

# 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

*Shirley Prince*

# 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:

1. The name of the corporation is Cavanaugh's Hospitality Corporation
2. The name which it shall use in Idaho is Cavanaugh's Idaho Hospitality Corporation
3. It is incorporated under the laws of Washington
4. Its date of incorporation is April 25, 1978
5. The address of its principal office is 201 W. North River Drive, Spokane, WA 99201
6. The address to which correspondence should be addressed, if different from item 5, is same
7. The street address of its registered office in Idaho is 414 E. First Avenue, Post Falls, Idaho 83854  
and its registered agent in Idaho at that address is Robert G. Templin
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Donald K. Barbieri</u>	<u>President/Chm of Bd.</u>	<u>201 W. North River Dr., Spokane, WA 99201</u>
<u>Art Coffey</u>	<u>Ex. V.P./Treas./Director</u>	<u>" "</u>
<u>Thomas Barbieri</u>	<u>Sr. V.P./Asst. Sec./Director</u>	<u>" "</u>
<u>Richard L. Barbieri</u>	<u>Sr. V. P./Sec/Director</u>	<u>" "</u>
_____	_____	_____
_____	_____	_____

Dated: March 20, 1998

CAVANAUGHS HOSPITALITY CORPORATION

(Corporation name)

By [Signature]

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

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

IDAHO SECRETARY OF STATE

03/23/1998 09:00  
CK: 22514 CT: 85130 BH: 93410

1 @ 100.00 = 100.00 AUTH PRO  
1 @ 20.00 = 20.00 EXPEDITE C

C 123345

# STATE of WASHINGTON



## SECRETARY of STATE

98 MAR 23 PM 2:23  
93 MAR 31 AM 10:20

STATE OF IDAHO

*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 H. MUNRO*

S. H. MUNRO  
Ralph Munro, Secretary of State

**CERTIFICATION OF MINUTES  
OF  
CAVANAUGHS HOSPITALITY CORPORATION**

98 MAR 31 AM 10:22  
SECRETARY OF STATE  
STATE OF IDAHO

To whom it may concern:

The undersigned, being the corporate secretary of Cavanaugh's 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 Cavanaugh's 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 Cavanaugh's 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 Cavanaugh's 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  
Cavanaugh's Hospitality Corporation



Richard L. Barbieri  
Its Secretary

# Cavanaughs 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

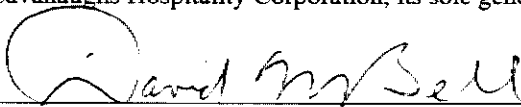
The undersigned, Cavanaugh's Hospitality Limited Partnership, a Delaware limited partnership, having previously qualified to do business in the State of Idaho under File Number L 3570 on December 5, 1997.

DOES HEREBY CONSENT TO AND REQUESTS THAT THE STATE OF IDAHO APPROVE the Application for Certificate of Authority of Cavanaugh's 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, Cavanaugh's Hospitality Corporation is the sole general partner of the undersigned limited partnership. Thank you for your assistance in processing this consent and the application of Cavanaugh's Hospitality Corporation for a Certificate of Authority on an expedited basis.

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

by



David M. Bell, Sr. Vice President