

ARTICLES OF INCORPORATION
OF
ZELHAM, INC.

2014 AUG -7 PM 2: 07

SECRETARY OF STATE
STATE OF IDAHO

Effective August 7th, 2014 ("**Effective Date**"), the Articles of Incorporation of Zelham, Inc., an Idaho corporation ("**Corporation**"), are in their entirety as follows:

Article 1
NAME OF THE CORPORATION

1.1 Name. The name of the Corporation is "Zelham, Inc."

Article 2
PRINCIPAL ADDRESS OF THE CORPORATION

2.1 Principal Address. The principal address of the Corporation is 121 E. 50th Street, Boise, ID 83714.

Article 3
PURPOSES OF THE CORPORATION

3.1 Purposes. The purposes for which the Corporation is organized are to (i) engage in business activities relating to hotel renovation and (ii) to do any and all other lawful activities.

Article 4
SHARES

4.1 Authorized Shares. The aggregate number of shares the Corporation is authorized to issue shall be 5,000 with no par value, consisting of 5,000 shares of voting common stock ("**Common Stock**").

4.2 Treasury Shares. Unless a resolution of the board of directors provides that reacquired shares shall constitute authorized but unissued shares, any shares reacquired by the Corporation shall be treasury shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of the Corporation.

Article 5
PREEMPTIVE RIGHTS

5.1 No Preemptive Rights. Shareholders of the Corporation shall have no preemptive rights to acquire stock in the Corporation.

Article 6
CUMULATIVE VOTING

6.1 No Cumulative Voting. Shareholders of the Corporation do not have the right to cumulate their votes for board of directors.

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Article 7
REGISTERED OFFICE AND AGENT

7.1 Address and Name. The address of the registered office of the Corporation is 242 N. 8th Street, Suite 220, Boise, Idaho 83702, and the name of the registered agent at such address is William Wardwell.

Article 8
BOARD OF DIRECTORS

8.1 Initial Board. The number of directors constituting the board of directors of the Corporation will be no less than one (1) and no greater than five (5). Under the Articles of Incorporation and until changed as provided in the Corporation's Bylaws, the number of directors who constitute the board of directors is two (2). The names and addresses of the persons to serve as such directors are as follows:

<u>Name</u>	<u>Address</u>
Daniel J. Hamilton	121 E. 50th Street Boise, ID 83714
Edward N. Anderson	121 E. 50th Street Boise, ID 83714

Article 9
INCORPORATOR

9.1 Address and Name. For purposes of the Articles of Incorporation, the name and address of the Incorporator is Daniel J. Hamilton, 121 E. 50th Street, Boise, ID 83714.

Article 10
LIMITATION OF LIABILITY

10.1 Limitation. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages, and the Corporation shall indemnify a director against liability (as defined in Idaho Code §30-1-850(5)) to any person, for any action taken, or any failure to take action, as a director except for liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Idaho Code § 30-1-833; or (iv) an intentional violation of criminal law.

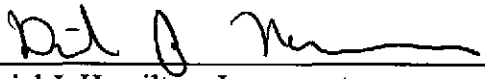
Article 11
INDEMNIFICATION

11.1 Indemnity. The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent

that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

Article 12
EXECUTION BY INCORPORATOR

Executed: July 30, 2014

By: 
Daniel J. Hamilton, Incorporator

STATEMENT OF DOMESTICATION

FILED EFFECTIVE
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The undersigned domesticating entity hereby does certify as follows: SECRETARY OF STATE
STATE OF IDAHO

1. The domesticating entity is Zelham, Inc., a Virginia corporation ("**Domesticating Entity**").
2. The entity into which the Domesticating Entity will hereby domesticate ("**Domestication**") is Zelham, Inc., an Idaho corporation ("**Domesticated Entity**").
3. This Statement of Domestication shall become effective upon filing ("**Effective Time**").
4. The Domestication, and the corresponding plan of domestication, have been duly authorized and approved by the Domesticating Entity in accordance with the applicable law of its jurisdiction of organization.
5. The Articles of Incorporation of the Domesticated Entity upon the occurrence of the Domestication shall be in the form attached hereto as Exhibit A.

ZELHAM, INC.

Dated: July 30, 2014

By 
Daniel J. Hamilton, President

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EXHIBIT A
ARTICLES OF INCORPORATION

See attached.

STATEMENT OF DOMESETICATION