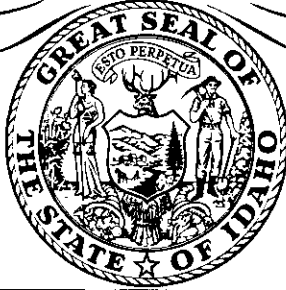


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

NATIONAL MOTEL CONSTRUCTION COMPANY

a corporation duly organized and existing under the laws of **California** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twenty-ninth** day of **August**, 19 **61**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-ninth** day of **August**, 19 **61**, a designation of **J. L. Eberle** in 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 **29th** day of **August**, A.D. 19 **61**.

Secretary of State.

STATE OF CALIFORNIA



DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, FRANK M. JORDAN, Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California,

this MAY 10 1961

Frank M. Jordan
Secretary of State

By *Walter C. Butler*
Assistant Secretary of State



JAN 11 1960

FRANK M. JORDAN, Secretary of State
By **STACY H. ASPEY**
Deputy

OF THE PROPOSITION

6.

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

1. *Chlorophyll a* (Chl *a*)

THEY ARE THE ONLY TWO ACTRESS-PRODUCERS WHO HAVE
 PRODUCED AND STARRED IN THE SAME FILM. "THEY
 ARE THE ONLY TWO ACTRESS-PRODUCERS WHO HAVE
 PRODUCED AND STARRED IN THE SAME FILM."

1. THE BOARD OF DIRECTORS

10. The number of observations is

NATIONAL HOTEL CONSTRUCTION COMPANY

SECOND. That the primary business in which this corporation is intended to fully engage is:

To construct as owner or as contractor motels, hotels and other commercial buildings and improvements.

28. AD. The general purposes and powers of this corporation shall include the following:

191. In any lawful manner to take, acquire, buy, hold, own, maintain, or to do by, operate, sell, convey, lease, sub-lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property or any interest and rights therein, without limit of amount, and wherever situated; to take, acquire, buy, hold, own, maintain, lease, mortgage, pledge and otherwise deal in and dispose of chattels, real, personal, chattels and chattels real, without limit as to amount; to lend money, to secure by mortgage, on real estate or upon chattels real, or to lend money and make advances from time to time and to be repaid by mortgage for future advances on real estate or chattels real, property to acquire by purchase, lease, exchange, hire or otherwise, lands or any interest therein and to survey, plat, sub-divide and/or re-subdivide the same, to erect, construct, alter, maintain and improve house, building or works of any description on any lands of the corporation or upon any other lands, and to rebuild, alter and improve existing house, building or works thereon, to convert and appropriate any such lands, to build and form roads, streets or other conveniences, to generally improve and to improve the property of the corporation and to alter and/or vacate or procure the alteration or vacation of roads, street, improvements or subdivisions belonging to the corporation or the properties of others, to rent, lease,

let, mortgage or otherwise dispose of the lands, houses, buildings and other property of the corporation; to undertake and direct the management, rental and sale of all property, buildings and lands of the corporation or otherwise; to transact on commission or otherwise the general business of a real estate agent and broker.

(b) To purchase or otherwise acquire; lay out, plot, develop, improve, build upon, own, hold, lease, sell, convey, mortgage or otherwise use or dispose of townsites or towns, or the lots, blocks or subdivisions thereof, or lots, blocks or subdivisions in any town, village or city, or other place or locality.

(c) To acquire, by purchase or otherwise, rent, construct, erect, maintain, operate, conduct, own, hold, use, sell, convey, let, lease, mortgage, or otherwise dispose of any and all kinds of houses, buildings, structures, warehouses, hotels, lodgings, eating houses and places of worship, rent or recreation for employees of the corporation or others; and to do and transact any and all business incident thereto or connected therewith, and to apply for, take, acquire by purchase or otherwise, use, hold, own, sell, assign, transfer or otherwise dispose of any and all permits, privileges, licenses and concessions therefor.

