

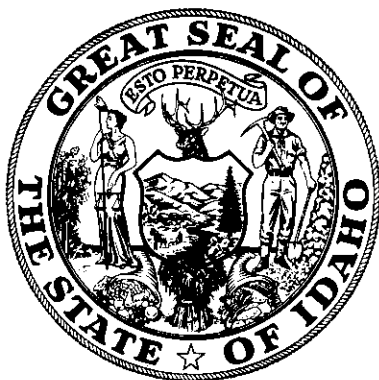
CERTIFICATE OF INCORPORATION  
OF

MOUNTAIN HOSPITALITY, INC.

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: *March 31, 1986*



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

MAR 31 3 45 PM '86  
ARTICLES OF INCORPORATION  
SECRETARY OF STATE

OF  
MOUNTAIN HOSPITALITY, INC.

The undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is: Mountain Hospitality, Inc.

ARTICLE II

Duration

The period of duration of the corporation is perpetual.

ARTICLE III

Purposes

The purpose for which the corporation is organized is to transact any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE IV

Powers

The corporation shall have and may exercise all powers and rights granted or otherwise provided for by the Idaho Business Corporation Act, including, but not limited to,

all powers necessary or convenient to effect the corporation's purposes.

## ARTICLE V

### Shares

A. Authorized Shares. The aggregate number of shares which the corporation shall have authority to issue is two hundred thousand (200,000) shares of common stock of the par value of ten cents (\$0.10) per share.

B. Transfer Restrictions. The corporation shall have the right to impose restrictions upon the transfer of any of its authorized shares or any interest therein. The board of directors is hereby authorized on behalf of the corporation to exercise the corporation's right so to impose such restrictions, whether by provision in the Bylaws or otherwise.

C. Cumulative Voting. Cumulative voting of shares in the election of directors is mandatory.

D. Denial of Pre-emptive Rights. No shareholder of the corporation shall be entitled as of right to acquire additional unissued or treasury shares of the corporation or securities convertible into shares or carrying a right to subscribe to or acquire such shares.

## ARTICLE VI

### Conflicts of Interest

No contract or other transaction between the corporation and one or more of its directors or officers, or any

other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such directors are present at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because their votes are counted for such purpose. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

#### ARTICLE VII

##### Indemnification

In addition to the other powers now or hereafter conferred upon the corporation by these Articles of Incorporation, the Idaho Business Corporation Act, or otherwise, the corporation shall possess and may exercise all powers to indemnify directors, officers, employees, fiduciaries, and other persons and all powers whatsoever incidental thereto (including without limitation the power to advance expenses and the power to purchase and maintain insurance with respect thereto), without regard to whether or not such powers are expressly provided for by the Idaho Business Corporation Act. The board of directors is hereby authorized on behalf of the corporation and without shareholder action to exercise all of the corporation's powers

of indemnification, whether by provision in the Bylaws or otherwise.

#### ARTICLE VIII

##### Quorum

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Except as otherwise provided by these Articles of Incorporation or the Idaho Business Corporation Act, if a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE IX

##### Voting

With respect to any of the following actions to be taken by the shareholders of the corporation, the affirmative vote or concurrence of the holders of two-thirds of all the outstanding shares of the corporation entitled to vote shall be required:

1. To amend these Articles of Incorporation.
2. To lend money to, to guarantee the obligations of, and to otherwise assist the directors of the corporation or of any other corporation the majority of whose voting capital stock is owned by the corporation.
3. To sell, lease, exchange, or otherwise dispose of all or substantially all of the property and assets of the

corporation, with or without its goodwill, not in the usual or regular course of its business.

4. To merge or consolidate the corporation.
5. To dissolve the corporation voluntarily.
6. To revoke voluntary dissolution proceedings of the corporation.

#### ARTICLE X

##### Registered Office and Agent

The address of the initial registered office of the corporation is 410 South Orchard, Suite 220, Boise, Idaho 83705 and the name of the corporation's initial registered agent at such address is Susan Van Wagner.

#### ARTICLE XI

##### Board of Directors

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of the person who is to serve as director until the first annual meeting of shareholders or until her successor is elected and qualified is:

Ann L. Edenfield	P.O. Box 26026
	Albuquerque, N.M. 87125

#### ARTICLE XII

##### Incorporator

The name and address of the incorporator is:

T. K. Edenfield, Jr.	P.O. Box 26026
	Albuquerque, N.M. 87125

ARTICLE XIII

Amendments

The corporation reserves the right to amend its Articles of Incorporation from time to time in accordance with the Idaho Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on March 29, 1986

T. K. Edenfield, Jr.  
T. K. Edenfield, Jr.

STATE OF IDAHO

)  
) ss.  
)

COUNTY OF

I, Steven B. Andersen, a Notary Public, hereby certify that T. K. Edenfield, Jr. personally appeared before me, who being by me first duly sworn, declared that he is the person who signed the foregoing Articles of Incorporation as incorporator, and that the statements therein contained are true.

In witness whereof, I have hereunto set my hand and seal this 29 day of March, 1986.

My commission expires: Aug 20, 1991

Steven B. Andersen  
Notary Public For:  
Residing At:  
My Commission Expires: