

109452

State of Idaho

Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Merger of AMERITEL INNS, INC., a Nevada corporation, into GLEN & PEGGY HOTEL COMPANY, INC., an Idaho corporation, changing the corporate name to AMERITEL INNS, INC., duly executed 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 merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: August 31, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley I. Clark*

ARTICLES OF MERGER

OF

AMERITEL INNS, INC. INTO GLEN & PEGGY HOTEL COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS that AmeriTel Inns, Inc., a Nevada corporation, is hereby merged into Glen & Peggy Hotel Company, Inc., an Idaho corporation, and the corporate president and secretary hereby certify, pursuant to NRS 78.458 and I.C. § 30-1-74, as follows:

1. The constituent corporations of this merger are Glen & Peggy Hotel Company, Inc., a corporation duly organized under the laws of the State of Idaho on February 15, 1995, and AmeriTel Inns, Inc., a corporation duly organized under the laws of the State of Nevada as Babco, Inc., on November 16, 1981, whose name was changed to AmeriTel Inns, Inc., by a Certificate of Amendment to the Articles of Incorporation filed with the Secretary of State of the State of Nevada on July 2, 1992. The surviving corporation in said merger is Glen & Peggy Hotel Company, inc., whose state of domicile is the State of Idaho. The name of the surviving company is herewith changed to AmeriTel Inns, Inc., an Idaho corporation, and the Articles of Incorporation of the surviving corporation are hereby amended to accomplish such

of name, all stockholders having approved such amendment.

The plan of merger for said corporations has been adopted by the Board of Directors of both of the corporations and the parties to the merger and a copy of the Merger Agreement, dated August 1, 1995, setting forth said plan in full, is attached hereto as Exhibit 1 and fully incorporated herein by this reference.

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CORPORATION MERGER

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3. Approval of said merger by the shareholders of said constituent corporations is not required under the laws of the States of Nevada and Idaho for accomplishment of said merger but, nevertheless, the holders of all issued and outstanding shares of stock of both corporations have unanimously approved said merger, as set forth at page 7 of the Merger Agreement.

4. The Articles of Incorporation of the surviving corporation, AmeriTel Inns, Inc., have been amended and restated as set forth in Exhibit A to said Merger Agreement. Executed copies of said Exhibit A shall be filed with the Secretary of State of the State of Idaho. Pursuant to the Merger Agreement, the Articles of Incorporation of AmeriTel Inns, Inc., as amended and restated, shall govern the affairs of said corporation.

5. Said merger shall be immediately effective.

IN WITNESS WHEREOF, these Articles of Merger have been executed by the President and Secretary of both of the constituent corporations, pursuant to authorization and direction by all shareholders, officers and directors of both corporations.

GLEN & PEGGY HOTEL COMPANY, INC.

AMERITEL INNS, INC.

BY: *Glen Black*
GLEN BLACK, PRESIDENT

ATTEST: *Peggy Black*
PEGGY BLACK, SECRETARY

BY: *Glen Black*
GLEN BLACK, PRESIDENT

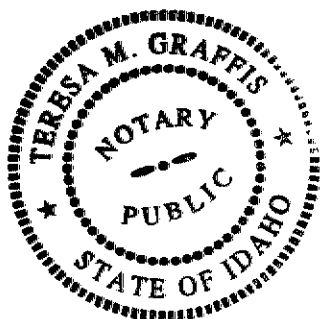
ATTEST: *Scott Ableman*
SCOTT ABLEMAN,
SECRETARY

STATE OF IDAHO)
 : ss
County of Ada)

On the 15th day of August, in the year of 1995, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared GLEN BLACK, BRAD CHARLES and SCOTT ABLEMAN, being all of the officers and directors of AmeriTel Inns, Inc., known or identified to me to be the persons who executed the foregoing instrument, and acknowledged to me that they executed the same on behalf of AmeriTel Inns, Inc.

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.

(Seal)



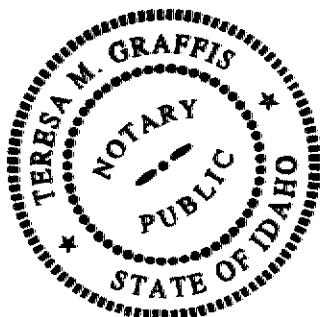
Teresa M. Graffis
Notary Public for Idaho
Residing at 1384 Claire St. Meridian ID 83642
My commission expires: 9/27/2000

STATE OF IDAHO)
 : ss
County of Ada)

On the 15th day of August, 1995 before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared GLEN BLACK and PEGGY BLACK, known or identified to me to be the President and Secretary, respectively, of Glen & Peggy Black Hotel Company, Inc., the corporation whose name is subscribed to the foregoing instrument, and acknowledged to me that they executed the same on behalf of said corporation.

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.

(Seal)



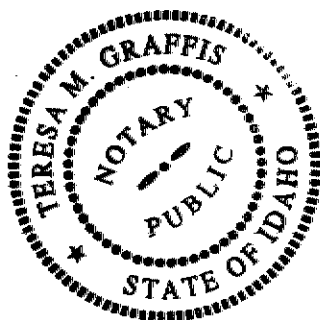
Teresa M. Graffis
Notary Public for Idaho
Residing at 1384 Claire St. Meridian ID
My commission expires: 9/27/2000

STATE OF IDAHO)
 : ss
County of Ada)

On the 15th day of August, 1995 before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared GLEN BLACK and SCOTT ABLEMAN, known or identified to me to be the President and Secretary, respectively, of AmeriTel Inns, Inc., the corporation whose name is subscribed to the foregoing instrument, and acknowledged to me that they executed the same on behalf of said corporation.

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.

(Seal)



Teresa M. Graffis
Notary Public for Idaho
Residing at 1304 Claire St. Meridian ID 83442
My commission expires: 9/27/2000

MERGER AGREEMENT

AGREEMENT OF MERGER made this 1st day of August, 1995, by and between AMERITEL INNS, INC., a corporation duly organized under the laws of the State of Nevada as Babco, Inc., on November 16, 1981, and GLEN & PEGGY HOTEL COMPANY, INC., a corporation duly organized under the laws of the State of Idaho on February 15, 1995, hereinafter referred to collectively as the constituent corporations, and their respective Boards of Directors.

WHEREAS, AmeriTel Inns, Inc., has an authorized capital stock of 1,000 shares of the par value of \$10 per share, all of which is owned and held by Glen R. Black and Peggy A. Black, husband and wife, as joint tenants;

WHEREAS, Glen & Peggy Hotel Company, Inc., has an authorized capital stock of 5,000 shares of the par value of \$1 per share, all of which is owned and held by Glen R. Black and Peggy A. Black, husband and wife, as community property; and

WHEREAS, the constituent corporations and their respective Boards of Directors deem it to be advisable and for the best interests of said corporations and the stockholders thereof that the corporations be merged into a single corporation, Glen and Peggy Hotel Company, Inc., and that the name of said corporation be changed to "AmeriTel Inns, Inc.", an Idaho corporation; and

WHEREAS, said constituent corporations have hereby agreed to a statutory merger as contemplated by Section 368(a)(1)(A) of the Internal Revenue Code;

NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements and provisions herein contained, it

is hereby agreed by the parties hereto that AmeriTel Inns, Inc., be, and it is hereby, merged into Glen & Peggy Hotel Company, Inc., which corporation is a domiciliary of the State of Idaho, and the following are hereby prescribed as the terms and conditions of said merger:

1. The acts and things required to be done pursuant to the laws of the States of Nevada and Idaho in order to make this agreement effective shall be attended to and done by the proper officers of the constituent corporations within such time and in such manner that the merger provided herein will become effective on or before August 15, 1995, it being the intent hereof that the merger shall be immediately effective upon the execution of this Merger Agreement.

2. Upon said merger becoming effective, the separate existence of AmeriTel Inns, Inc., shall cease, except insofar as continued by statute, and all rights, privileges, powers and franchises of both of said corporations shall vest in Glen & Peggy Hotel Company, Inc., which shall survive. Said surviving corporation shall be governed by the laws of the State of Idaho, as well as by the Amended and Restated Articles of Incorporation of said corporation, which are attached hereto as Exhibit A, approved and adopted by the undersigned, and incorporated herein by this reference. Except as otherwise specifically set forth herein, or as provided by statute, all rights, privileges, powers and franchises of said surviving corporation shall remain intact.

3. Upon said merger becoming effective, all shares of the capital stock of AmeriTel Inns, Inc., shall be deemed to have been cancelled and shall thereafter be of no force or effect.

Glen R. Black and Peggy A. Black shall retain their shares of the capital stock of Glen & Peggy Hotel Company, Inc., which stock shall constitute all of the issued and outstanding stock of the surviving corporation.

4. Upon said merger become effective, all property of any nature of both of the constituent corporations, and all debts due on whatever account to either of them, shall be taken and be deemed to be transferred to and invested in the surviving corporation by operation of law, as particularly provided in N.R.S. 78.459 and I.C. § 30-1-76, without further act or deed.

5. Upon said merger becoming effective, the surviving corporation shall be responsible for all the liabilities and obligations of both of the constituent corporations in the same manner as if the surviving corporation had itself incurred such liabilities and obligations and any proceedings pending against either of the constituent corporations may be continued as if the merger had not occurred, or the surviving corporation may be substituted in the proceeding for the corporation whose existence has ceased, all as provided in N.R.S. 78.459 and I.C. § 30-1-76.

6. The surviving corporation hereby appoints the Secretary of State of the State of Nevada as its agent for service of process for purposes of N.R.S. 78.461.

7. The Articles of Incorporation are hereby amended to change the name of the surviving corporation from "Glen & Peggy Hotel Company, Inc." to "AmeriTel Inns, Inc."

8. The objects and purposes of the surviving corporation, the duration of its existence, the location and post office address of its registered office in the State of Idaho, the total

authorized number of its par value shares, and the par value of each share, are as stated in the Amended and Restated Articles of Incorporation attached hereto as Exhibit A. Said merger shall effect no change in the bylaws of the surviving corporation.

