

Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

LEWIS-CLARK HOTEL CORPORATION

was filed in the office of the Secretary of State on the **27th** day
of **August** A.D. One Thousand Nine Hundred **Fifty-seven** and
duly recorded on Film No. **99** 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
Lewiston in the County of **Nez Perce**

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 **27th** day of **August**,
A.D., 19 **57**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
LEWIS-CLARK HOTEL CORPORATION

KNOW ALL MEN BY THESE PRESENTS, that we, WILLIAM PATTISON, a citizen of British Columbia, Canada, and WILLIAM TONKIN, JAMES B. McMONIGLE and RUSSELL S. RANDALL, all citizens of the United States and residents of the State of Idaho, and all being over the age of majority, do hereby make and execute the following Articles of Incorporation for the purpose of organizing a business corporation under the laws of the State of Idaho as defined in Title 30, Idaho Code, and we hereby certify:

NAME

The name of the corporation shall be LEWIS-CLARK HOTEL CORPORATION.

PURPOSES

The purposes for which the corporation is formed are as follows:

A. To acquire real property by purchase, lease or otherwise. To erect, repair and maintain hotel buildings, garages and other structures thereon. To conduct a general hotel, restaurant and cafe business. To establish, maintain and operate newsstands, tobacco counters, novelty shops, theatre ticket agencies, barber shops, hairdressing and manicuring parlors, cocktail lounges and swimming pools and any other services pertaining to the business of operating a hotel.

B. To acquire by purchase, lease or otherwise and to improve and develop real property. To erect dwellings, apartment houses and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks, playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved and any right or interest therein.

C. To acquire by subscription, purchase or otherwise, to hold for investment or re-sale, to sell, pledge, hypothecate and in all ways deal with

RUSSELL S. RANDALL
LAWYER
FIRST SECURITY BANK BLDG.
LEWISTON, IDAHO

stocks, bonds, debentures, mortgages, notes, trust receipts, certificates of indebtedness and other obligations and securities of corporations, private, public, quasi-public or municipal, foreign or domestic, including the stock of this corporation. To collect the interest and dividends on its holdings and the principal thereof when due. To do all things suitable and proper for the protection, conservation or enhancement of the value of stock, securities, evidence of indebtedness or other properties held by it, including the exercise of the right to vote thereon. To bid upon and purchase at foreclosure or other sales, public or private, real property and rights or interest therein of all kinds. To purchase, acquire, hold and dispose of the stock and other evidences of indebtedness of any corporation, domestic or foreign, and issue in exchange therefor its stocks, bonds or other obligations.

D. To manufacture or otherwise produce, purchase or otherwise acquire, sell, let and deal in goods, wares and merchandise and personal property of every description which a corporation of this kind may lawfully acquire, hold, dispose of or deal in.

E. To conduct a business of catering in all its lines, to take charge of and plan, prepare and serve banquets and meals of all kinds, and furnish waiters and waitresses for such banquets and meals and generally to do everything done by those in a similar line of business.

F. To buy or lease real estate and erect thereon a building or buildings for the storage of automobiles, automobile trucks and other automotive equipment, or to buy or lease a building or buildings for that purpose and to engage in the business of storing by the hour, day, week, month or year, automobiles, automobile trucks and other automotive equipment. As incidental to such business to buy and sell accessories and supplies for automobiles, automobile trucks and other automotive equipment and to repair and overhaul the same.

G. To conduct the business of the corporation in the State of Idaho and other states of the United States and have one or more offices and places of business outside of the State, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situate out of the

State of Idaho.

H. To exercise in addition to the foregoing, all powers and privileges and rights conferred upon corporations under the laws of the State of Idaho, and all powers, privileges and rights necessary and incidental or conducive to carrying out the purposes for which this corporation is formed and the enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers that may be possessed by this corporation, all of which are hereby especially granted.

DURATION

This corporation shall have perpetual existence.

LOCATION

The location and postoffice address of the office of this corporation and its principal place of business shall be Lewiston, Nez Perce County, State of Idaho.

CAPITAL STOCK

The capital stock of this corporation shall consist of one million shares of common stock of the par value of \$1.00 per share, having an aggregate par value of \$1,000,000.00. Holders of common stock shall be entitled to one vote for each share of stock at all meetings of the shareholders.

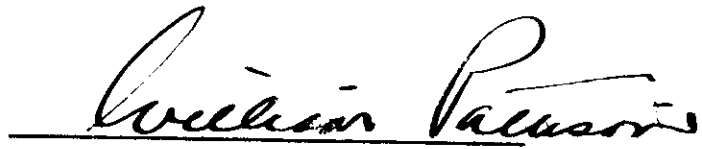

INCORPORATORS

The names and postoffice addresses of each of the incorporators and a statement of the number of shares subscribed by each are as follows:

WILLIAM PATTISON	Vancouver, British Columbia, Canada	1 share
WILLIAM TONKIN	Lewiston, Idaho	1 share
JAMES B. McMONIGLE	Lewiston, Idaho	1 share
RUSSELL S. RANDALL	Lewiston, Idaho	1 share

IN WITNESS WHEREOF, we have hereunto set our hands and seals this

27 day of August, 1957.

RUSSELL S. RANDALL
LAWYER
FIRST SECURITY BANK BLDG.
LEWISTON, IDAHO

James B. McMonigle
Russell S. Randall

STATE OF IDAHO)
) SS
COUNTY OF NEZ PERCE)

On this 27 day of August, 1957, before me, the undersigned, a Notary Public in and for said State, personally appeared WILLIAM PATTISON, WILLIAM TONKIN, JAMES B. McMONIGLE and RUSSELL S. RANDALL, 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 on the day and year in this certificate first above written.

Gene Israel

Notary Public in and for the State of Idaho
Residing at Lewiston, therein.

RUSSELL S. RANDALL
LAWYER
FIRST SECURITY BANK BLDG.
LEWISTON, IDAHO