to pay therefor in cash or otherwise;

(j) To do any acts or things designed to protect,

preserve, improve or enhance the value of any shares, bonds, notes, debentures or other securities or evidences of indebtedness of any person, corporation or association which are held, directly or indirectly, by this corporation;

(k) To acquire, by purchase or otherwise, the good will, business, property rights, franchises and assets of every kind, with or without undertaking either wholly or in part the liabilities of any person, firm, association or corporation; and to acquire any business as a going concern or otherwise (1) by purchase of the assets thereof wholly or in part; (2) by acquisition of the shares or any part thereof, or (3) in any other manner, and to pay for the same in cash or in the shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of, the whole or any part of the good will, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business;

(1) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any of the objects hereinbefore enumerated, either alone or in association with other corporations, firms, and individuals, as principals, agents, brokers, contractors, trustees or otherwise, and in general to engage in any and all lawful business that may be necessary or convenient in carrying

on the business of said corporation and for the purposes pertaining thereto, and to do any and every other act or acts, thing or things, incidental to, growing out of, or connected with said business, or any part or parts thereof.

The designation of any object or purpose herein shall not be construed to be a limitation or qualification or in any manner to limit or restrict the purposes and objects of the corporation.

ARTICLE IV

The capital stock of this corporation shall be 100,000 shares of the par value of \$100.00 each, which shall be paid for at such time and in such manner as the Board of Directors may direct, and in the absence of fraud, the directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock. The shares of the capital stock of the corporation shall be non-assessable.

Each stockholder or subscriber to shares of this corporation shall be entitled to full pre-emptive or preferential rights, as such rights have been heretofore defined at common law, to purchase or subscribe for his proportionate shares of any shares which may be issued at any time by this corporation, unless such rights are specifically waived by such shareholder or subscriber.

ARTICLE V

The time of the commencement of this corporation shall be the date of the issuance to it of a Certificate of

Incorporation by the Arizona Corporation Commission, and the termination thereof shall be twenty-five (25) years thereafter, with the privilege of renewal as provided by law.

ARTICLE VI

The business and affairs of this corporation shall be conducted by a Board of Directors of not less than three (3) nor more than fifteen (15) members. The Directors need not be stockholders. The Board of Directors shall have the power to increase or decrease the Board within the limits above provided.

The Board of Directors shall serve until their resignations are accepted or until they are replaced by a meeting of the stockholders.

The following will constitute the first Board of Directors and shall serve until their successors are elected and qualified:

Sam Barshop
E. E. Noble
William B. Ward
E. H. Gubser
M. Robinson
Joe N. Simmons
Albert Nunley
George R. Hill

No person shall thereafter serve as a Director unless said person is elected by stockholders owning not less than two-thirds of the total outstanding stock of the Corporation, present or represented at a special meeting of the shareholders called for such purpose.

The regular annual meeting of the stockholders will be held in Phoenix, Arizona, on the first Monday in March, commencing with the year 1963, unless said date be a legal holiday, in which event the annual meeting of the stockholders shall be held on the next succeeding business day.

The Board of Directors shall each year upon their election organize into a Board of Directors and elect a President, one or more Vice Presidents, a Secretary and a Treasurer, any two of which offices, except the offices of President and Vice President or President and Secretary, may be held by the same person. All officers shall serve for one year or until their successors are elected and qualified.

The Board of Directors of this Corporation shall have power without any action on the part of the stockholders to make, alter, amend or repeal by-laws of the Corporation. The by-laws may provide for the creation of additional offices by the Board of Directors and the filling of such created offices by the Board of Directors.

Without limiting the generality of the foregoing, additional offices may include one or more Assistant Secretaries, one or more Assistant Treasurers and any other executive or administrative office which the Board of Directors deems to be necessary for the conduct of the business of the Corporation. Any office so created shall continue from year to year until annulled by the Board of Directors.

ARTICLE VII

Each director and each officer of this Corporation and each person who shall serve at the request of this Corporation as a director or officer of another corporation in which this Corporation owns shares of capital stock, or of which it is a creditor, including, in each instance, a former director or officer and the heirs, legatees, devisees and personal representatives of a deceased director or officer, shall be indemnified by this Corporation against expenses (including attorneys' fees and, to the extent permitted by law, any amount paid in settlement) actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding (including any appeal therein) in which they or any of them are made parties or a party by reason of being or having been directors or officers or a director or officer of this Corporation or of any such other corporation, except in relation to matters as to which any such director or officer or former director or officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties as such director or officer. The foregoing right of indemnification shall not be deemed to be exclusive of any other rights to which those indemnified may be entitled as a matter of law or under any by-law, agreement, vote of stockholders, or otherwise, and shall be in addition to such compensation for services rendered and reimbursement for expenses incurred as shall be determined from time to time by the Board of Directors of this Corporation.

ARTICLE VIII

The highest amount of indebtedness or liability, direct or contingent, to which this Corporation may be subject at any one time shall be SIX MILLION, SIX HUNDRED THOUSAND (\$6,600,000.00) DOLLARS, provided such limitation shall not apply to indebtedness authorized by three-fourths (3/4) of the votes cast with respect thereto at any lawfully held meeting of the stockholders of the Corporation if such action is approved by the Arizona Corporation Commission.

ARTICLE IX

The private property of the stockholders, directors and officers of this Corporation shall be exempt from all corporate debts and liabilities of whatsoever kind and nature.

ARTICLE X

This Corporation does hereby appoint GEORGE R. HILL, whose address is 1212 Union Title Building, Phoenix 4, Arizona, who has been a bona fide resident of Arizona for at least three years, its lawful agent in and for the State of Arizona for and on behalf of said Corporation, to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit, or proceeding that may be had or brought against said Corporation in any of the courts of the State of Arizona, such service of process or notice or the acceptance thereof by said agent endorsed thereon, to have the same force and effect as if served upon the President and Secretary of the Corporation.

