

State of Idaho

Department of State

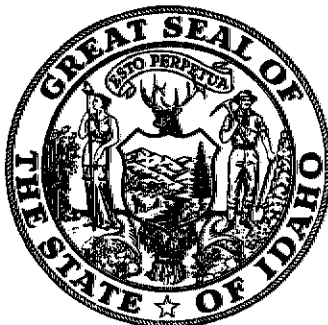
CERTIFICATE OF DISSOLUTION OF

WESTBANK HOSPITALITY, INC.
File Number C 96899

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of WESTBANK HOSPITALITY, INC., duly signed and verified 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 Dissolution, and attach hereto a duplicate original of the Articles of Dissolution.

Dated: July 27, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

RECEIVED
SEC. OF STATE

ARTICLES OF DISSOLUTION
OF
WESTBANK HOSPITALITY, INC.

IDAHO SECRETARY OF STATE
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KNOW ALL BY THESE PRESENTS:

We, the undersigned, in order to voluntarily dissolve a corporation pursuant to the laws of the State of Idaho, do hereby certify as follows:

1. CORPORATION NAME AND ADDRESS: The name, location and post office address of the corporation is as follows:

NAME:

WESTBANK HOSPITALITY, INC. an Idaho Corporation

MAILING ADDRESS:

WESTBANK HOSPITALITY, INC.
c/o Karl R. Decker
P. O. Box 50050
501 Park Avenue
Idaho Falls, ID 83405

2. OFFICERS AND DIRECTORS: The names and addresses of the last officers and directors of the corporation and their respective offices, are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	R. Gibb Marsh	P.O. Box 45035 Salt Lake City, UT 84145
Secretary/Treasurer	Karl R. Decker	P.O. Box 50050 Idaho Falls, ID 83405
Directors	R. Gibb Marsh	P.O. Box 45035 Salt Lake City, UT 84145

3. NOTICE REQUIREMENTS: All notices required by Idaho Code §30-1-87 have been given.

4. PAYMENT OF LIABILITIES: All debts, obligations and liabilities of the corporation have been paid and discharged or

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adequate provision has been made therefore.

5. DISTRIBUTION OF ASSETS: All of the remaining property and assets of the corporation have been distributed among the shareholders in proportion to their respective rights and interests.

6. PENDING SUITS: There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending suit.

7. COMPLIANCE: This dissolution has received the unanimous written consent of the shareholders and has also been conducted pursuant to resolutions adopted by the directors and shareholders of this corporation in accordance with Idaho Code §30-1-84.

Dated this 21st day of July, 1994.

WESTBANK HOSPITALITY, INC.



R. Gibb Marsh
President

ATTEST:



Karl R. Decker
Secretary

VERIFICATION

STATE OF UTAH)
) ss.
County of Salt Lake)

I, R. Gibb Marsh, do solemnly swear (or affirm) that the testimony given in this sworn statement is the truth, the whole truth, and nothing but the truth, that it is made on my personal knowledge, and that I would so testify in open court if called upon to do so.

And being so sworn I depose and say:

That I am the President of WESTBANK HOSPITALITY, INC., an Idaho corporation; that I executed the foregoing Articles of Dissolution as President of said corporation and that I have read the same and the statements and facts therein contained are true and correct.

R. Gibb Marsh
R. Gibb Marsh

SUBSCRIBED AND SWORN to before me this 22nd day of July, 1994.



Melanie Morgan
Notary Public for State of Utah
Residing at: Salt Lake County
My Commission Expires: 1-30-98

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**WRITTEN RESOLUTION OF DIRECTORS
AND SHAREHOLDERS OF
WESTBANK HOSPITALITY, INC.**

The undersigned, being all of the directors and shareholders of WESTBANK HOSPITALITY, INC., an Idaho Corporation, do hereby consent and agree, pursuant to Idaho Code § 30-1-44 providing for the taking of action by the Board of Directors without formal meeting, that the following resolutions are adopted as the duly adopted resolutions of the Board of Directors of the Corporation:

1. MISCELLANEOUS RESOLUTIONS

RESOLVED: That the corporation hereby ratifies and affirms all actions of the officers and directors of the Corporation in selling and conveying all of the assets of the corporation to the purchaser of the Westbank Hotel.

