



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

DESERT HIGHWAY HOTEL CORPORATION

a corporation duly organized and existing under the laws of **Washington** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **12th** day of **January** 19 **66**, a properly authenticated copy of its articles of incorporation, and on the **12th** day of **January** 19**66**, a designation of **Ronald McDonald** in the County of **Boone** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **12th** day of **January**, A.D. 19 **66**.

Secretary of State.



CERTIFICATE No. 2959

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office the annexed is a true and correct copy of the Merger Agreement between "Dessert Highway Hotel Corporation", "Dessert Pacific Hotel Corporation", "Dessert Hotel and Investment Company", and "Desert Hotel Company of Idaho", an Idaho corporation, whereby DESSERT HIGHWAY HOTEL CORPORATION is the surviving corporation, as received and filed in this office on December 29, 1965; and I further certify that DESSERT HIGHWAY HOTEL CORPORATION is in good standing with all annual license fees paid to July 1, 1966.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

December 29, 1965

A. LUDLOW KRAMER
SECRETARY OF STATE

DEC 29 1965

A. LUDLOW KRAMER
SECRETARY OF STATE
BY Paul F. Fugley
CORPORATION SECRETARY

**AGREEMENT TO MERGE
DESERT HOTEL COMPANY OF IDAHO
DESSERT HOTEL AND INVESTMENT COMPANY
DESSERT PACIFIC HOTEL CORPORATION AND
DESSERT HIGHWAY HOTEL CORPORATION.**

This Agreement to merge Desert Hotel Company of Idaho, herein referred to as "Idaho", Dessert Hotel and Investment Company, herein referred to as "Investment", Dessert Pacific Hotel Corporation, herein referred to as "Pacific", and Dessert Highway Hotel Corporation, herein referred to as "Highway", WITNESSETH:

R E C I T A L S

Heretofore, all of these four corporations, except only Idaho, have been duly organized and now continue to exist under and by virtue of the corporation laws of the State of Washington. Idaho has been duly organized and now continues to exist under and by virtue of the corporation laws of the State of Idaho. Investment is incorporated for 2000 shares, of which 1721 shares are outstanding. Idaho and Pacific are each incorporated for 1000 shares, all of which have been issued and are outstanding and Highway has been incorporated for 500 common shares, and 625 shares of preferred stock, all of which are issued and outstanding save that the preferred stock had been redeemed and retired.

All four of these corporations formerly having different stockholders have become owned through purchase by the same stockholders, to-wit: Marilu Dessert and Joanne Dessert Williams, and their family corporations, Dessert Hotel and Investment Company and Dessert Highway Hotel Corporation, save only that thirty-six (36) shares of the capital stock of Investment are owned and held by the four minor children of Joanne Dessert Williams and Alfred C. Williams. Minority shares were also held

in trust by the Washington Trust Bank, but these shares have been conveyed to Highway for the purpose of enabling this merger to be carried through by unanimous consent.

This complete acquisition of shares in all four corporations by the children and grandchildren of Victor Dessert and Georges Dessert, and their family corporations, makes it desirable from every standpoint that their operations should be merged in a single corporation inasmuch as it will greatly simplify operations and save in expenditures otherwise necessary for bookkeeping, auditing and tax accounting purposes.

C O V E N A N T S.

1. NOW, THEREFORE, IT IS MUTUALLY AGREED among Idaho, Pacific, Investment and Highway, pursuant to due authorization by corporate meetings of their respective Boards of Directors and stockholders, duly called and held on the 23rd day of December, 1965, at which all of the outstanding stock in each of the four corporations, save only the thirty-six (36) shares of Investment held by the minor children of Joanne Dessert Williams and Alfred C. Williams, including the unanimous consent of all directors of each corporation, at such meetings, and each of them, said stock and said directors unanimously voted to authorize and approve the merger and duly approved the form and substance of this merger Agreement, and thereby authorized each of these four corporations to merge Idaho, Pacific and Investment in Highway, said merged corporation hereafter to be known as Dessert Highway Hotel Corporation, which merged corporation shall have a total issue of capital stock of 5000 shares of the par value of Ten Dollars (\$10.00) per share.