IN WITNESS WHEREOF, we the undersigned, have hereunto
signed our names this 20th day of March, 1962.


NAMES	HOME & BUSINESS ADDRESSES
<u>Joe N. Simmons</u> JOE N. SIMMONS	<u>TOWERS HOTEL HOUSTON, TEXAS</u>
<u>Joshua N. Kahn</u> JOSHUA N. KAHN	<u>1551 Montana, El Paso, Texas</u>
<u>G. Wolfe</u> G. WOLFE	<u>3724 TROWBRIDGE EL PASO TEXAS</u>
<u>Albert Nunley</u> ALBERT NUNLEY	<u>343 W. Oregon PHX, Ariz</u>
<u>E. H. Gubser</u> E. H. GUBSER	<u>Rancho del Profesional Bldg Tulsa, Okla.</u>
<u>Robert Rosow</u> ROBERT ROSOW	<u>Udall Bldg. San Antonio, Texas</u>
<u>Sam Barshop</u> SAM BARSHOP	<u>1500 S. ZARZAMORA</u>
<u>Philip M. Barshop</u> PHILIP M. BARSHOP	<u>San Antonio Texas</u>
<u>William B. Ward</u> WILLIAM B. WARD	<u>266 Denslow, Los Angeles, Calif</u>
<u>Howard T. Kelly</u> HOWARD T. KELLY	<u>274 Denslow, Los Angeles, Calif</u>
<u>E. E. Noble</u> E. E. NOBLE	<u>3830 E. Van Buren, Phoenix, Ariz.</u>
<u>M. Robinson</u> M. ROBINSON	<u>3393 Peachtree Rd. N.E. Atlanta, Ga.</u>
	<u>383 E. THOMAS RD., PHOENIX, ARIZ.</u>

STATE OF ARIZONA }
COUNTY OF MARICOPA } ss:

On this, the 20th day of March, 1962, before me,
the undersigned officer, personally appeared Messrs. Joe N.

Simmons, Joshua N. Kahn, G. Wolfe, Albert Nunley, E. H. Gubser, Robert Rosow, Sam Barshop, Philip M. Barshop, William B. Ward, Howard T. Kelly, E. E. Noble and M. Robinson, known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public

My Commission expires:

Dec. 25, 1965



MAR 20 1962

59942
ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

FILED

MAR 20 1962

At 4:15 Pm. Shinnel Hill, Glendhurst &
Address T & T Bldg Bishop
Phoenix, Arizona
By Mary J. Oates
FRANCO J. STOKES, SECRETARY

R. 149061

+ 111-1111
P. 1111
1/11/67

ARTICLES OF INCORPORATION
OF
RODEWAY INNS OF AMERICA

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves for the purpose of forming a corporation under the laws of the State of Arizona, and for that purpose do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be RODEWAY INNS OF AMERICA.

ARTICLE II

The principal place of business of this corporation shall be at Phoenix, Maricopa County, State of Arizona, and this corporation shall have such other place or places of business either within or without the State of Arizona as may be established from time to time by the Board of Directors.

ARTICLE III

The objects and purposes of this corporation and the general nature of the business it proposes to transact are:

(a) To engage in a general motel or hotel business, both in and out of the State of Arizona, for transient and permanent trade, and any or all allied and kindred businesses thereto, including therein the right to operate in connection therewith taverns, cafes, or restaurants, and to have the right to operate such other services as may be found necessary in connection with the operation of a general motel or hotel business;

(b) To engage in any lawful pursuit as a partner in a general or limited partnership; to enter into joint venture agreements for any lawful pursuit;

(c) To buy, sell and in general to deal in goods, wares, merchandise, and any and all kinds of personal property at either wholesale or retail and as principal, agent, factor or broker;

(d) To acquire by means of lease, contract, purchase, conveyance, special use permits or otherwise, and to own, hold, possess, enjoy and to sell, lease, rent, encumber, mortgage, pledge and otherwise dispose of any and all classes of property whatsoever, whether real, personal or mixed or any interest therein; and to construct buildings, structures or improvements necessary or convenient for its corporate purposes;

(e) To buy, contract for, lease and in any and all other ways, acquire, take, hold and own, and to sell, mortgage, pledge, lease and otherwise dispose of, patents, licenses, trademarks, tradenames and processes or rights thereunder, and franchise rights and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business or in the maintenance, operation, development or extension of its properties;

(f) To borrow money for any of the purposes of this corporation and to issue bonds debentures, notes or other obligations therefor, and to secure the same by pledge or mortgage of the whole or any part of the property of this corporation, whether real or personal, or to issue bonds debentures notes, or other obligations without any such security;

(g) To lend money; 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, corporation or association, whether domestic or foreign, and whether now or hereafter organized or existing; and while the holder thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do;

(h) To purchase, hold and reissue, the shares of its capital stock;

(i) To purchase or acquire from any of the directors or stockholders of the corporation, properties property interests, shares of stock and other assets belonging to them, or any of them, which the Board of Directors of the corporation may deem it advisable to acquire, and to pay for the same in stock of the corporation, or any bonds, debentures, notes or other obligations of the corporation or to pay therefor in cash or otherwise;

(j) To do any acts or things designed to protect, preserve, improve or enhance the value of any shares, bonds, notes, debentures or other securities or evidences of indebtedness of any person, corporation or association which are held, directly or indirectly, by this corporation;

(k) To acquire, by purchase or otherwise, the good will, business, property rights franchises and assets of every kind, with or without undertaking either wholly or in part the liabilities of any person, firm, association or corporation; and to acquire any business as a going concern or otherwise (1) by purchase of the assets thereof wholly or in part; (2) by acquisition of the shares or any part thereof, or (3) in any other manner, and to pay for the same in cash or in the shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate or in any manner dispose of, the whole or any part of the good will, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business;

(l) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any of the objects hereinbefore enumerated, either alone or in association with other corporations, firms, and individuals, as principals, agents, brokers, contractors, trustees or otherwise, and in general to engage in any and all lawful business that may be necessary or convenient in carrying on the business of said corporation and for the purposes pertaining thereto, and to do any and every other act or acts, thing or things, incidental to, growing out of, or connected with said business, or any part or parts thereof.

