



CERTIFICATE OF INCORPORATION
OF

TRESTLE CREEK INN, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: November 17, 1986



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Spencer Fridstuen*

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ARTICLES OF INCORPORATION

OF

TRESTLE CREEK INN, INC.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Idaho Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is: TRESTLE CREEK INN, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose for which this corporation is organized is to engage in any lawful act, activity and/or business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is three thousand (3,000) shares, par value, One Dollar (\$1.00). The corporation may purchase, directly or indirectly, its own shares to the extent of the aggregate or unrestricted reduction surplus available therefor.

ARTICLE V

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of at least One Thousand and No/100 Dollars (\$1,000.00), consisting of money, labor done or property actually received.

ARTICLE VI

No shareholder of this corporation shall have, by reason of his holding shares of any class of stock of this corporation, any preemptive or preferential right to purchase or subscribe for any shares (including treasury shares) of any class of stock of this

corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other security convertible into or carrying options, warrants or rights to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any shares or such notes, debentures, bonds or other security would adversely affect the dividend or voting rights of any such shareholder, other than such rights, if any, as the Board of Directors, at its discretion, from time to time may grant, and at such price as the Board of Directors, at its discretion, may fix; and the Board of Directors may issue shares of any class of stock of this corporation or any notes, debentures, bonds or other securities convertible into or carrying options, warrants or rights to purchase shares of a class without offering any such shares of any class or such notes, debentures, bonds or other security either in whole or in part to the existing shareholders of any class.

ARTICLE VII

All of the corporation's directors and officers and former directors and officers and all persons who may have served at this corporation's request as a director or officer of another corporation in which this corporation is a creditor, shall be indemnified against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding 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 such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct. The foregoing right to indemnification shall include reimbursement of the amounts and expenses paid or incurred in settlement of any such action, suit or proceeding if settlement thereof or a plea of nolo contendere (or other plea

of substantially the same import and effect) in the opinion of counsel for this corporation appears to be in the interest of this corporation. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or under any bylaws, agreement, vote of shareholders or otherwise.

ARTICLE VIII

The right to cumulate votes in the election of directors and/or cumulative voting by any shareholder is hereby expressly denied.

ARTICLE IX

The post office address of its initial registered office is: Highway 200, Hope, Idaho, 83836. The name of its initial registered agent at that address is: HOWARD WALLER.

ARTICLE X

The number of directors constituting the initial Board of Directors is six (6) and the name and address of the person who is to serve as director until the first annual meeting of the shareholders and until successors are elected and qualified is:

<u>Name</u>	<u>Address</u>
HOWARD WALLER	Post Office Box 555 Highway 200, Hope, Idaho 83836
VIRGINIA WALLER	Post Office Box 555 Highway 200, Hope, Idaho 83836
JIM TUCKER	Post Office Box 555 Highway 200, Hope, Idaho 83836
ROYCE TUCKER	Post Office Box 555 Highway 200, Hope, Idaho 83836
HARVEY T. McCROSKEY, JR.	Preston Plaza Mall, Suite 7 Pottsboro, Texas 75076
JANET McCROSKEY	Preston Plaza Mall, Suite 7 Pottsboro, Texas 75076

ARTICLE XI

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
SAMUEL W. GRABER	MBank Plaza, Suite 6 Sherman, Texas 75090
DARLENE R. GARNER	MBank Plaza, Suite 6 Sherman, Texas 75090

ARTICLE XII

The Board of Directors is expressly authorized to adopt, alter, and amend the bylaws of the corporation, subject to real or change by action of the shareholders.

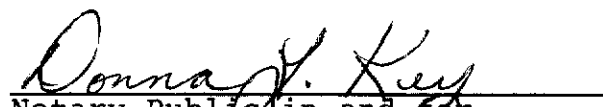
IN WITNESS WHEREOF, we have hereunto set our hands this
10th day of November, 1986.


SAMUEL W. GRABER


DARLENE R. GARNER

THE STATE OF TEXAS)
)
COUNTY OF GRAYSON)

I, the undersigned, a Notary Public, do hereby certify that on this 10th day of November, 1986, personally appeared before me SAMUEL W. GRABER and DARLENE R. GARNER, who each being by me first duly sworn, severally declared that they signed the foregoing document as incorporators and that the statements therein contained are true.


Notary Public in and for
The State of Texas

My Commission Expires:

12/12/87