

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

THE POCATELLO LAMPLIGHTER MOTEL, INC.

was filed in the office of the Secretary of State on the **Third** day of **March**, A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **127** 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

Pocatello in the County of **Bannock.**

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 **3rd** day of **March**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
THE POCATELLO LAMPLIGHTER MOTEL, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated pursuant to the Business Corporation Act of Idaho, as set forth in Title 30, Idaho Code, Volume 5, do hereby certify as follows:

I.

The name of the corporation is THE POCATELLO LAMPLIGHTER MOTEL, INC.

II.

The purposes for which said corporation is formed are:

(a) To engage in the business of operating a hotel or motel in Bannock County, the State of Idaho, and in connection therewith to carry on any such businesses as are commonly, usually, customarily or occasionally conducted in reference to the operation of a motel or hotel, including but not limited to, the renting of rooms, suites, apartments, as living quarters to transients or permanent residents, furnishing their food and allied services, including the operation of dining room, food and beverage service, including liquors, wines and beers, including catering to and servicing of banquets, parties and other events, either in the hotel and motel property, or other places; to sell such items as are generally sold or used by the traveling public, and to enter into other businesses in connection therewith, including leasing of

space for the operation of other enterprises upon the premises of the hotel or motel as may hereinafter be desired. To acquire, build, own, lease and operate the necessary and proper facilities for such purposes. To enter into all and every kind of contract necessary for the acquiring of the necessary real estate and personal property in the carrying out of the above powers.

(b) In general, to carry on any other lawful business whatsoever in connection with the foregoing, on which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties to the same extent as natural persons might or could do.

III.

This corporation shall have the power, authority, and capacity as follows:

(a) Without, in any particular, limiting any of the objects or purposes or powers of the company, it is hereby expressly provided that the company shall have power to do all acts or things necessary, incidental or convenient to do, or calculated directly or indirectly, to promote the interests of the company, or enhance the value or render profitable any of its property or rights; and in carrying on its business, or for the purpose of obtaining or furthering any of its objects, to do any and all acts and things and to exercise any and all other powers which a natural person could do and exercise and which now or hereafter may be authorized by law.

(b) Without limiting or enlarging the grant of authority

contained in subdivision 1, Section 30-114, Idaho Code, it is hereby provided that such corporation shall have authority:

- (1) To have succession by its corporate name for the time stated in its articles of incorporation, and when no period limited, perpetually;
- (2) To sue and be sued, appear, complain and defend in any court of law or equity, or before any board, commission or tribunal;
- (3) To have and use a corporate seal which may be altered at pleasure;
- (4) To receive, acquire, hold, purchase, improve, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign;
- (5) To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation;

- (6) To make by-laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, the certification and transfer of its stock, and optionally to provide penalties for the breach thereof not exceeding twenty dollars for any one offense;
- (7) To issue shares and admit shareholders, and to sell their shares for the payment of installments;
- (8) To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation;
- (9) To conduct business in this state, other states, District of Columbia, territories and colonies of the United States and in foreign countries and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, improve, lease, mortgage, dispose of and/or convey real and personal property situate out of this state, provided such powers are included within the objects set forth in its articles of incorporation.

IV.

The corporation is to have perpetual existence.

V.

The Board of Directors shall, by a two-third vote of said board, have the right to amend, alter, change or repeal any provisions contained in the By-Laws of the corporation hereinafter adopted.

VI.

The location and post office address of the registered office of the corporation is Suite 203, Central Building, Pocatello, Bannock County, Idaho.

VII.

The total authorized capital of the corporation is One Hundred Forty-Five Thousand Dollars (\$145,000.00), divided into one thousand four hundred fifty (1,450) shares of the par value of One Hundred Dollars (\$100.00) each. All stock shall be fully paid for when issued and shall be non-assessable.

VIII.

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

SHIRLEY ROSTEK	610 Sheldon Street Fort Collins, Colorado	1 share
JOHN E. ROSTEK	610 Sheldon Street Fort Collins, Colorado	20 shares
VIRGIL FITZGERALD	131 Egbert Brighton, Colorado	20 shares

IX.

All stock issued by this corporation shall be in accordance

known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Samuel D. Smith
Notary Public
Residing at Scotts Bluff, Nebraska

STATE OF ~~COLORADO~~ ^{NEBRASKA})
)
COUNTY OF Scotts Bluff) ss:

On this 28 day of February, 1964, before me personally appeared VIRGIL FITZGERALD, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Samuel D. Smith
Notary Public
Residing at Scotts Bluff, Nebraska