2. Each person now holding shares of stock in the Dessert Hotel and Investment Company shall surrender his shares and in exchange for each share thereof shall receive two and one-quarter ($2\frac{1}{4}$) shares of common stock of the Dessert Highway Hotel Corporation of a par value of Ten Dollars (\$10.00) per share.

3. Each person now holding shares of stock in Dessert Pacific Hotel Corporation shall surrender his shares and in exchange for each share thereof shall receive one-quarter ($1/4$) share of common stock of the Dessert Highway Hotel Corporation of a par value of Ten Dollars (\$10.00) per share.

4. Each person now holding shares of stock in Desert Hotel Company of Idaho shall surrender his shares and in exchange for each share thereof shall receive one-half ($1/2$) share of common stock of the Dessert Highway Hotel Corporation of a par value of Ten Dollars (\$10.00) per share.

5. Each person now holding shares of stock in Dessert Highway Hotel Corporation shall surrender his shares and in exchange for each share thereof shall receive one-half ($1/2$) share of common stock in the merged Dessert Highway Hotel Corporation of a par value of Ten Dollars (\$10.00) per share.

6. The Dessert Highway Hotel Corporation hereby expressly assumes and agrees to pay all liabilities of the Dessert Hotel and Investment Company, Desert Hotel Company of Idaho, and Dessert Pacific Hotel Corporation.

7. A separate meeting of the shareholders of each of the aforementioned corporations has been called as provided for in R.C.W.23.01.070 and R.C.W. 23.01.480, and Sections 30.151-155 of the Idaho Code, and in the by-laws of each corporation for the purpose of considering the adoption of this Agreement, and at such meetings, two-thirds ($2/3$) of the voting power of the shareholders of each corporation has voted for the adoption of this Agreement, and has authorized its directors and its officers to certify on this Agreement, and to sign the same.

IN WITNESS WHEREOF, This Agreement has been entered into by the affirmative vote of all of the members of the Board of Directors of each of the foregoing corporations, and

and at special meetings of the shareholders of each of these four corporations held at Spokane, Washington, on the 23rd day of December, 1965, pursuant to notice as provided in the corporate by-laws. The holders of two-thirds (2/3) of the voting power of all shareholders of said corporations voted in favor of the adoption of the foregoing Agreement, and in accordance thereof, this merger Agreement is duly adopted on the day and year herein first written.

Marilu Dessert
Secy.

DESERT HOTEL COMPANY OF IDAHO

BY: *Joanne D. Wilbans*
President

Marilu Dessert
Secy.

DESSERT HOTEL AND INVESTMENT COMPANY

BY: *Alfred C. Williams*
President

Marilu Dessert
Secy.

DESSERT PACIFIC HOTEL CORPORATION

BY: *Alfred C. Williams*
President

Marilu Dessert
Secy.

DESSERT HIGHWAY HOTEL CORPORATION

BY: *Alfred C. Williams*
President

Alfred C. Williams

Marilu Dessert

Joanne D. Wilbans


B. H. King

all the members of the
Board of Directors of
Desert Hotel Company of Idaho
Desert Hotel and Investment Company
Desert Pacific Hotel Corporation and
Desert Highway Hotel Corporation

STATE OF WASHINGTON }
COUNTY OF SPOKANE } SS:

On this 23rd day of December, 1965, personally appeared before me JOANNE D. WILLIAMS, to me known to be the President of the Desert Hotel Company of Idaho, who executed the foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that she is authorized to execute said instrument, and that the seal affixed is the corporate seal of said corporation.

GIVEN under my hand and official seal the day
day and year last above written.

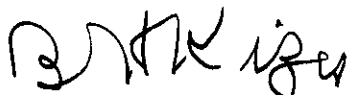


NOTARY PUBLIC in and for the
State of Washington, residing
at Spokane.

STATE OF WASHINGTON)
) SS:
COUNTY OF SPOKANE)

On this 23rd day of December, 1965, personally appeared before me ALFRED C. WILLIAMS, to me known to be the President of the Dessert Hotel and Investment Company, who executed the foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that he is authorized to execute said instrument, and that the seal affixed is the corporate seal of said corporation.

GIVEN under my hand and official seal the day and year last above written.

