

State of Idaho

Department of State

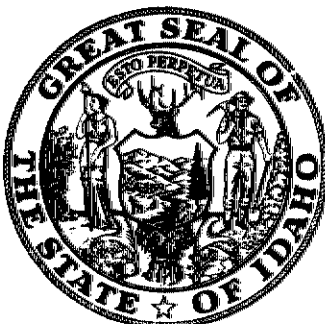
CERTIFICATE OF INCORPORATION OF

MOYIE CORPORATION
File number C 109404

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: February 13, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ara Subel*

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ARTICLES OF INCORPORATION
OF
MOYIE CORPORATION

I, the undersigned, natural person of the age of eighteen years or more, acting as Incorporator of a corporation organized under the General Business Corporations Act of the State of Idaho, Idaho State Statutes 30-1-54 (hereinafter called "the Act"), hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME

The name of the Corporation (hereinafter called "the Corporation"), is Moyie Corporation.

ARTICLE II

PERIOD OF DURATION

This Corporation shall have perpetual duration.

ARTICLE III

PURPOSES AND POWERS

3.1 **Purpose.** The purpose for which the corporation is formed, and powers granted to the Corporation are as follows:

(a) The corporation is organized to acquire real property by purchase, lease or otherwise; to erect, repair and maintain hotel and motel buildings, garages, and other structures thereon; to conduct a general hotel, motel, restaurant and cafe business; to establish, maintain and operate news stands, tobacco counters, novelty shops, swimming pools, as well as to operate a facility which sells alcoholic beverages and provides entertainment in connection with the hotel/motel operations; and to do all other things necessary and required to adequately operate and manage a hotel/motel business.

(b) The foregoing clauses shall be construed as powers as well as objects and purposes; and the matters expressed in each clause shall, unless therein otherwise expressly provided, be in no way limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers, and enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general terms or the general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, though it be of a like nature. Further, the Corporation, through its Board of Directors, may enter into any other or

additional business or enterprise in this or in any other jurisdiction where such business or enterprise is permitted by the laws of such jurisdiction.

ARTICLE IV

AUTHORIZED SHARES

4.1 The aggregate number of shares which the corporation is authorized to issue shall be 500,000 shares of Class A common stock having a par value of \$.01 per share with a state capital of \$5,000.00.

4.2 This corporation shall not have preemptive rights for the issuance of shares of stock.

ARTICLE V

PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

5.1 **Meetings of Shareholders.** All meetings of the shareholders of the Corporation shall be held at such place either within or without the State of Idaho as may be provided in the By-laws of the Corporation.

5.2 **Quorum of Shareholders.** Unless otherwise provided for in the Act or applicable law, a majority of the shares of Class A stock of the Corporation entitled to vote represented in person or by proxy shall constitute a quorum in any meeting of the shareholders of the Corporation.

5.3 **Designation of Committees by the Board of Directors.** The Board of Directors may, by resolution or resolutions passed by a majority of the whole board, designate committee or committees to the extent provided in such resolution or resolutions and such committee shall have and may exercise all the authority therein provided but the designation of such committee or committees and the delegation thereto of such authority shall not operate to relieve the Board of Directors or any member thereof of any responsibility imposed upon it or him by law.

5.4 **By-laws of the Corporation.** The initial Bylaws of the Corporation shall be adopted by its Board of Directors. Thereafter, unless otherwise provided in the Act, By-laws of the Corporation may be adopted, amended or repealed either by the shareholders or by the Board of Directors, except that (a) no by-law adopted by shareholders and (b) no by-law shall be adopted by the Directors, which shall require more than a majority of the voting shares for a quorum at a meeting of the shareholders of the Corporation or more than a majority of the votes cast to constitute action by the shareholders except where higher percentages are required by law. The By-laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the Act or applicable law and these Articles of Incorporation.