(d) To conduct and carry on the business of builders and contractors for the purpose of building, constructing, erecting, altering, repairing or doing any other work in connection with any and all classes of building and improvements of any kind and nature whatsoever, both public and private, or integral parts thereof, and to perform engineering and architectural work, including the preparation of plans, and specifications and expert work, as acting and consulting and superintending engineers and architects and generally to do and perform any and all work as builders and contractors, and with that end in view to solicit, obtain, make, perform and carry out contracts covering the building and contracting business and the work connected therewith.

(e) To take, appropriate, purchase or otherwise acquire, take on lease or under agreement, own, hold, develop, use, lease, sell, convey, mortgage or otherwise dispose of water, water courses, water rights, and rights to the use and flow of running water, and any and all riparian rights; to acquire by purchase or otherwise, divert, take, store, develop, provide, control, own, hold, use, lease, sell, convey, distribute, furnish and supply water for manufacturing, mechanical, domestic, stock and agricultural purposes and for any other use or purpose to which water can be applied; to acquire by purchase or otherwise, build, construct, own, hold, develop, use, maintain, hire, sell, lease, mortgage, or otherwise dispose of catchments, reservoirs, embankments, dams, canals, ditches, flumes, slides, chutes, drains, pipe lines and all other works necessary or convenient for obtaining, receiving, developing, storing, controlling, distributing or otherwise using or disposing of water for any of the above uses or purposes, or for any use or purpose whatsoever.

(i) To act as fiscal or financial agent for corporations, companies, associations, partnerships, syndicates, firms or individuals, and as agent for others in the handling of real estate and personal property, receive, collect, disburse and dispose of, for itself or for other corporations, companies, associations, partnerships, syndicates, firms or individuals, any rent, interest, dividends, earnings or income from, upon or on account of any and all real estate, bonds, mortgages, deed of trust, debentures, notes, stocks, shares, securities, obligations, contracts or other evidence of indebtedness and the doing of all things necessary or incident thereto.

(j) To carry on the business of loaning money on real estate, to buy, sell, discount and deal in commercial paper, mortgages on real estate, real estate mortgage bonds, and other securities, obligations and evidences of indebtedness of any and every kind, nature and description; to lend money upon, buy or otherwise acquire, issue, invest in, borrow or otherwise raise money upon, hypothecate, trustee, sell or otherwise dispose of, mortgages, mortgage bonds, mortgage certificates, land contracts, leases and other instruments representing interest in real or personal property, bonds, shares, debentures, promissory notes, trade acceptances, warehouse receipts, bills of lading and other securities.

(k) To form, promote and assist financially or otherwise, corporations, companies, syndicates, partnerships and associations of all kinds and to give any guarantee in connection therewith or otherwise, for the payment of money, or for the performance of any obligation or undertaking; and generally to engage in, conduct and carry on the business of promotion and/or organization in all the various branches, phases and details thereof.

(l) To acquire in any manner the good will, rights, assets and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation; to pay for the same in cash, stock of this corporation, bonds or otherwise; to hold or in any manner dispose of the whole or any part of the properties so acquired; to exercise all the powers necessary or convenient in and about the conduct and management of said business.

(m) To enter into, make, perform and carry out contracts of every kind and sort which may be necessary or convenient for the business of this corporation with any person, firm, association, corporation, private, public or municipal body politic, any state, territory or municipality of the United States or any foreign government, colony or body politic, or with the United States of America, any political, administrative or governmental subdivision therein, or any corporation, formed by or supervised by the United States of America, or by any foreign government, colony or body politic.

(n) To procure, obtain, purchase, lease or otherwise to acquire, and to hold, use, own, operate and introduce, and to sell, assign or otherwise to dispose of any letters patent, licenses or grants in respect of letters patent, inventions, improvements, processes, trade-marks and trade names, used in connection with

or secured under letters patent of the United States or elsewhere, or otherwise; and to use, exercise, develop, grant licenses in respect of or otherwise turn to account any such patents, licenses, processes, inventions, trademarks and trade names, or the like.