9. The names and post office addresses of the directors of the surviving corporation, AmeriTel Inns, Inc., are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Glen R. Black	4526 Ginger Creek Drive Meridian, ID 83642
Brad Charles	8456 West Brookview Drive Boise, ID 83709
Scott Ableman	4844 North Tredwell Way Boise, ID 83703

Said merger shall effect no change in the surviving corporation's officers or directors or their terms of office, each of the above-named directors to continue serving until his successor is elected and qualified as provided in the bylaws of said corporation.

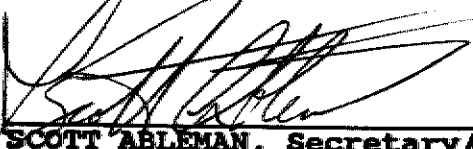
10. The Board of Directors of the constituent corporations hereby recommend this Agreement and plan of merger, as well as the Amended and Restated Articles of Incorporation of AmeriTel Inns, Inc. (formerly Glen & Peggy Hotel Company, Inc.), to the stockholders of said corporations and acknowledge that the owners and holders of all of the outstanding shares of said corporations, namely, Glen R. Black and Peggy A. Black, have ratified and approved the same and have evidenced such ratification and approval by signing at the end of this Agreement.

IN WITNESS WHEREOF, the undersigned directors, being all of the members of the Boards of Directors of both of the constituent corporations and having voted in favor of entering into the foregoing Merger Agreement and of adopting the Amended and Restated Articles of Incorporation of AmeriTel Inns, Inc., at Directors' meetings of the respective constituent corporations duly called and regularly held for that purpose on the date hereof, have hereunto signed their names on the 1st day of August, 1995, and both of the constituent corporations have executed said Agreement on the date of the vote of its respective shareholders in favor thereof, by causing its President and Secretary to sign the same.


AMERITEL INNS, INC.



GLEN R. BLACK, President/Director



SCOTT ABLEMAN, Secretary/Director



BRAD CHARLES, Vice-President/
Director

GLEN & PEGGY HOTEL COMPANY, INC.

Glen R. Black
GLEN R. BLACK, President/Director

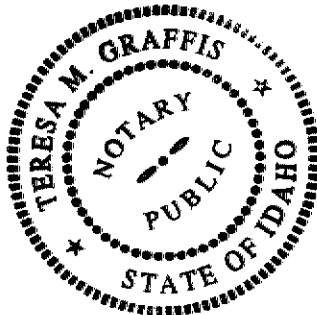
Peggy Black
PEGGY BLACK, Secretary/Director

STATE OF IDAHO)
 : ss
County of Ada)

On this 15th day of August, 1995, before me, the undersigned, a Notary Public in and for said State, personally appeared GLEN BLACK, SCOTT ABLEMAN and BRAD CHARLES, being all of the officers and directors of AmeriTel Inns, Inc., known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same, both individually and on behalf of AmeriTel Inns, Inc.

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.

(seal)

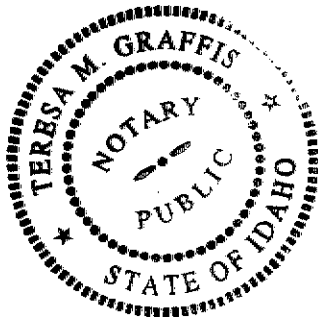


Teresa M. Graffis
NOTARY PUBLIC FOR IDAHO
Residing at: 1384 Clair St Meridian ID 83642
My Commission Expires: 9/27/2000

STATE OF IDAHO)
 : ss
County of Ada)

On this 15th day of August, 1995, before me, the undersigned, a Notary Public in and for said State, personally appeared GLEN BLACK and PEGGY BLACK, being all of the officers and directors of Glen & Peggy Hotel Company, Inc., known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same, both individually and on behalf of Glen & Peggy Hotel Company, Inc.

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.



(seal)

Teresa M. Graffis
NOTARY PUBLIC FOR IDAHO
Residing at: 1384 Clara St Meridian ID 83642
My Commission Expires: 9/27/2000

The undersigned, being the holders of all issued and outstanding stock of the two constituent corporations, hereby consent and agree in all respects with and to the foregoing Merger Agreement and, in addition, hereby approve the adoption of the Amended and Restated Articles of Incorporation of AmeriTel Inns, Inc.

Glen Black
GLEN BLACK

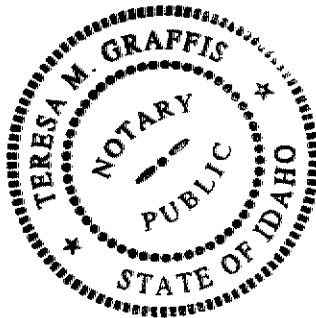
Peggy Black
PEGGY BLACK

STATE OF IDAHO)
 : SS
County of Ada)

On this 15th day of August, 1995, before me, the undersigned, a Notary Public in and for said State, personally appeared GLEN BLACK and PEGGY BLACK, husband and wife, known to me to be the persons whose names are subscribed to the foregoing 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.

(seal)



Teresa M. Graffis
NOTARY PUBLIC FOR IDAHO
Residing at: 1384 Grove St Meridian ID 83642
My Commission Expires: 9/27/2000