



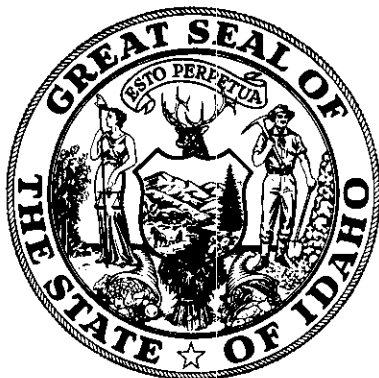
CERTIFICATE OF INCORPORATION  
OF

**PATETTE LAKES INN & COMMUNITY-CONVENTION CENTER, 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 25, 1935



*Pete T. Cenarrusa*

SECRETARY OF STATE

by:

*Larry J. Clark*

**ARTICLES OF INCORPORATION**

**PAYETTE LAKES INN & COMMUNITY-CONVENTION CENTER, INC.**

KNOWN ALL PERSONS BY THESE PRESENTS:

That We, the undersigned, full age citizens of the United States and the State of Idaho, have this day hereby adopted the following Articles of Incorporation for the purpose of forming a business corporation under the laws of the state of Idaho, and in particular in conformity with Chapter 1 of Title 30 of the Idaho Code.

**ARTICLE I.**

The name of this corporation shall be PAYETTE LAKES INN & COMMUNITY-CONVENTION CENTER, INC.

**ARTICLE II.**

The duration of this corporation shall be perpetual.

**ARTICLE III.**

The purpose for which this corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Idaho, and in particular under Chapter 1 of Title 30 of the Idaho Code, including but not in any way limited to motel construction and

operation and land development.

#### ARTICLE IV.

The aggregate number of shares that may be issued by the Corporation is ONE HUNDRED THOUSAND, (100,000.00). All such shares shall consist of, and be in one and the same class. The shares shall have a PAR VALUE of ONE HUNDRED DOLLARS (\$100.00/ per share. The stated capital of the Corporation shall be at least equal to the sum of the aggregate amount of consideration received by the Corporation for the issuance of such shares, plus such amounts as, from time to time, by resolution at the Board of Directors may be transferred thereto.

#### ARTICLE V.

The Board of Directors is authorized to issue shares subject to restrictions that the shares be sold and transferred only to Idaho Residents and reserving to the Board of Directors the power to disallow any sale or transfer that does comply with the residency requirement.

#### ARTICLE VI.

The address of the Corporation's initial registered office shall be 802 N. 3rd Street, McCall, Idaho 83638. The name of the Corporation's initial registered agent at this address shall be Jerry W. Anderson.

ARTICLE VII.

The Corporation shall be managed by a Board of Directors. The Board of Directors shall, at all times, consist of between five (5) and fifteen (15) directors. The initial Board of Directors shall consist of five (5) directors.

The names of the persons who shall serve as the Directors until the first annual meeting of shareholders, or until their successor are elected and qualified is as follows:

JERRY W. ANDERSON  
802 N. 3rd St., McCall, Idaho 83638

FRANK E. BROWN  
P.O. Box 886, McCall, Idaho 83638

KENNETH W. EKLUND  
P.O. Box 1011, McCall, Idaho 83638

DON C. MEDLEY  
P.O. Box 946, McCall, Idaho 83638

GARY VAN KOMEN  
P.O. Box 849, McCall, Idaho 83638

ARTICLE VIII.

These Articles may be amended from time to time, in any manner permitted or authorized by law, by a favorable vote of the holders of a majority of the shares issued. The procedure for adopting amendments shall be such as complies with the provisions of the Idaho Code and specifically with the provisions of Idaho Code, Section 30-1-59 or any successor statute.

ARTICLE IX.

Voting may be by proxy, where such proxy is in a writing, dated and duly executed; PROVIDED HOWEVER, that no such proxy shall be valid beyond six (6) months after its execution.

ARTICLE X.

The initial by-laws of the corporation shall be adopted by the initial Board of Directors. The power to alter, amend or repeal the by-laws or adopt new by-laws, subject to repeal or change by action of the share holders, is vested in the Board of Directors. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XI.

The Incorporators of the Corporation are:

JERRY W. ANDERSON  
802 N. 3rd St., McCall, Idaho 83638


FRANK E. BROWN  
P.O. Box 886, McCall, Idaho 83638

KENNETH W. EKLUND  
P.O. Box 1011, McCall, Idaho 83638

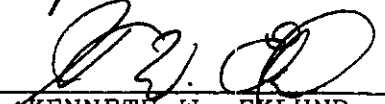
DON C. MEDLEY  
P.O. Box 946, McCall, Idaho 83638

GARY VAN KOMEN  
P.O. Box 849, McCall, Idaho 83638

IN WITNESS WHEREOF, We, JERRY W. ANDERSON, FRANK E. BROWN, KENNETH W. EKLUND, DON C. MEDLEY and GRAY VAN KOMEN, being the Incorporators herein above named, have hereunto set our hands as of this 22nd day of November, 1985.

  
JERRY W. ANDERSON

  
FRANK E. BROWN

  
KENNETH W. EKLUND

  
DON C. MEDLEY

  
GRAY VAN KOMEN