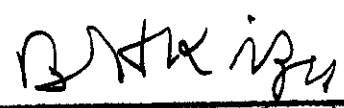


NOTARY PUBLIC in and for the
State of Washington, residing
at Spokane.

STATE OF WASHINGTON)
) SS:
COUNTY OF SPOKANE)

On this 23rd day of December, 1965, personally appeared before me ALFRED C. WILLIAMS, to me known to be the President of the Desert Pacific Hotel Corporation, who executed the foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that he is authorized to execute said instrument, and that the seal affixed is the corporate seal of said corporation.

GIVEN under my hand and official seal the day and year last above written.

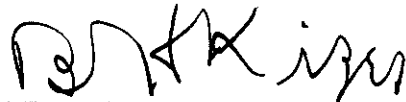


NOTARY PUBLIC in and for the
State of Washington, residing
at Spokane.

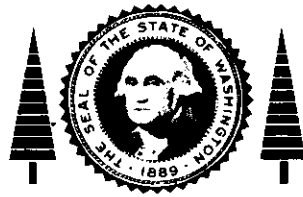
STATE OF WASHINGTON)
COUNTY OF SPOKANE) SS:

On this 23rd day of December, 1965, personally appeared before me ALFRED C. WILLIAMS, to me known to be the President of the Dessert Highway Hotel Corporation, who executed the foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that he is authorized to execute said instrument, and that the seal affixed is the corporate seal of said corporation.

GIVEN under my hand and official seal the day and year last above written.



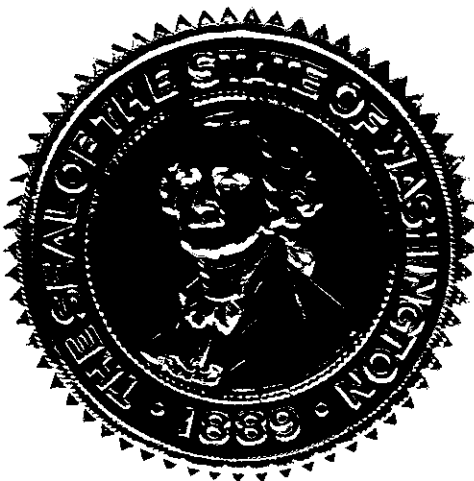
NOTARY PUBLIC in and for the
State of Washington, residing
at Spokane.



CERTIFICATE No. 2964

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office the annexed are true and correct copies of the Articles of Incorporation and all amendments thereto of DESSERT HIGHWAY HOTEL CORPORATION, which have been duly filed and recorded in my office in accordance with law; I further certify that DESSERT HIGHWAY HOTEL CORPORATION has not been dissolved and is in good standing as a subsisting corporation in the State of Washington with all of its license fees paid to July 1, 1966; and I further certify that I am the officer having the legal custody of the official record of the original Articles of Incorporation and all amendments to the Articles of said corporation.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

December 29, 1965

A. LUDLOW KRAMER
SECRETARY OF STATE

ARTICLES OF INCORPORATION

of

DESSERT HIGHWAY HOTEL CORPORATION

APPROVED
AND FILED

SEP 8 - 1935

EARL COE
SECRETARY OF STATE

Ray J. [unclear]

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, do this day voluntarily associate ourselves for the purpose of forming a corporation under the laws of the State of Washington and we do hereby adopt the following ARTICLES OF INCORPORATION:

ARTICLE I.

The corporate name is DESSERT HIGHWAY HOTEL CORPORATION.

ARTICLE II.

The principal place of business of this corporation is W. 725 First Avenue, City and County of Spokane, State of Washington, which is its post-office address and its registered office.

ARTICLE III.

The corporation shall have perpetual existence.

ARTICLE IV.

The purposes and objects for which this corporation is formed are as follows:

1. To purchase, acquire, deal in, sell and otherwise dispose of real and personal property of all kinds, and any interest therein.
2. To borrow or raise money for any purpose of the corporation; to issue its bonds, notes or other obligations for moneys so borrowed, or in payment of or in exchange for any real or personal property or rights acquired or otherwise received by the corporation; to secure such obligations by pledge or mortgage under deed of trust or otherwise upon the whole or any part of the property at any time held by the corporation, and to sell or pledge such bonds, or discount such notes, bonds or other obligations for its proper corporate purposes.
3. To acquire the good will, rights, property and assets of all kinds, of any corporation, firm or person, and to pay for the same in cash, stock, bonds, or other securities of this corporation, or otherwise.

