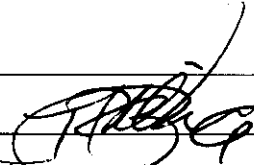


No. W 434	Due no later than Jul 31, 2000 Annual Report Form		2. Registered Agent and Office NO PO BOX												
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	1. Mailing Address - Correct in this box, if applicable SANDPOINT INN-VESTMENTS, L.L.C. 3808 N SULLIVAN RD BLDG 34 SPOKANE, WA 99216		EDWARD F WROE 250 NORTHWEST BLVD SUITE 102 COEUR D'ALENE, ID 83814 3. <u>New</u> Registered Agent Signature												
4. Limited Liability Companies: Enter Names and Addresses of Members. <table border="1"> <thead> <tr> <th><u>Office held</u></th> <th><u>Name</u></th> <th><u>Street or P.O. Address</u></th> <th><u>City</u></th> <th><u>State</u></th> <th><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td colspan="6">see attached. 20 members - too many to fill in here.</td> </tr> </tbody> </table>				<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	see attached. 20 members - too many to fill in here.					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>										
see attached. 20 members - too many to fill in here.															
5. Organized Under the Laws of: IDAHO W 434		6. Signature  Date <u>5/31/00</u> Name (Typed or Printed) <u>Terry P Wynia</u> Time <u>2:37 pm</u>													

Issued 05/10/2000

Do Not Tape or Staple

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W434

SANDPOINT INNVESTMENTS LLC MEMBER ROSTER

James and Norma Bauer
P O Box 147
Ovando MT 59854

Dave Black
500 James S Black Building
107 South Howard
Spokane WA 99204

James S Black
Lukins & Annis
1600 Washington Trust Center
717 West Sprague Avenue
Spokane WA 99204-0466

Lionel and Barbara Greenwood
1417 West Crestwood Court
Spokane WA 99218

Ted and Diane Gunning
2702 North Argonne
Spokane WA 99212

Don and Olivia Hainsworth
4114 South Martin
Spokane WA 99203

Morris and Tanya Hainsworth
1923 East 34th
Spokane WA 99203

Craig and Kathryn Jacobs
1334 North Canyon Oaks Way
Salt Lake City UT 84103

Bill and Carol Lawson
5106 North Northwood Drive
Spokane WA 99212

Jeff and Bonnie Lyman
c/o Hospitality Associates Inc
3808 North Sullivan Road Bldg 34
Spokane WA 99216

Tom and Irene Wynia
4932 Rancho Bernardo Way
Las Vegas NV 89130

Marilyn Dearing
235 West 765 South
Orem UT 84058

RC and Connie Roland
3902 East 65th
Spokane WA 99223

Pat and Diane Sullivan
c/o Winston & Cashatt
Seafirst Financial Bldg #1900
Spokane WA 99201

Jan Tippet
4214 West Klamath Avenue, Unit B-12
Kennewick WA 99336

WSF Land Company LLC
King Novell
P O Box 19208
Spokane WA 99219