The designation of any object or purpose herein shall not be construed to be a limitation or qualification or in any manner to limit or restrict the purposes and objects of the corporation.

ARTICLE IV

The capital stock of this corporation shall be 100,000 shares of the par value of \$100.00 each, which shall be paid for at such time and in such manner as the Board of Directors may direct, and in the absence of fraud, the directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock. The shares of the capital stock of the corporation shall be non-assessable.

Each stockholder or subscriber to shares of this corporation shall be entitled to full pre-emptive or preferential rights, as such rights have been heretofore defined at common law, to purchase or subscribe for his proportionate shares of any shares which may be issued at any time by this corporation, unless such rights are specifically waived by such shareholder or subscriber.

ARTICLE V.

The time of the commencement of this corporation shall be the date of the issuance to it of a Certificate of Incorporation by the Arizona Corporation Commission, and the termination thereof shall be twenty-five (25) years thereafter, with the privilege of renewal as provided by law.

ARTICLE VI

The business and affairs of this corporation shall be conducted by a Board of Directors of not less than three (3) nor more than fifteen (15) members. The Directors need not be stockholders. The Board of Directors shall have the power to increase or decrease the Board within the limits above provided.

The Board of Directors shall serve until their resignations are accepted or until they are replaced by a meeting of the stockholders.

The following will constitute the first Board of Directors and shall serve until their successors are elected and qualified:

Sam Barshop
E. E. Noble
William B. Ward
E. H. Gubser
M. Robinson
Joe N. Simmons
Albert Nunley
George R. Hill

No person shall thereafter serve as a Director unless said person is elected by stockholders owning not less than two-thirds of the total outstanding stock of the Corporation, present or represented at a special meeting of the shareholders called for such purpose.

The regular annual meeting of the stockholders will be held in Phoenix, Arizona, on the first Monday in March, commencing with the year 1963, unless said date be a legal holiday, in which event the annual meeting of the stockholders shall be held on the next succeeding business day.

The Board of Directors shall each year upon their election organize into a Board of Directors and elect a President, one or more Vice Presidents, a Secretary and a Treasurer, any two of which offices, except the offices of President and Vice President or President and Secretary, may be held by the same person. All officers shall serve for one year or until their successors are elected and qualified.

The Board of Directors of this Corporation shall have power without any action on the part of the stockholders to make, alter, amend or repeal by -laws of the Corporation. The by-laws may provide for the creation of additional offices by the Board of Directors and the filling of such created offices by the Board of Directors.

Without limiting the generality of the foregoing, additional offices may include one or more Assistant Secretaries, one or more Assistant Treasurers and any other executive or administrative office which the Board of Directors deems to be necessary for the conduct of the business of the Corporation. Any office so created shall continue from year to year until annulled by the Board of Directors.

ARTICLE VII

Each director and each officer of this Corporation and each person who shall serve at the request of this Corporation as a director or officer of another corporation in which this Corporation owns shares of capital stock, or of which it is a creditor, including, in each instance, a former director or officer and the heirs, legatees, devisees and the personal representatives of a deceased director or officer, shall be indemnified by this Corporation against expenses (including attorneys' fees and, to the extent permitted by law, any amount paid in settlement) actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding (including any appeal therein) in which they or any of them are made parties or a party by reason of being or having been directors or officers or a director or officer of this Corporation or of any such other corporation, except in relation to matters as to which any such director or officer or former director or officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties as such director or officer. The foregoing right of indemnification shall not be deemed to be exclusive of any other rights to which those indemnified may be entitled as a matter of law or under any by-law, agreement, vote of stockholders, or otherwise, and shall be in addition to such compensation for services rendered and reimbursement for expenses incurred as shall be determined from time to time by the Board of Directors of this Corporation.

ARTICLE VIII

The highest amount of indebtedness or liability, direct or contingent, to which this Corporation may be subject at any one time shall be SIX MILLION, SIX HUNDRED THOUSAND (\$6,600,000.00) DOLLARS, provided such limitation shall not apply to indebtedness authorized by three-fourths (3/4) of the votes cast with respect thereto at any lawfully held meeting of the stockholders of the Corporation if such action is approved by the Arizona Corporation Commission.

ARTICLE IX

The private property of the stockholders, directors and officers of this Corporation shall be exempt from all corporate debts and liabilities of whatsoever kind and nature.

ARTICLE X

This Corporation does hereby appoint GEORGE R. HILL, whose address is 1212 Union Title Building, Phoenix 4, Arizona, who has been a bona fide resident of Arizona for at least three years, its lawful agent in and for the State of Arizona for and on behalf of said Corporation, to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit, or proceeding that may be had or brought against said Corporation in any of the courts of the State of Arizona, such service of process or notice or the acceptance thereof by said agent endorsed thereon, to have the same force and effect as if served upon the President and Secretary of the Corporation.

IN WITNESS WHEREOF, we the undersigned, have hereunto signed our names this 20th day of March, 1962.