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4. To distribute any of the property of the corporation in specie among the members, or to sell the whole or any part of its assets at any time, and thereupon to distribute the proceeds thereof among its stockholders.

5. To carry on the business of building, acquiring, owning and operating highway hotels, motels, tourist and traveller accommodations of any and every kind or character, inns, restaurants, coffee houses, cafes and refreshment rooms, as well as apartment houses, including therein the business of providing and catering for public amusement, recreation and sport; the business of farming, dairying and other activities looking to the supplying of food and food products, and the operation of all manner of businesses usually found in highway hotels, motels and tourist accommodations, such as laundries, drugs, hairdressers, tobacco and cigar merchants; and any other business that can be conveniently carried on in connection therewith.

6. To carry on any other business which may, in the discretion of the trustees, seem capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of the property or rights of the corporation.

7. To do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation.

ARTICLE V.

1. The capital stock of this corporation shall consist of 625 shares of \$4.00 cumulative preferred stock, each share being of the par value of \$100.00 per share; and 500 shares of common stock, each of the par value of \$1.00 per share.

2. The holders of the preferred shares shall be entitled to a fixed yearly dividend at the rate of \$4.00 per annum, payable out of the surplus profits of the corporation in preference and priority to any dividends on the common stock. If in any year such dividends in the full amount of \$4.00 per share shall

not have been paid thereon the deficiency shall thereafter be payable before any dividends shall be paid upon or set apart for the common stock.

3. After such provision is made for dividends on the preferred stock, dividends out of the remaining surplus profits of the corporation shall be payable, when and as declared by the board of directors of the corporation, on the common stock of the corporation.

4. The corporation may, at any time and from time to time, at the option of the board of directors of the corporation, redeem the whole or any part of the outstanding preferred stock on any dividend payment date after the issuance thereof by paying \$100 for each share thereof together with the sum equivalent to all unpaid dividends accrued thereon, upon 60 days' notice by mail to the holders of record thereof. If less than all the shares of preferred stock are to be redeemed, the shares so to be redeemed shall be selected in such manner as the board of directors shall determine; provided, however, that any one member of the board may, by his vote, require the corporation to select the shares so to be redeemed on a basis that is pro rata to the holdings of each owner of preferred shares.

5. The holders of shares of preferred stock called for redemption shall not, from and after the date fixed for the redemption of such stock, possess or exercise any rights as stockholders of the corporation except the right to receive from the corporation the redemption price of such shares without interest or dividends from and after the date fixed for such redemption, upon the surrender thereof. Preferred stock called and redeemed shall not thereafter be reissued but shall be cancelled forthwith in the manner prescribed by the laws of the State of Washington.

6. Upon any dissolution, liquidation, merger or consolidation of the corporation (whether voluntary or involuntary and whether or not the corporation shall have a surplus of earnings available for dividends) or upon any distribution of capital, there shall be paid to the holders of the preferred stock \$100 per share and the amount of all unpaid accrued dividends thereon, before any sum shall be paid to or any assets distributed among the holders of the common stock. After such payment to the holders of the preferred stock all remaining assets and funds

of the corporation shall be paid to the holders of the common stock according to their respective shares.

7. The preferred shares shall have no right to vote, all voting rights in stockholders' meeting being vested exclusively in the holders of the common shares of the corporation.

ARTICLE VI.

The name and post-office address of each of the incorporators and a statement of the number of shares subscribed by each is as follows:

Georges Dessert	Desert Hotel, Spokane, Washington	120 shares
Joanne Williams	Desert Hotel, Spokane, Washington	120 shares
Marilu Dessert	Desert Hotel, Spokane, Washington	120 shares
Ward Walker	Garden Springs, Spokane, Washington	100 shares

ARTICLE VII.

The amount of paid-in capital with which the corporation will begin business is the sum of \$63,000.

