

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY

OF

CAVANAUGHS HOSPITALITY CORPORATION

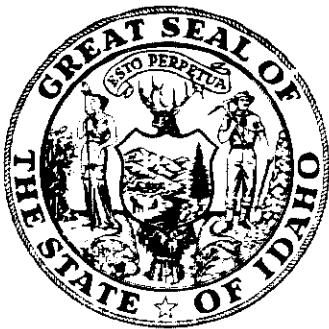
dba CAVANAUGHS IDAHO HOSPITALITY CORPORATION

File Number C 123345

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the Application for such Certificate.

Dated: March 31, 1998



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sandy Blane*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows:

98 MR 22

city and state has ~~been~~ 23

Name	Office	Address
Donald K. Barbieri	President/Chm of Bd.	201 W. North River Dr., Spokane, WA 9920
Art Coffey	Ex. V.P./Treas./Director	" "
Thomas Barbieri	Sr. V.P./Asst. Sec./Director	" "
Richard L. Barbieri	Sr. V. P./Sec/Director	" "

Dated: March 20, 1998

CAVANAUGHS HOSPITALITY CORPORATION
(CORPORATION NAME)

By

Its Richard Barbieri, Vice President and Secretary
(specify capacity of signer)

Customer Acct #:	00000000000000000000000000000000
<input checked="" type="checkbox"/> using pre-paid account	
Secretary of State use only	

IDAHO SECRETARY OF STATE

03/23/1998 09:00
OK: 22514 CT: 85138 BH: 93418

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1 0 20.00 = 20.00 EXPEDITE

c 123345

STATE of WASHINGTON



98 MAR 23 PH 2:23

93 MAR 31 AM 10:28

STATE OF IDAHO

SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,

hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

CAVANAUGHS HOSPITALITY CORPORATION

I FURTHER CERTIFY that the records on file in this office show that the

above named profit corporation was formed under the laws of the

State of Washington and was issued a Certificate of Incorporation

in Washington on April 25, 1978.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution

have been filed, and that the corporation is duly authorized to

transact business in the corporate form in the State of Washington.



Date: March 4, 1998

Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital


Ralph Munro, Secretary of State

**CERTIFICATION OF MINUTES
OF
CAVANAUGHS HOSPITALITY CORPORATION**

98 MAR 31 AM 10:22

STATE OF IDAHO

To whom it may concern:

The undersigned, being the corporate secretary of Cavanaughhs Hospitality Corporation, a Washington corporation ("Corporation"), hereby certifies that the following resolution was adopted and ratified at meeting or unanimous written consent in lieu of meeting of the Board of Directors of the Corporation duly held pursuant to applicable notice and law on March 19, 1998:

WHEREAS the Board has determined that the Corporation should be qualified to do business in the State of Idaho, and

WHEREAS Cavanaughhs Hospitality Limited Partnership, a Delaware limited partnership, of which the Corporation is the sole general partner, is already qualified to do business in the State of Idaho, and

WHEREAS the State of Idaho may require that the Corporation qualify to do business in the State of Idaho using a business name other than Cavanaughhs Hospitality Corporation,

NOW THEREFORE IT IS RESOLVED that the Corporation adopts the name
CAVANAUGHS IDAHO HOSPITALITY CORPORATION
for use in the State of Idaho.

and further

NOW THEREFORE IT IS RESOLVED that the Corporation, in its capacity as sole general partner of Cavanaughhs Hospitality Limited Partnership, does hereby consent to and request that the State of Idaho approve the use of the name

CAVANAUGHS IDAHO LIMITED PARTNERSHIP
by the Corporation in the State of Idaho.

Certified by
Cavanaughhs Hospitality Corporation


Richard L. Barbieri
Its Secretary

Cavanaughhs Hospitality Limited Partnership

201 W. North River Drive, Spokane, WA 99201
509-459-6100

VIA OVERNIGHT COURIER

EXPEDITED SERVICE REQUESTED

March 27, 1998

Secretary of State
State of Idaho
Corporate Division
ATTENTION: Sheryl DeVries
700 West Jefferson
Boise, ID 83720-0080
(contact phone: 208-334-2300)

TO THE OFFICE OF THE SECRETARY OF STATE
STATE OF IDAHO

The undersigned, Cavanaughhs Hospitality Limited Partnership, a Delaware limited partnership, having previously qualified to do business in the State of Idaho under File Number L 3570 on December 5, 1997.

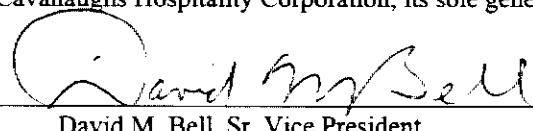
DOES HEREBY CONSENT TO AND REQUESTS THAT THE STATE OF IDAHO APPROVE the Application for Certificate of Authority of Cavanaughhs Hospitality Corporation, a Washington (for profit) corporation, to do business in the State of Idaho under the name of

CAVANAUGHS IDAHO HOSPITALITY CORPORATION

As you know from prior correspondence, Cavanaughhs Hospitality Corporatioin is the sole general partner of the undersigned limited partnership. Thank you for your assistance in processing this consent and the application of Cavanaughhs Hospitality Corporation for a Certificate of Authority on an expedited basis.

CAVANAUGHS HOSPITALITY LIMITED PARTNERSHIP
a Delaware limited partnership
by Cavanaughhs Hospitality Corporation, its sole general partner

by



David M. Bell

David M. Bell, Sr. Vice President