<u>NAMES</u>	<u>HOMES & BUSINESS ADDRESSES</u>
<u>/s/ Joe N. Simmons</u> JOE N. SIMMONS	<u>Towers Hotel, Houston, Texas</u>
<u>/s/ Joshua N. Kahn</u> JOSHUA N. KAHN	<u>1551 Montana, El Paso, Texas</u>
<u>/s/ G. Wolfe</u> G. WOLFE	<u>5724 Trowbridge, El Paso, Texas</u>
<u>/s/ Albert Nunley</u> ALBERT NUNLEY	<u>343 W. Oregon Phx., Ariz.</u>
<u>/s/ E. H. Gubser</u> E. H. GUBSER	<u>Ramada Professional Bldg., Tulsa, Okla.</u>
<u>/s/ Robert Rosow</u> ROBERT ROSOW	<u>Alamo Nat'l Bldg. San Antonio, Texas</u> <u>1500 S. Zarzamora</u> <u>San Antonio, Tex</u>
<u>/s/ Sam Barshop</u> SAM BARSHOP	<u>1500 S. Zarzamora</u> <u>San Antonio, Texas</u>
<u>/s/ Philip M. Barshop</u> PHILIP M. BARSHOP	<u>266 Denslow, Los Angeles, Calif.</u> <u>274 " " "</u>
<u>/s/ William B. Ward</u> WILLIAM B. WARD	<u>3830 E. Van Buren, Phoenix, Arizona</u>
<u>/s/ Howard T. Kelly</u> HOWARD T. KELLY	<u>3393 Peachtree Rd., N.E. Atlanta, Ga.</u>
<u>/s/ E. E. Noble</u> E. E. NOBLE	<u>353 E. Thomas Rd., Phoenix, Ariz.</u>
<u>/s/ M. Robinson</u> M. ROBINSON	

STATE OF ARIZONA)
) ss:
COUNTY OF MARICOPA)

On this, the 20th day of March, 1962, before me, the undersigned officer, personally appeared Messrs. Joe N. Simmons, Joshua N. Kahn, G. Wolfe, Albert Nunley, E. H. Gubser, Robert Rosow, Sam Barshop, Philip M. Barshop, William B. Ward, Howard T. Kelly, E. E. Noble and M. Robinson, known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

/s/ George R. Hill
Notary Public

My Commission Expires:

Dec. 25, 1965

59942

ARIZONA CORPORATION COMMISSION
Incorporating Division

F I L E D

MAR. 20, 1962

At 4:15 P.M. at request of
Shimmel, Hill, Kleindienst & Bishop
Address Title & Trust Bldg.
Phoenix, Arizona
By May S. Oates
Francis J. Byrnes, Secretary

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
RODEWAY INNS OF AMERICA

We the undersigned being the President and Secretary respectively of Rodeway Inns of America, an Arizona corporation, do hereby certify that at a meeting of the stockholders of such corporation duly called by written notice stating the purpose thereof, which was held on the 5th day of March, 1965, at which a quorum was present, the Articles of Incorporation of Rodeway Inns of America were, by the affirmative vote of substantially more than the majority of the issued and outstanding stock of the corporation, amended as follows:

ARTICLE IV is amended by deleting the following:

"Each stockholder or subscriber to shares of this corporation shall be entitled to full pre-emptive or preferential rights, as such rights have been heretofore defined at common law, to purchase or subscribe for his proportionate share of any shares which may be issued at any time by this corporation, unless such rights are specifically waived by such shareholder or subscriber."

ARTICLE IV is further amended by inserting in lieu of the above deletion the following:

"No stockholder or subscriber to shares of this corporation shall have any pre-emptive or preferential rights, as such rights have been heretofore defined at common law, to purchase, subscribe for, or receive any shares of this corporation, whether such shares are now or hereafter authorized, or any obligations convertible into shares of this corporation, issued or sold. The Board of Directors may issue shares of this corporation in accordance with these Articles, or obligations convertible into such shares, without offering any of such shares or obligations to any stockholder or subscriber to shares of this corporation."

and we further certify that as such officers we were duly authorized to make and execute the within certificate and to cause the same to be filed, recorded and published as required by the laws of the State of Arizona.

ATTEST:

George R. Hill
George R. Hill, Secretary

Joe N. Simmons
Joe N. Simmons, President of
Rodeway Inns of America

1966. SUBSCRIBED AND SWORN to before me this 17th day of January,

My Commission Expires:

Aug. 10, 1968

Ed. M. Conley
Notary Public

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
~~RODEWAY INNS OF AMERICA~~
RODEWAY

We the undersigned being the President and Secretary respectively of Rodeway Inns of America, an Arizona corporation, do hereby certify that at a meeting of the stockholders of such corporation duly called by written notice stating the purpose thereof, which was held on the 5th day of March, 1965, at which a quorum was present, the Articles of Incorporation of Rodeway Inns of America were, by the affirmative vote of substantially more than the majority of the issued and outstanding stock of the corporation, amended as follows:

ARTICLE IV is amended by deleting the following:

"Each stockholder or subscriber to shares of this corporation shall be entitled to full pre-emptive or preferential rights, as such rights have been heretofore defined at common law, to purchase or subscribe for his proportionate share of any shares which may be issued at any time by this corporation, unless such rights are specifically waived by such shareholder or subscriber."

ARTICLE IV is further amended by inserting in lieu of the above deletion the following:

"No stockholder or subscriber to shares of this corporation shall have any pre-emptive or preferential rights, as such rights have been heretofore defined at common law, to purchase, subscribe for, or receive any shares of this corporation, whether such shares are now or hereafter authorized, or any obligations convertible into shares of this corporation, issued or sold. The Board of Directors may issue shares of this corporation in accordance with these Articles, or obligations convertible into such shares, without offering any of such shares or obligations to any stockholder or subscriber to shares of this corporation."

and we further certify that as such officers we were duly authorized to make and execute the within certificate and to cause the same to be filed, recorded and published as required by the laws of the State of Arizona.

ATTEST:

George R. Hill
George R. Hill, Secretary

Joe N. Simmons
Joe N. Simmons, President of
Rodeway Inns of America

SUBSCRIBED AND SWORN to before me this 17th day of January, 1966.

My Commission Expires:
Aug. 10, 1968

Eula M. Crowley
Notary Public

59942
ARIZONA CORPORATION COMMISSION
INCORPORATED

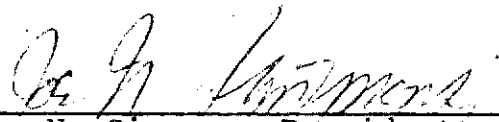
JAN 18 1966
At 3:00 PM Bishop
Shirley, Nell, Kleindienst &
Address Suite 1212 - 222 North Central Ave.
Phoenix Arizona 85004
By Mary J. Oates
George S. Linninole
R-14737

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
OF
RODEWAY INNS OF AMERICA

We the undersigned, being the President and Secretary respectively of Rodeway Inns of America, an Arizona corporation, do hereby certify that at a meeting of the stockholders of such corporation duly called and held on the 3rd day of June, 1968, at which a quorum was present, the Articles of Incorporation of Rodeway Inns of America were, by the affirmative vote of 100% of the issued and outstanding stock of the corporation, amended by deleting from ARTICLE VI the following:

"No person shall thereafter serve as a Director unless such person is elected by stockholders owning not less than two-thirds of the total outstanding stock of the corporation, present or represented at a special meeting of the shareholders called for such purpose."

And we further certify that as such officers we were duly authorized to make and execute the within certificate and to cause the same to be filed, recorded and published as required by the laws of the State of Arizona.



Joe N. Simmons, President of
Rodeway Inns of America

ATTEST:



George R. Hill, Secretary

STATE OF ARIZONA }
County of Maricopa } ss.

On this the 3rd day of June, 1968, before me, the undersigned officer, personally appeared Joe N. Simmons and George R. Hill, who acknowledged themselves to be the President and Secretary respectively of Rodeway Inns of America, an Arizona corporation, and that they, as such officers, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by and upon behalf of the said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Erla M. Crowley
Notary Public

My Commission Expires:

August 10, 1968

152

RECEIVED

1968

ARIZONA CORPORATION COMMISSION

INCORPORATED IN ARIZONA

59942

ARIZONA CORPORATION COMMISSION

INCORPORATED IN ARIZONA

F

JUN 5 1968

12:35 P.M.

Address 1118 N. McDowell St. - Suite 1000

by Charles D. Godley

R 3886

CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION OF
RODEWAY INNS OF AMERICA
(AN ARIZONA CORPORATION)

The undersigned, being the President and Secretary of Rodeway Inns of America, an Arizona corporation, do hereby certify that the following amendments to the Articles of Incorporation of said corporation were unanimously adopted at a meeting of the shareholders of said corporation held at Phoenix, Arizona, on February 17, 1969, pursuant to written notice of the proposed amendments given more than thirty days prior to such meeting:

Article IV is deleted in its entirety, and the following Article is inserted in lieu thereof:

ARTICLE IV

The total number of shares of stock which the corporation shall have authority to issue is ONE HUNDRED TWENTY MILLION (120,000,000) of which TWENTY MILLION (20,000,000) shall be shares of Preferred Stock without par value and ONE HUNDRED MILLION (100,000,000) shares shall be of Common Stock of the par value of FIFTY CENTS (\$0.50) per share.

The Board of Directors is expressly authorized to adopt, from time to time, a resolution or resolutions providing for the issue of Preferred Stock in one or more series, to fix the number of shares in each such series and to fix the designations and the powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions thereof, of each such series, provided that before the issuance of the shares of each such series, this corporation shall comply with all laws applicable to the issuance of such shares. The authority of the Board of Directors with respect to each such series shall include

a determination of the following (which may vary as between the different series of Preferred Stock):

(a) The number of shares constituting the series and the distinctive designation of the series;

(b) The dividend rate on the shares of the series, the conditions and dates upon which dividends thereon shall be payable, the extent, if any, to which dividends thereon shall be cumulative, and the relative rights of preference, if any, of payment of dividends thereon;

(c) Whether or not the shares of the series are redeemable and, if redeemable, including the times during which they shall be redeemable and the amount per share payable in case of redemption, which amount may, but need not, vary according to the time and circumstances of such action;

(d) The amount payable in respect of the shares of the series, in the event of any liquidation, dissolution or winding up of the corporation, which amount may, but need not, vary according to the time or circumstances of such action, and the relative rights of preference, if any, of payment of such amount;

(e) Any requirement as to a sinking fund for the shares of the series, or any requirement as to the redemption, purchase or other retirement by the corporation of the shares of the series;

(f) The right, if any, to exchange or convert shares of the series into shares of any other series or class of stock of the corporation and the rate or basis, time, manner and condition of exchange or conversion;

(g) The voting rights, if any, to which the holders of shares of the series shall be entitled in addition to the voting rights provided by law;

(h) Any other term, condition or provision with respect to the series not inconsistent with the provisions of this Article IV or any resolution adopted by the Board of Directors pursuant thereto.

Subject to any rights to receive dividends to which the holders of the shares of the Preferred Stock may be entitled, the holders of shares of Common Stock shall be entitled to receive dividends, if and when declared payable from time to time by the Board of Directors from any funds legally available therefor.

In the event of any dissolution, liquidation or winding up of the corporation, whether voluntary or involuntary, after there shall have been paid to the holders of shares of Preferred Stock the full amounts to which they shall be entitled, the holders of the then outstanding shares of Common Stock shall be entitled to receive, pro rata, all of the remaining assets of the corporation available for distribution to its stockholders. The Board of Directors may distribute in kind to the holders of the shares of Common Stock such remaining assets of the corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of the shares of Common Stock. The merger or consolidation of the corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the corporation for the purpose of this paragraph.

Each outstanding share of Common Stock of the corporation shall entitle the holder thereof to one vote on each matter submitted to a vote at a meeting of the stockholders.

No holder of shares of stock of the corporation of any class shall have any pre-emptive, preferential or other right to purchase or subscribe for any shares of stock, whether now or hereafter authorized, of

the corporation of any class, or any obligations convertible into, or any options or warrants to purchase, any shares of stock, whether now or hereafter authorized, of the corporation of any class, other than such, if any, as the Board of Directors may from time to time determine, and at such price as the Board of Directors may from time to time fix; and any shares of stock or any obligations, options or warrants which the Board of Directors may determine to offer for subscription to holders of any shares of stock of the corporation may, as the Board of Directors shall determine, be offered to holders of shares of stock of the corporation of any class or classes or series, and if offered to holders of shares of stock of more than one class or series, in such proportions as between such classes and series as the Board of Directors may determine.

Article VII is deleted in its entirety, and the following Article is inserted in lieu thereof:

ARTICLE VII

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses for which such person has not otherwise been reimbursed (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the

best interests of the corporation, and, with respect to any criminal action or proceeding had reasonable cause to believe that his conduct was unlawful.

(b) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses for which such person has not otherwise been reimbursed (including attorneys' fees and amounts paid in settlement) actually and reasonably incurred by him in connection with the defense or settlement of such suit or action if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the Superior Court of Maricopa County, Arizona or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Superior Court of Maricopa County, Arizona or such other court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b) of this Article VII, or in defense of any claim, issue or matter therein, and subject to compliance with any laws applicable to this Article VII, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under paragraphs (a) and (b) of this Article VII (unless ordered by a court) shall be made by the corporation only as

authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in such paragraphs (a) and (b). Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the stockholders.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation.

(f) The indemnification provided in this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, or of any other indemnification which may be granted to any person apart from this Article VII, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

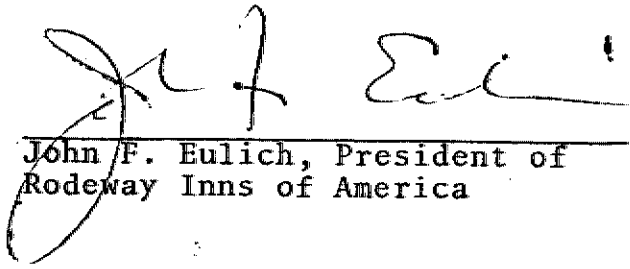
Article VIII is deleted in its entirety, and the following Article is inserted in lieu thereof:

ARTICLE VIII

The highest amount of indebtedness or liability, direct or contingent, to which this corporation may be subject at any one time shall not exceed a sum equal to two-thirds (2/3) of the authorized capital stock of this corporation or as otherwise provided by law; provided, however, that such limitation

shall not apply to indebtedness authorized by three-fourths (3/4) of the votes cast with respect thereto at any lawfully held meeting of the stockholders of the corporation if such action is approved by the Arizona Corporation Commission.

The undersigned do further certify that they are the duly elected President and Secretary of the said corporation and have been authorized, empowered and instructed to make and execute this certificate and to cause the same to be filed, recorded and published as required by the laws of the State of Arizona.


John F. Eulich, President of
Rodeway Inns of America

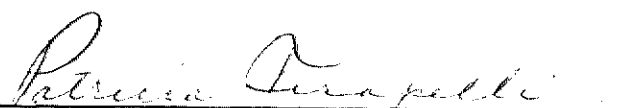
ATTEST:


George R. Hill, Secretary

STATE OF ARIZONA,)
County of Maricopa) ss.

On this the 26th day of February, 1969, before me, the undersigned officer, personally appeared JOHN F. EULICH and GEORGE R. HILL, who acknowledged themselves to be the President and Secretary respectively of RODEWAY INNS OF AMERICA, an Arizona corporation, and that they, as such officers, being authorized so to do, executed the foregoing instrument for the purposes therein contained, for and upon behalf of the said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public

My Commission Expires:

My Commission Expires Sept. 23, 1972

59942
ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

Capital

FEB 24 1969

W. B.
At *1:45 P.M.* at request of *Shimmel, Bill & Bishop - atty*
Address *Suite 1000, W. W. Monroe St.*
Phoenix, Arizona 85003
By *Altra Gonzalez, P.P.*
Charles D. Fladky
SECRETARY

R# 24320

AFFIDAVIT ANNEXED TO CERTIFICATE OF
RODEWAY INNS OF AMERICA PURSUANT TO
SECTION 10-152.01 A.R.S., FILED ON
JUNE 30, 1969


STATE OF ARIZONA,)
)
County of Maricopa) ss.

The undersigned do hereby certify that they are
the Senior Vice President and Secretary, respectively, of
RODEWAY INNS OF AMERICA, an Arizona corporation, and that
they have been duly authorized to execute and file the at-
tached certificate.

DATED this 30th day of June, 1969.




Joe N. Simmons
Senior Vice President



George R. Hill
Secretary

Subscribed and sworn to before me this 30th day of
June, 1969.



Notary Public

My Commission Expires: Dec. 18, 1970.

CERTIFICATE OF RODEWAY INNS OF AMERICA
PURSUANT TO SECTION 10-152.01 A.R.S.