ARTICLE VIII.

Until changed, as provided in the bylaws of this corporation, the number of directors of this corporation shall be seven (7) and the names of the directors who shall manage the business thereof for the first six months of its existence and until their successors are elected and qualified are:

Georges Dessert	Desert Hotel, Spokane, Washington
Joanne Williams	Desert Hotel, Spokane, Washington
Marilu Dessert	Desert Hotel, Spokane, Washington
Joe A. Crowe	Desert Hotel, Spokane, Washington
Ward Walker	Garden Springs, Spokane, Washington
Alfred C. Williams	Desert Hotel, Spokane, Washington
Benjamin H. Kizer	Old National Bank Bldg., Spokane, Washington

IN WITNESS WHEREOF, we have hereunto subscribed our names this 1st day of September, 1950.

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Georges Dessert
Joanne Williams
Marilu Dessert
Ward J. Walker

STATE OF WASHINGTON)

: ss
County of Spokane)

I, the undersigned, a Notary Public in and for said County and State, do hereby certify that on this 1st day of September, 1950, personally appeared before me GEORGES DESSERT, JOANNE WILLIAMS, MARILU DESSERT and WARD WALKER, to me known to be the individuals described in and who executed the within instrument, and acknowledged that they signed, sealed and executed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

Given under my hand and official seal the day and year first written herein.

Elva M. Lopez

Notary Public in and for the State of
Washington, residing at Spokane.

DEC 29 1965

A. LUDLOW KRAMER
SECRETARY OF STATE
BY Rae Ryley
CORPORATION SECRETARY

**ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION
OF DESSERT HIGHWAY HOTEL CORPORATION**

IT IS HEREBY CERTIFIED by the undersigned, the President and the Secretary, respectively, of the Dessert Highway Hotel Corporation that at a Special Meeting of the Shareholders of the Dessert Highway Hotel Corporation, held at Spokane, Washington, on the 23rd day of December, 1965, pursuant to proper notice, the following amendments to the Articles of Incorporation were adopted by a unanimous vote of all outstanding shares of the corporation entitled to vote upon such amendment:

BE IT RESOLVED by the stockholders of Dessert Highway Hotel Corporation that Articles V and VIII of the Articles of Incorporation of Dessert Highway Hotel Corporation shall be and they hereby are amended to read as follows:

ARTICLE V.

"The capital stock of this corporation shall consist of 5000 shares of common stock, each of the par value of \$10.00 per share."

ARTICLE VIII.

"Until changed, as provided in the By-Laws of this corporation, the number of directors of this corporation shall be four, and the names of the directors of each who shall manage the business thereof until their successors are elected and qualified are:

Joanne Dessert Williams, 725 First Ave., Spokane, Wn.
Marilyn Dessert, 725 First Ave., Spokane, Wn.
Alfred C. Williams, 725 First Ave., Spokane, Wn.
Benjamin H. Kiser, 720 Paulsen Bldg., Spokane, Wn."

This Corporation was originally authorized to issue 625 shares of preferred stock of a par value of \$100.00 per share, and 500 shares of common stock of a par value of \$1.00 per share. This corporation has heretofore redeemed and retired all of its preferred stock, and has only its common stock outstanding, and by this Amendment, is increasing its common stock from 500 shares

of the par value of \$1.00 per share to 5000 shares of common stock of the par value of \$10.00 per share.

Said retirement of the preferred stock of this corporation in no way reduces the fair value of its assets. On the contrary, the merger of Dessert Hotel and Investment Company, of Dessert Hotel Company of Idaho, and of Dessert Pacific Hotel Corporation with this Corporation, which remains the sole corporation of these four former corporations, and which merger is the occasion for this amendment of its Articles, has greatly increased the financial strength of this Corporation to a sum well in excess of its original incorporation, and its common stock is therefore increased in number of shares and par value as recited above, with no issue of preferred stock.

DESSERT HIGHWAY HOTEL CORPORATION

BY: _____
President

ATTEST: _____
Secretary

SUBSCRIBED AND SWORN TO before me this 23rd day of December, 1965.

NOTARY PUBLIC in and for the
State of Washington, residing
at Spokane.