5.5 **Working Capital.** The Board of Directors of the Corporation shall have the power from time to time to fix and determine and to vary the amount which is to be reserved by the Corporation as working capital and before the payment of any dividends or the making of any distribution of profits it may set aside out of net profits or earned surplus of the Corporation, such sum or sums, as it may from time to time in its absolute discretion determine to be proper, whether as a

reserve fund to meet contingencies or for the equalizing of dividends or the repairing or maintaining of any property of the Corporation or for an addition to stated capital surplus or earned surplus or for any corporate purpose for which the Board of Directors shall deem to be in the best interest of the Corporation, subject only to such reasonable limitations as the By-laws of the Corporation may from time to time impose.

5.6 Qualification of Directors. The Directors of this Corporation need not be shareholders of the Corporation.

5.7 Number of Directors. The exact number of Directors may from time to time be specified by the By-laws. However, at no time may less than one (1) Director per shareholder up to three (3) shareholders nor more than five (5) persons be members of the Board of Directors and when By-laws do not specify the exact number of Directors, the number of Directors shall be three (3).

5.8 Reliance upon Others - Prudent Conduct. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action or act omitted to be taken by a director or officer of the Corporation in good faith if such person (a) exercised or used the same degree of care and skill as would a prudent person would have exercised or used under the same or similar circumstances in the conduct of personal affairs or, (b) took or omitted to take such action in reliance upon advice of counsel for the Corporation or upon statements made or information furnished by Officers or employees of the Corporation which he had reasonable grounds to believe or upon a financial statement of the Corporation prepared by an accountant, officer of the Corporation in charge of its accounting or employees of the Corporation in charge of its accounts or certified by a public accountant or firm of public accountants.

5.9 Contracts with Interested Directors - Disclosure and Voting. A director of the Corporation shall not in the absence of fraud be disqualified by office from dealing or contracting with the Corporation either as a vendor, purchaser or otherwise, nor in the absence of fraud shall, insofar as permitted by the Act or any other applicable statute, any transaction or contract of the Corporation be void or voidable or affected by reason of the fact that any director or any firm of which a director is a member or any corporation of which a director is an officer, director or shareholder is in any way interested in such transaction or contract provided that at the meeting of the Board of Directors or of a committee thereof having authority in the premises to authorize or confirm such contract or transaction, the interest of such Directors, firm or Corporation is disclosed or made known and there shall be present a quorum of the Board of Directors or of the Directors constituting such committee, and such contract or transaction shall be approved by a majority of such quorum which majority shall consist of Directors not so interested or connected. Nor shall any director be liable to account to the Corporation for any profit realized by such director from or through any transaction or contract of the Corporation, ratified or approved as herein provided, by reason of the fact that such director or any firm of which such director is a member or any corporation of which such director is a shareholder, director or officer, was interested in such transaction or contract. Directors so interested may be counted when present at meetings of the Board of Directors or of such committee for the purpose of determining the existence of a quorum.

5.10 Ratification of Acts of Directors. The Directors may submit any contract or transaction for approval at any annual meeting of the shareholders or at any special meeting of the shareholders called for in that purpose; and any contract or transaction so approved by a majority vote of a quorum of the shareholders at such meeting shall be binding upon the Corporation and all of its

shareholders, whether or not the contract or transaction would otherwise be subject to attack because of the interest of any of the Directors of the Corporation for any other reason.

5.11 **Conduct of Management.** The Corporation may in its By-laws, make any other provision or requirement for the management or conduct of the business of the Corporation, provided that the same is not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Idaho or of the United States.

5.12 **Issuance of Shares.** The Corporation may issue and sell its authorized shares and such consideration as may from time to time be fixed by the Board of Directors, in their discretion, and sell and dispose of any stocks for such consideration permitted by law, as the Board of Directors may from time to time determine without obtaining the authority, consent or vote of the shareholders of the Corporation or any class of authorized shares.

5.13 **Amendments to These Articles of Incorporation.** The Corporation reserves the right to amend, alter or repeal or add any provisions to these Articles of Incorporation in any manner now or hereafter prescribed by the Act and any amendment thereto or by the provisions of any other applicable law and all rights conferred upon the shareholders of the Corporation by these Articles of Incorporation and any amendments hereto are granted subject only to this reservation.

5.14 **Reliance upon Others, Books and Records.** A director shall be fully protected in relying in good faith upon the books or account of the Corporation or statements prepared by any of its officials as to the value and amount of assets, liabilities or net profits of the Corporation or any other facts pertinent to the existence and amount of assets, liabilities or net profits of the Corporation or any other facts pertinent to the existence and amount of surplus or other funds from which dividends might properly be declared and paid.

