

FILED EFFECTIVE

STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

09 FEB 20 PM 3:51

SECRETARY OF STATE
STATE OF IDAHO

- **First:** The name of the limited liability company is ResortQuest Idaho, LLC (the "Company")
- **Second:** The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, 19808.

The name of its Registered agent at such address is Corporation Service Company.

- **Third:** (Insert any other matters the members determine to include herein.)

The rights and duties of the members of the Company are set forth in the Operating Agreement of the Company.

- **Fourth:** The effective date and time of the Certificate of Formation is : January 1, 2009 at 12:00:01 A.M.

In Witness Whereof, the undersigned have executed this Certificate of Formation this 14th day of December, 2008.

By: [Signature]
Authorized Person(s)

Name: JILL VANDAGRIFF
Typed or Printed

IDAHO SECRETARY OF STATE
02/20/2009 05:00
CX: 127745 CT: 136731 BH: 1157921
1 @ 38.00 = 38.00 CONVERSION @ 2

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FILED EFFECTIVE

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:00 PM 12/23/2008
FILED 01:00 PM 12/23/2008
SRV 081227848 - 3256784 FILE

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

09 FEB 20 PM 3:47

SECRETARY OF STATE
STATE OF IDAHO

- 1.) The jurisdiction where the Corporation first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the corporation first formed is July 10, 2000.
- 4.) The name of the Corporation immediately prior to filing this Certificate is
ResortQuest Idaho, Inc.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is
ResortQuest Idaho, LLC
- 6.) The effective date and time of the conversion of the Corporation to a Limited Liability
Company is: January 1, 2009 at 12:00:01 A.M.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 19th day
of December, A.D. 2008.

By: [Signature]
Authorized Person

Name: VILL VANDAGRIFF
Print or Type

IDAHO SECRETARY OF STATE
02/20/2009 05:00
CK: 127745 CT: 136731 IN: 1157921
1 @ 30.00 = 30.00 CONVERSION # 2

C 157453