The undersigned, JOE N. SIMMONS and GEORGE R. HILL, respectively the Senior Vice President and Secretary of RODEWAY INNS OF AMERICA, an Arizona corporation, do hereby certify that at a meeting of the Board of Directors of said corporation, duly convened and held on June 23, 1969, the following preamble and resolution were duly adopted:

WHEREAS, the Articles of Incorporation of the corporation, as originally filed in the office of the Arizona Corporation Commission on March 20, 1962, and amended on February 17, 1969, provide for the class of shares of stock designated as "Preferred Stock without par value" issuable from time to time in one or more series, and vests in the Board of Directors the authority to fix the designations and the powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions thereof, and to fix the number of shares constituting any such series, all pursuant to Section 10-152.01 of the Arizona Revised Statutes;

NOW, THEREFORE, BE IT RESOLVED that there shall be a series of Preferred Stock without par value of the corporation to be designated "Series A Preferred Stock"; that the number of shares of such series shall be FORTY THOUSAND (40,000) shares; and that the powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions thereof shall be as follows:

(a) Dividends--The holders of the Series A Preferred Stock shall be entitled to receive non-cumulative cash dividends of six (6) cents per share in any fiscal year if and as declared by the Board of Directors of the company before any dividends (other than a dividend payable in the Common Stock of the corporation) may be paid or any other distribution may be made on the Common Stock in such fiscal year.

(b) Redemption--The corporation, at the option of the Board of Directors, may at any time and from time to time between July 1, 1969 and December 31, 1969, redeem not more than 10,000 shares of Series A Preferred Stock then outstanding and subsequent to June 30, 1974, redeem all or less than all of the shares of Series A Preferred Stock then outstanding at the redemption price of One Dollar (\$1.00) per share in such manner and upon such notice as shall be determined by the Board of Directors of the corporation; provided, however, that if notice of redemption is given subsequent to January 1, 1970, the holders of the Series A Preferred Stock shall be allowed a period of not less than thirty (30) days after the mailing of the notice of redemption by the corporation in which to convert the Series A Preferred Stock to Common Stock as hereinafter provided. In any case of the redemption of less than all of the shares at the time outstanding, the Company shall effect such redemption pro rata to the nearest full share.

(c) Liquidation--In the event of any voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of the Series A Preferred Stock shall be entitled to receive, before any distribution or payment is made to the holders of the common stock, the sum of One Dollar (\$1.00) per share without interest. If, upon such liquidation, dissolution, or wind-up, the assets of the corporation distributable as aforesaid among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to them of said amount, the entire assets shall be distributed ratably among the holders of the Series A Preferred Stock.

(d) Conversion--Each holder of shares of the Series A Preferred Stock shall have the right, at the option of such holder, at any time subsequent to January 1, 1970, to convert such shares into shares of Common Stock subject to the following terms and conditions:

(1) The conversion rate shall be one (1) share of Common Stock for one (1) share of Series A Preferred Stock, subject to adjustment as follows:

(i) In case the corporation shall at any time subdivide the outstanding shares of Common Stock issuable upon conversion of shares of Series A Preferred Stock, the conversion rate shall be proportionally increased, and in case the corporation shall at any time combine the outstanding shares of Common Stock issuable upon conversion of shares of Series A Preferred Stock, the conversion rate shall be proportionally decreased.

(ii) In case the corporation shall declare on or in respect of the Common Stock a dividend payable in the Common Stock of the corporation, the conversion rate shall be proportionally increased.

(iii) In case of any consolidation or merger of the corporation with or into another corporation (other than a merger in which the corporation is a continuing corporation and which does not result in any reclassification or change of the outstanding shares of Common Stock of the class issuable upon conversion of the Series A Preferred Stock) the holder of each share of Series A Preferred Stock then outstanding shall have the right thereafter to convert such share into the kind and amount of shares of stock and other securities and property receivable upon such consolidation or merger by a holder of the number of shares of the Common Stock of the corporation into which such share might have been converted immediately prior to such consolidation or merger, and such right to convert shall be subject to the adjustments provided for in subparagraphs (d)(1)(i) and (d)(1)(ii) hereinabove.

(2) In order to convert any shares of Series A Preferred Stock as aforesaid, the holder shall surrender such share which is to be so converted to the Transfer Agent for the Series A Preferred Stock at any time during usual business hours at its principal office together with written notice of the election to convert such shares and a certified or bank cashier's check

in full payment of the conversion price (as hereinafter defined). The holder shall endorse the certificate so surrendered, shall designate the person in whose names the Common Stock shall be issued, and shall execute such other documents as may be required by the Transfer Agent or the Board of Directors of the corporation.

(3) The conversion price to be paid with the notice of conversion shall be a sum equal to the product of -

(a) Until the earliest public offering of Shares of Common Stock of the corporation pursuant to a Registration Statement filed by the corporation with the Securities and Exchange Commission, \$14.00, or

(b) After such public offering, the difference between \$1.00 and the price per share at which the Common Stock of the corporation shall be offered at such public offering, multiplied by the number of shares of Series A Preferred Stock which are surrendered for conversion with such notice.

(4) As promptly as practicable after compliance by the holder of all requirements for conversion as hereinabove provided, the corporation shall issue certificates representing the number of fully paid and non-assessable shares of Common Stock of the corporation into which such shares may be converted after applying the conversion rate provided for in Paragraph (d)(1) above. If application of the conversion rate should require the issuance of a fraction of a share of Common Stock, the corporation

shall pay a cash adjustment in respect of each such fraction in an amount equal to the same fraction of the market price per share of the Common Stock, as determined by the Board of Directors, at the close of business on the day of conversion.

(5) In the case of any shares of Series A Preferred stock which are called for redemption as hereinabove provided, the conversion rights of such shares shall expire at a time set by the Board of Directors which shall allow a period of not less than thirty (30) days for conversion of such shares by the holders thereof as hereinabove provided.

(6) The corporation shall at all times reserve and keep available, free from pre-emptive rights, out of its authorized and unissued Common Stock, for the purposes of effecting the conversion of the shares of Series A Preferred Stock, the full number of shares of the Common Stock then deliverable in the event of and upon the conversion of all of the shares of the Series A Preferred Stock then outstanding.