5.15 **Books and Records.** The Corporation shall keep complete and correct books and records of account and shall keep minutes of the proceedings of its shareholders and Board of Directors and shall keep at its registered office or principal place of business or at the office of its transfer agent or registrar, a record of its shareholders, giving the names and addresses of all shareholders and the number of shares of the Corporation held by each. No shareholder shall have the right to inspect any such books and records except as conferred by the Act or other applicable law unless authorized to do so by a resolution or resolutions of the shareholders or of the Board of Directors.

5.16 **Indemnification.** Every director, officer or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including counsel fees reasonably incurred by or imposed upon and in connection with any proceeding to which the director, officer or employer may be a party, or in which he may become involved by reason of being or having been an officer or director, employee or agent of the Corporation or any settlement thereof, regardless of whether a director, officer, agent or employee at the time such expenses are incurred, except in such cases wherein the director, officer, agent or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of any duty; provided, however, in event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, agent or employee may be entitled. To the fullest extent permitted by the Business

Corporations Act of the State of Idaho or any other applicable laws now in effect or as it may hereafter be amended, no director of the company shall be personally liable to the company or its shareholders for monetary damages for any action taken or any failure to take any action as a director.

ARTICLE VI

INITIAL REGISTERED OFFICE AND THE INITIAL REGISTERED AGENT

6.1 **Registered Office.** The address of the initial registered office of the Corporation is P.O. Box 56, Eastport, Idaho 83856.

6.2 **Registered Agent.** The name of the initial registered agent of the Corporation at such address is Troy H. Parish.

ARTICLE VII

DIRECTORS

7.1 This corporation shall have not less than one (1) nor more than five (5) directors as authorized by §30-1-36 of the Act.

7.2 The names and address of those persons serving on the initial Board of Directors of the corporation are:

Barry S. Parish

514 Villa de la Valle, #203
Solana Beach, California 92075

Troy H. Parish

P.O. Box 56
Eastport, Idaho 83826

Mary B. Parish

P. O. Box 56
Eastport, Idaho 83826

ARTICLE VIII

INCORPORATORS

The names and addresses of the Incorporators are as follows:

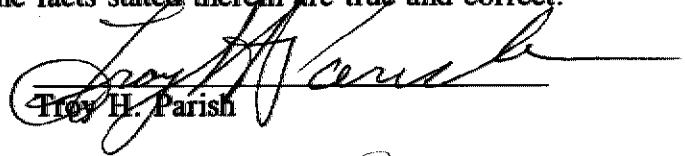
Troy H. Parish

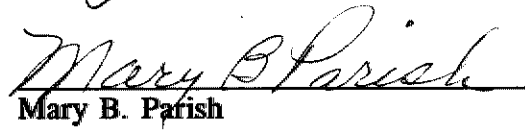
P. O. Box 56
Eastport, ID 83826

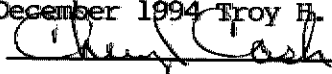
Mary B. Parish

P. O. Box 56
Eastport, ID 83826

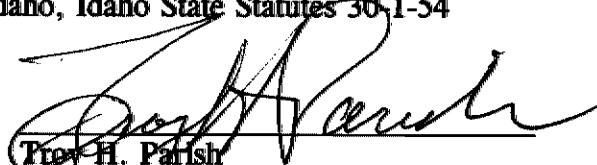
SIGNATURES OF INCORPORATORS AND REGISTERED AGENT, who each state that this document is signed under penalty of perjury, and the facts stated therein are true and correct.


Troy H. Parish


Mary B. Parish

On this 6th day of December 1994 Troy H. Parish and Mary B. Parish did personally appear before me.  NOTARY My Commission Expires Sept. 30, 1998

The undersigned hereby accepts and acknowledges appointment as the initial registered agent of the corporation above-named, and confirms that the undersigned meets the requirements of the General Business Corporations Act of the State of Idaho, Idaho State Statutes 30-1-54


Troy H. Parish
Registered Agent