

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

FILED EFFECTIVE

File #: L1208

The undersigned entity submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Idaho.

1. The name of the entity is: Red Lion Inns Operating L.P.
2. The street address of its present registered office is: 1401 Shoreline Dr., Ste 2
3. The street address (not a P.O. box) to which its registered office is to be changed is: _____
4. The name of its old registered agent is: Corporation Service Company
5. The name of its new registered agent is: CT Corporation System, 300 North 6th Street, Boise ID 83703
6. The address of the registered office and the business address of the registered agent are identical.

Dated: 7-9-2004Signed: Printed: G. S. ApellsCapacity: Attorney-in-fact

I consent to serve as registered agent
for the above-named entity.

 Diane Stout, Asst. Secretary
(Signature of new registered agent)

(See reverse for instructions)

STATE OF IDAHO
DEPT. OF STATE

JUL - 9 A 11:00