RESOLVED: That the Corporation hereby ratifies and affirms all actions of the officers and directors of the Corporation in distributing the proceeds of the sale of assets of the Corporation to Olympus Bank, A Federal Savings Bank.

2. RESOLUTION FOR TERMINATION OF CORPORATION

WHEREAS the Corporation has sold all of its assets (including the right to use the name "Westbank"); and

WHEREAS the Corporation has distributed to the Shareholder all proceeds of the sale of assets; and

WHEREAS the Corporation is not conducting business; and

WHEREAS the Corporation has no known liabilities or claims; and

WHEREAS it is in the best interest of the Corporation that the Corporation be officially dissolved, therefore it is hereby

RESOLVED: that the Corporation shall be dissolved and the affairs of the Corporation wound up. Pursuant thereto, the Corporation hereby adopts the following plan of liquidation:

1. the officers of the Corporation are authorized and directed to wind up its affairs, collect its assets (if any), and pay or provide for the payment of its debts and liabilities (if any).

2. The officers and directors of the Corporation are hereby directed and authorized to take all steps, and execute all documents necessary to effect this dissolution and winding up.

3. As soon as may be reasonably practicable, the officers of the corporation shall transfer all of its remaining property(if any)(subject to all its remaining liabilities, if any) to the Corporation stockholders, in proportion to their stock ownership, in cancellation of their shares.

4. As soon as may be reasonably practicable, the officers of the Corporation shall cause it to be dissolved and the Articles of Dissolution attached hereto filed with the Secretary of State of Idaho.

3. SHAREHOLDER'S WRITTEN RESOLUTION FOR VOLUNTARY DISSOLUTION

Pursuant to Idaho Code § 30-1-83 the shareholders of WESTBANK HOSPITALITY, INC., do hereby adopt the following resolution:

RESOLVED: that the shareholders hereby unanimously consent to and agree to the dissolution of the Corporation.

SIGNATURE OF DIRECTORS

Dated this 21st day of July, 1994.



R. Gibb Marsh
Director

SIGNATURE OF SHAREHOLDERS

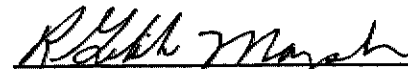
Number Percentage

100,000

100%

OLYMPUS BANK, A FEDERAL
SAVINGS BANK

Dated this 21st day of July, 1994.



R. Gibb Marsh
President

VERIFICATION

STATE OF IDAHO)
) ss.
County of Bonneville)

I, Karl R. Decker, do solemnly swear (or affirm) that the testimony given in this sworn statement is the truth, the whole truth, and nothing but the truth, that it is made on my personal knowledge, and that I would so testify in open court if called upon to do so.

And being so sworn I depose and say:

That I am the Secretary of WESTBANK HOSPITALITY, INC., an Idaho corporation; that I have examined the corporate records and this document and verify that the consent to termination of the corporation has been signed by all shareholders of the corporation.

Karl R. Decker
Karl R. Decker

SUBSCRIBED AND SWORN to before me this 25th day of July, 1994.

(SEAL)

Gregory P. Malbon
Notary Public for State of Idaho
Residing at: Idaho Falls
My Commission Expires: 2-23-95

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July 19, 1994 11:41:34

STATE OF IDAHO)
) SS.
County of Bonneville)

I, Karl R. Decker, a Notary Public, do certify that on the 25th day of July, 1994, I carefully compared the attached copy of 1994 WRITTEN RESOLUTION OF DIRECTORS AND SHAREHOLDERS with the original. It is a complete and true copy of the original document.

(SEAL)

Karl R. Decker
Notary Public for State of Idaho
Residing at: Idaho Falls
My Commission Expires: May 10, 1997