

**CERTIFICATE OF INCORPORATION
OF**

AMERIWEST HOTEL CORPORATION

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: August 18, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. Hawkey*

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SECRETARY OF STATE

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SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

AMERIWEST HOTEL CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being competent citizens of the United States of America, and all having reached the age of majority have this day voluntarily associated ourselves together for the purposes of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify as follows:

ARTICLE I.

That the corporate name of this corporation shall be AmeriWest Hotel Corporation.

ARTICLE II.

That the term of the existence of this corporation shall be perpetual.

ARTICLE III.

That the initial registered office of this corporation is One Capital Center, 999 Main Street, Suite 1020, Boise, Idaho 83701 and the initial principal place for transaction of its business is hereby designated as 1550 Shoreline Drive, Boise, Idaho 83702. The initial registered agent of this corporation and his address is: John Eric Sutton, Harris and Sutton Law Firm, Suite 1020 One Capital Center, 999 Main, Boise, Idaho 83701.

ARTICLE IV.

The objects and purposes for which this corporation is formed are as principal, agent or otherwise, to do in the State of Idaho and any other state, territory or country, and every of the things herein set forth to the same extent as natural persons might or could do, but this corporation shall have the authority to perform such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law, in furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, and we do hereby expressly provide that the corporation shall have power:

A. To conduct business in investment, management and ownership of hotel/motel, real and personal property.

B. To buy, sell, own and manage real property of every kind and character and do all lawful things in regard thereto.

C. To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association or corporation;

D. To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal and real property of every kind and character, debts, dues and demands, or choices in action, and each and every kind of personal property, evidence of debts, bonds, stocks of this and other corporations, both public and private, which the corporation may deem necessary and convenient for its business or otherwise, including the purchase and sale of its own common stock which has theretofore been issued to a stockholder; indebtedness to secure payment thereof or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness to secure payment thereof or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness for the use and benefit of said corporation or otherwise;

F. To own, hold, lease or sublet, or to conduct on its own account or for any person, firm, association or corporation, all and every kind of merchandise, business or pursuit, necessary or proper to carry on an account of the business of said corporation;

G. To build, repair, reconstruct, locate or relocate any and all necessary buildings of any kind or character and at any place proper or convenient to carry on any or all of the business of said corporation;

H. To also have, in addition to said foregoing powers, all authority, powers and rights granted by the laws of the State of Idaho and any amendments thereof;

I. To enter into any sort of partnership with any person, corporate or otherwise, and to guarantee the contract, debt, obligation or liability of any person, corporate or otherwise,

J. To do and perform every act and thing to carry out the above enumerated purposes, or which may be calculated, directly or indirectly, to advance the interests of the company, or to enhance the value of its stock, holdings and property of every kind and character.

ARTICLE V.

The total number of directors constituting the initial Board of Directors of the corporation is three (3) and the names of the persons who are to serve as directors until the first Annual Meeting of Shareholders or until their successors are elected and shall qualify are:

Patrick M. Bajdek	1550 Shoreline Drive, Boise, Idaho
Edward P. Bliss, IV	1550 Shoreline Drive, Boise, Idaho
John R. Korpi	1550 Shoreline Drive, Boise, Idaho

ARTICLE VI.

The total number of shares of stock which the corporation shall have the authority to issue shall be 1,000 shares of common stock, all of one class, of the par value of One Dollar (\$1.00) per share, the only capitalization of this corporation, for a total capitalization of One Thousand Dollars (\$1,000.00). Each share of common stock shall have the same rights, privileges and voting powers and the same shall be fully paid and non-assessable. Said shares shall not have pre-emptive rights.

In all elections for Directors of this corporation, every shareholder shall have the right to vote in person or by proxy for the number of shares of stock owned by him for as many persons as are directors to be elected or to cumulate his said shares and give any one candidate as many votes as the number of directors multiplied by the number of his shares of stock shall equal, or to distribute them on the same principle among as many candidates as he shall think fit, and such directors shall not be elected in any other manner.

ARTICLE VII.

The name and address of each incorporator is:

NAME

ADDRESS

Patrick M. Bajdek

1550 Shoreline Drive
Suite 200
Boise, Idaho 83702

NAME

John R. Korpi

ADDRESS

1550 Shoreline Drive
Suite 200
Boise, Idaho 83702

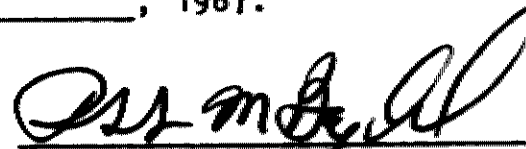
ARTICLE VIII.

The private property of the Shareholders of the Corporation shall not be subject to any payment of corporate debts to any extent whatever, except every shareholder is individually and personally liable for the debts and liabilities of the corporation to the full amount unpaid upon any subscription to shares of stock made by him as provided in Idaho Business Corporations Act, and as such may be amended.

ARTICLE IX.

The corporation reserves the right to amend, endorse, or repeal any provision contained in these Articles of Incorporation, in the manner now hereafter prescribed by law, by a majority vote of the Shareholders represented in person or by proxy at any annual meeting of the shareholders or at any special meeting duly called for that purpose, excepting only where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 5th day of MAY, 1987.



Patrick M. Bajdek
Incorporator



John R. Korpi
Incorporator

STATE OF)
)
County of)

On this 23 day of July, 1987, before me, a notary public in and for said State, personally appeared Patrick M. Bajdek and John R. Korpi, known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto affixed my hand and notarial seal the day and year first above written.

John E. Valentine
Notary Public
Residing at: Dallas Texas
My Commission Expires: 8-5-89