(7) The corporation will pay all taxes that may be payable in respect of the issue or delivery of shares of the Common Stock on conversion of shares of the Series A Preferred Stock pursuant hereto, but will not be required to pay any tax which may be payable in respect of any transfer involved in the issue and delivery of shares of the Common Stock in a name other than that in which the shares of Series A Preferred

Stock so converted were registered, and no such issue or delivery shall be made unless and until the person requesting such issue has paid to the corporation the amount of any such tax, or has established, to the satisfaction of the corporation, that such tax has been paid.

(e) Voting Rights--The holders of shares of Series A Preferred Stock shall be entitled to vote on all matters at all meetings of the shareholders of the corporation. The holders of shares of Series A Preferred Stock will be entitled, for each share of Series A Preferred Stock held, to that number of votes equal to the number of shares of Common Stock, to the nearest full share, into which such share of Series A Preferred Stock was convertible at the record date for the determination of the shareholders entitled to vote on such matters.

EXECUTED at Phoenix, Arizona, on the 30th day of June, 1969.

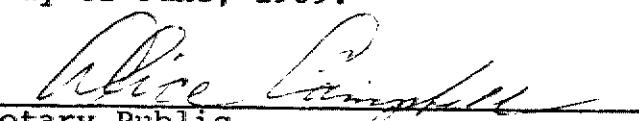


JOE N. SIMMONS
Senior Vice President



GEORGE R. HILL, Secretary

SUBSCRIBED AND SWORN to by JOE N. SIMMONS and GEORGE R. HILL before me on this 30th day of June, 1969.



Notary Public

My Commission Expires:

Dec. 18, 1970

...to the ... of the ...
...to the ... of the ...
...to the ... of the ...
...to the ... of the ...
...to the ... of the ...

...to the ... of the ...
...to the ... of the ...
...to the ... of the ...
...to the ... of the ...
...to the ... of the ...

ms. Out

59942

ARIZONA CORPORATION COMMISSION
INVESTMENT DIVISION

JUL 1 1969

11:20 A.M.

Shimpel, Neil, Klindienst & Bishop
Suite 1000, 117 West Monroe St.
Phoenix, Arizona

Charles D. Bradley

R# 36656

...has ... of the ...
...to the ... of the ...

...

...

A M E N D M E N T
TO
ARTICLES OF INCORPORATION
OF
RODEWAY INNS OF AMERICA

THIS IS TO CERTIFY that at a Special Meeting of the shareholders of RODEWAY INNS OF AMERICA, a corporation organized and existing under and by virtue of the laws of the State of Arizona, held at the office of the Company at Suite 400, 2880 LBJ Freeway, Dallas, Texas, on the 2nd day of December, 1971, legal notice of the time, place and purpose of such meeting having been sent to all shareholders, by a vote of a majority of all issued and outstanding stock, represented in person or by proxy, the resolution was passed authorizing amendment of Articles II, IV and X of the Articles of Incorporation of RODEWAY INNS OF AMERICA to read as follows:

ARTICLE II

Location of the principal place of business of the corporation shall be in the City of Phoenix, County of Maricopa, Arizona. The corporation shall have such other place or places of business either within or without the State of Arizona

as may be established from time to time by the Board of Directors.

ARTICLE IV

The regular annual meeting of the Stockholders will be held at such place, within or without the State of Arizona on the second Wednesday in August, commencing with the year 1972, unless said date be a legal holiday, in which event the annual meeting of the Stockholders shall be held on the next succeeding day or on such other date and time as shall be fixed from time to time by the Board of Directors.

ARTICLE X

This corporation does hereby appoint, subject to the right of the Board of Directors to change the registered agent for service, CT Corporation Systems, a bona fide resident of Arizona for at least three years, whose address is 14 North 18th Avenue, Phoenix, Maricopa County, Arizona, 85007, as lawful agent in and for the State of Arizona, for and on behalf of said corporation to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceedings that may be had or brought against said corporation in any of the courts of the State of Arizona, such service or process or notice or the acceptance thereof by said agent endorsed thereon, to have the same force and effect as if served upon the president and secretary of the corporation.

IN WITNESS WHEREOF, the said RODEWAY INNS OF AMERICA has caused this certificate to be executed by its President and its corporate seal to be affixed and attested by its Secretary this 12th day of January, 19 72.



PRESIDENT

(corporate seal)

ATTEST:



SECRETARY

STATE OF TEXAS

1

COUNTY OF DALLAS

1

This instrument was acknowledged before me this 12th day of January, A. D. 1972, by E. D. MILLER, President of RODEWAY INNS OF AMERICA, who stated

that he executed such instrument on behalf of said company for the purpose and consideration therein expressed.

Martha A. Butler
Notary Public in and for
Dallas County, Texas

59942

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

FILED

APR 6 1972

Annual
meeting date

At 10:10 A.M. at request of
C.T. Corporation System
Address 14 North 18th Avenue
Phoenix, Arizona 85007
BY Mary L. Sanchez
SECRETARY
George M. Dempsey,

PH 4749

Amend filed
by 272


CONSENT TO USE OF NAME

Rodeway Inn of Boise, a corporation, qualified
to do business
~~organized~~ under the laws of the State of Idaho, hereby consents to
the organization-qualification of RODEWAY INNS OF AMERICA, an ~~Arizona~~ corporation
in the State of Idaho

IN WITNESS WHEREOF, the said Rodeway Inn of Boise

_____ has caused this consent to be executed by its _____ president
and attested under its corporate seal by its _____ secretary, this _____ day of
June 22 19 73

Rodeway Inn of Boise

By 
President

Attest:


Secretary

(SEAL)