(j) To borrow or raise money for any of the purposes of this corporation and from time to time to issue warrants, bonds, debentures, notes or other obligations, secured or unsecured, if this corporation for money so borrowed, or for any of the other objects or purposes of this corporation, or in connection with its business to secure such bonds, debentures, notes and other obligations by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any and all of the property, rights, privileges or franchises of this corporation wheresoever situated, acquired or to be acquired, and to pledge, sell or otherwise dispose of any or all such bonds, debentures, notes and other obligations of this corporation for its corporate purposes.

(k) To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of capital stock of or any bonds, securities or evidences of indebtedness created by any other corporation or corporations as organized under the laws of this state or any other state, country, nation or government, so far as may be permitted by the laws of the State of California, and to exercise all the rights, powers and privileges of ownership while the owner thereof.

(l) To purchase the shares of its own capital stock, provided such purchases shall be made only out of the net profits arising from the business of the corporation, and to sell and transfer such shares for the purposes of the corporation.

(m) To have one or more offices, to carry on all or any of its operations and business and without restrictions or limits as to amount to purchase or otherwise acquire, hold, own, mortgage, pledge, sell, convey, or otherwise dispose of such real and personal property as the purposes of this corporation may require, in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

(n) To engage in, conduct and carry on any other business which may, in the discretion of the Directors seem capable of being conveniently carried on, or calculated directly or indirectly to enhance the value of the company's property or rights, and to do any and all of the above things or any part thereof as principals, agents, contractors, subcontractors, or otherwise, and by or through agents or otherwise, and either alone or in conjunction with others, generally to attain and further any of the purposes herein set forth or incidental to the business of the corporation, or to any of the powers herein specified; and to do any and all other acts and things and exercise all such other powers which a copartnership or natural person could do and exercise and which now or hereafter may be authorized by law.

The several clauses contained in this statement of purposes shall be construed both as purposes and powers and the statements contained in such clause shall, except where otherwise expressed, be in no wise limited, or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers. The business or purpose of this corporation is from time to time to do any one or more of the acts and things herein set forth and it is hereby expressly provided that the enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation.

FOURTH: That the principal office for the transaction of the business of this corporation is to be located in the County of Los Angeles, State of California.

FIFTH: That the corporation shall have authority to issue only one class of shares of stock and that the total number of shares is five thousand (5,000) shares; that the par value of each share is One Hundred Dollars (\$100.00); that the aggregate par value of said shares is Five Hundred Thousand Dollars (\$500,000.00).

SIXTH: That there shall be three directors; that the names and addresses of the persons who are appointed to act as the first directors are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
ALBERT S. FRIEDLANDER	8736 Sunset Blvd., Los Angeles 46, Calif.
GLADYS HORTON	8736 Sunset Blvd., Los Angeles 46, Calif.
JESSICA LEWIS	8736 Sunset Blvd., Los Angeles 46, Calif.

SEVENTH: That in case a shareholder desires to sell his share or share of stock, he must first offer them for sale to the remaining stockholders, it being the intention hereof to give them a preference in the purchase of same, and any attempted sale in violation of this provision is null and void. A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating prices and terms of sale, and unless his prices and terms are accepted by any or all of the other stockholders within thirty (30) days thereafter, they shall be deemed to have waived their privilege of purchasing and he shall be at liberty to sell to anyone else for the same price or higher price and for the same or better terms for which it was offered to the remaining stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 5th day of January, 1960.

Albert S. Friedlander
Albert S. Friedlander

Gladys Horton
Gladys Horton

Jessica Lewis
Jessica Lewis

STATE OF CALIFORNIA

ss

COUNTY OF LOS ANGELES

On this 5th day of January, 1960, before me, a Notary Public in and for the County of Los Angeles, State of California, personally appeared ALBERT S. FRIEDLANDER, GLADYS HORTON and JESSICA LEWIS, known to me to be the persons named as directors in the within instrument, and whose names are subscribed thereto, and acknowledged to me that they executed the same

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Bernard Whitney

Notary Public in and for the County
of Los Angeles, State of California.

My commission expires 6-25-60

(Notarial Seal)