

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

FILED EFFECTIVE

09 FEB 20 PM 3:51

STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

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: Jill Vandagriff
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 0 36.00 - 36.00 CONVERSION # 2

W 81704

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 01:00 PM 12/23/2008
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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: Vandergrift
 Authorized Person

Name: Viv Vandagrift
 Print or Type

IDAHO SECRETARY OF STATE
 02/20/2009 05:00
 CK: 127745 CT: 136731 BN: 1157921
 1 0 30.00 = 30.00 CONVERSION # 2