

State of Idaho

Department of State

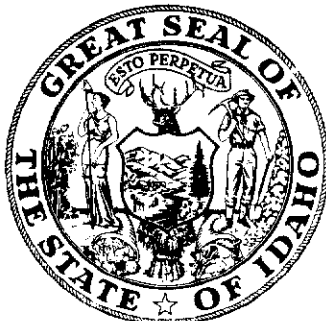
CERTIFICATE OF INCORPORATION OF

J BAR C, INC.
File number C 118771

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: March 20, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa Hartman*

ARTICLES OF INCORPORATION

OF

J BAR C, INC.

MAR 20 2 32 PM '97

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is J BAR C, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are the transaction of any and all business for which corporations may be incorporated under the Idaho Business Corporation Act, including owning and developing real estate, and operation of motel facilities.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares, at no par value per share.

FIFTH: Provisions denying preemptive rights are: None.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: None.

SEVENTH: The address of the initial registered office of the corporation is 4192 Plumrose, Meridian, Idaho 83642, and the name of its initial registered agent at such address is Joe F. Stafford.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is two (2), and the names and addresses of the persons who will serve as directors until the first annual meeting of shareholders or until his/her successor is elected and shall qualify are:

IDAHO SECRETARY OF STATE
DATE 03/20/1997
0900 75074 2
CK #: 18597 CUST# 2103
CORP 1# 100.00= 100.00

NAME

ADDRESS

Joe F. Stafford

4192 Plumrose
Meridian, Idaho 83642

Clyde Wheeler

4248 Plumrose
Meridian, Idaho 83642

NINTH: The name and address of the incorporator is:


Joe F. Stafford
4192 Plumrose
Meridian, Idaho 83642

TENTH: Except as otherwise provided in Section 30-1-54(2) of the Idaho Code, as now in effect and as hereafter amended, the directors of the corporation shall have no personal liability whatsoever for monetary damages to the corporation or its shareholders for breach of fiduciary duty as a director. If the Idaho Business Corporation Act (or successor act) is hereafter amended to further eliminate or limit the liability of a director, then such liability shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article Tenth or of the provisions of the Idaho Business Corporation Act which permit the elimination of liability of directors by this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ELEVENTH: The directors, officers, employees or agents of the corporation, or any person serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified in the manner and to the fullest extent permitted by Section 30-1-5 of the Idaho Business Corporation Act, as now in effect and as hereafter amended. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such

action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation. If the Idaho Business Corporation Act (or successor act) is hereafter amended to allow for the further indemnification of directors or other persons identified above by this Article, then such indemnification shall be extended to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article Eleventh or of the provisions of the Idaho Business Corporation Act which permit the indemnification of directors, officers, employees or agents by this Article shall not adversely affect any right or protection of a director of the Corporation or other person identified above existing at the time of such repeal or modification.

DATED this 20th day of March, 1997.



Joe F. Stafford

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