



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of **J.M. Corporation**

was filed in the office of the Secretary of State on the **7th** day
of **July** A.D., One Thousand Nine Hundred **Sixty-nine** and
will be
/ duly recorded on ~~Film No.~~ microfilm of Record of Domestic Corporations, of the State of
Idaho, and that the said articles contain the statement of facts required by Section 30-103,
Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates
and successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at
Burley, Idaho in the County of **Cassia**

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 **7th** day of **July**,
A.D., 19 **69**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

J. M. CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, all citizens of the United States of America, and each being over the age of 21 years, and residents of the State of Idaho, do hereby associate themselves together for the purpose of forming a corporation under and pursuant to the provisions of the laws of the State of Idaho, and for the purpose expressed in the following articles, and do hereby adopt the following Articles of Incorporation and do certify and declare:

Article 1: The name of the corporation shall be: "J.M. CORPORATION".

Article 2: The corporation is to have perpetual existence.

Article 3: The location and post office address of the registered office in the State of Idaho shall be: East Main Street, Burley, Cassia County, State of Idaho.

Article 4: The corporation is organized for the purpose of:

(a) To operate, conduct, and carry on a motel business.

(b) To conduct and carry on the business of providing meals and food for the general public.

(c) To undertake and carry on any business transaction or operation, undertaken or carried on by motel operators and generally to institute, enter into, assist, promote, and participate in such business or operation.

(d) To engage in the business of furnishing amusement, entertainment, and diversion to the public either indoors or out-of-doors and to that end, to purchase or lease amusement places and buildings and to manage and conduct the same as places of amusement and diversion and to conduct concessions or to grant concessions to individuals, companies or corporations or conduct at such places of amusement particular businesses for amusement and entertainment of the public.

(e) To acquire by purchase, lease or otherwise, and to improve, and develop real property. To erect dwellings, and buildings, public or private, of all kinds and to sell

or rent the same. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

Article 5: The corporation shall have the following powers:

(a) To have and to exercise all rights and powers of a corporation from time to time granted to a corporation by law.

(b) The provisions of Article 4 of these Articles of Incorporation shall be construed both as purposes and powers and each as an independent purpose and power. The enumeration of specific purposes and powers shall not be held to limit or restrict in any manner, the purposes and powers of the corporation, and the purpose and powers herein specified shall be in no wise limited or restricted by reference to, or in inference from, the terms of any provision of this or any other article of the Articles of Incorporation.

(c) To act as a partner or in a joint venture in any transaction.

(d) For corporate purposes, to borrow money, and from time to time, make, accept, endorse, execute and issue notes, bonds, or other obligations of the corporation for monies borrowed or in payment of property acquired or for any other object or purposes of the corporation or its business, and to secure payment of such obligations by a mortgage, Deed of Trust, or other lien upon, assignment of, or agreements in regard to, all or any part of the property, rights or pledges of the corporation wherever situated, whether now owned or hereafter to be acquired.

Article 6: The total number of shares which the corporation is authorized to issue is 1,000 shares, all of which shall be without par value. The capital stock, when fully paid, shall be non-assessable and shall be all of one class. All stock shall be voting stock. The voting of stock may be cumulative.

Article 7: The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
John McCloskey	East Main St., Burley, Idaho 83318	1 share
Virginia McCloskey	East Main St., Burley, Idaho 83318	1 share
Clive Holland	East Main St. Burley, Idaho 83318	1 share

Article 8: The Board of Directors shall consist of not less than three nor more than five directors. During the term of their office, or thereafter, the number of directors may be increased or decreased from time to time as provided by the By-Laws.

Article 9: The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the directors, as well as upon the shareholders, to exercise by such vote of the directors or of the allotted shares as the case may be; provided, however, that not less than a majority thereof as may be fixed by the By-Laws.

Article 10: No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or directors, or officers of such other corporation. Any director individually may be a party to or pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation and shall authorize such contract or transaction with like force and effect as if he or she were not such a director or officer of such other corporation, and not so interested

IN WITNESS WHEREOF, the undersigned have executed these Articles this 67 day of July, 1969.

John McCloskey

Virginia McCloskey

Clive Holland

1 STATE OF IDAHO }
2 County of Cassia } ss.

3 On this 51 day of July, 1969, before me, the undersigned,
4 a Notary Public in and for said State, personally appeared JOHN
5 McCLOSKEY, VIRGINIA McCLOSKEY AND CLIVE HOLLAND, known to me to be
6 the persons whose names are subscribed to the within instrument, and
7 acknowledged to me that they executed the same.

8 IN WITNESS WHEREOF, I have hereunto set my hand and seal
9 the day and year first above written.

10 William Parsons
11 Notary Public for Idaho
12 Residing at Burley, Idaho
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PARSONS & SMITH
LAWYERS
BURLEY, IDAHO