

State of Idaho

Department of State

**CERTIFICATE OF INCORPORATION
OF**

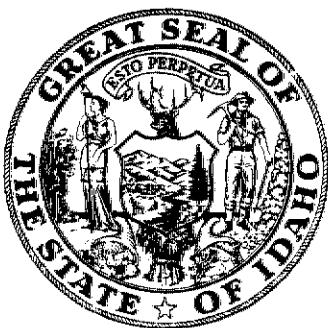
MONARCH WEST LODGE LTD.

File number C 119367

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: May 5, 1997



Pete R. Cenarrusa
SECRETARY OF STATE

By Sherry DeWees

FEATHERSTON LAW FIRM
DANIEL P. FEATHERSTON
BRENT C. FEATHERSTON
P. O. BOX 1820
BONNERS FERRY, IDAHO 83805
(208) 267-3127

97 MAY-5 AM 8:45
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF

MONARCH WEST LODGE LTD.

KNOW ALL MEN BY THESE PRESENTS: That we, whose names are hereto affixed, all of whom are bona fide residents of the United States of America, do under and in pursuance of Chapter 1 of Title 30, Idaho Code and as hereafter amended, and general corporation laws of the State of Idaho hereby organize, constitute and associate ourselves in accordance with these Articles, into a body politic, and corporate for the purposes hereinafter set forth and to that end we execute these Articles of Incorporation, and hereby certify, set forth and declare as follows:

I.

NAME

The name of the corporation is MONARCH WEST LODGE LTD.

II.

DURATION

The duration of the corporation is perpetual.

III.

IDaho SECRETARY OF STATE

DATE 05/05/1997

<u>PURPOSES</u>	0900	89190	2
	OK #:	2002	CUST# 80857
			10 100.00= 100.00

The purpose of this organization shall be

#: C

Featherston Law Firm
Daniel P. Featherston
Brent C. Featherston*
Attorneys at Law
Peter B. Wilson
of Counsel
6426 Kootenai Street
P.O. Box 1820
Bonners Ferry, Idaho 83805
(208) 267-3127

*Licensed in
Idaho & Washington

To own, lease, operate and maintain hospitality business and services, consisting of hotels, motels, convention facilities, homes, apartments and care facilities of whatever type and nature as the shareholders and directors may deem appropriate.

To engage in any commercial, industrial, and agricultural enterprise calculated or designated to be profitable to this corporation and in conformity with the laws of the State of Idaho;

To generally engage in, do, and perform, any enterprise, act, or vocation that a natural person might or could do or perform;

To engage in any activity or exercise any authority and/or power permitted or authorize of corporation under the laws of the State of Idaho and particularly Chapter 1 Title 30 Idaho as it now, this date exists or may hereafter be amended.

IV.

LOCATION

The location is in Bonner County, Idaho; and the street address of the registered office of the corporation in the State of Idaho is Bonner Mall, Highway 95 North, Ponderay, Idaho, and the mailing address is P.O. Box 3171, Sandpoint, Idaho, 83864. The name of the registered agent is Joel R. Baker and he resides at and receives his mail at the registered office of the said corporation.

V.

CAPITALIZATION

The total authorized number of shares is 10,000 no par shares.

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The stock shall be non-assessable.

VI.

RIGHTS AND RESTRICTIONS OF SHARES OF STOCK

The shares of stock of this corporation shall be all Common in a single class and each of said shares shall be entitled to one vote, with the owner of said shares determined by the name standing on the books of this corporation at the date thirty (30) days prior to the date of the meeting at which a vote will be required, and the relative rights, preferences and restrictions of each of said shares shall be identical with the relative rights, preferences, and restrictions of every other of said shares.

VII.

DIRECTORS

The corporate powers of this corporation shall be vested in a Board of one (1) director, unless all of the shares of the corporation are owned beneficially and of record by either two or more shareholders. In such case the number of directors shall be the same as the number of shareholders, to be elected as provided in the By-laws of this corporation. The number of directors, however, will not exceed five (5) unless the By-laws be amended to so provide. To be a Director, a person must be a shareholder. The powers and duties of the officers of this corporation shall be as prescribed in the By-laws, except that the power to repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the Board of Directors.

ARTICLES OF INCORPORATION

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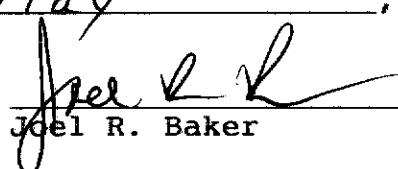
VIII.

INCORPORATORS

The incorporators and temporary Directors of this corporation, together with the number of shares subscribed for by each, are as follows:

<u>NAME & ADDRESS</u>	<u>CLASS</u>	<u>SUBSCRIPTION</u>
Joel R. Baker P.O. Box 3171 Sandpoint, ID 83864	Common	1
Melissa A. Baker P.O. Box 3171 Sandpoint, ID 83864	Common	1

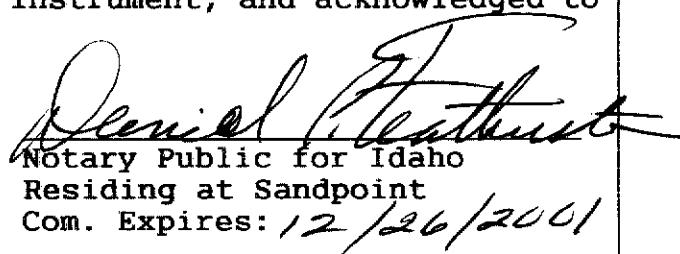
DATED this 2 day of May, 1997.


Joel R. Baker


Melissa A. Baker

STATE OF IDAHO)
) ss.
County of Boundary)

On this 2 day of May, 1997, before me, the undersigned Notary Public, personally appeared **JOEL R. BAKER** and **MELISSA A. BAKER**, known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.


Daniel P. Featherston
Notary Public for Idaho
Residing at Sandpoint
Com. Expires: 12/26/2001

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