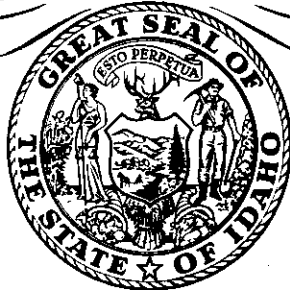


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

B.C.J.S. MOTELS, INC.

was filed in the office of the Secretary of State on the **Twenty-first** day of **December,** A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** 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 **Pocatello** in the County of **Bannock**

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 **21st** day of **December**, A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

B.C.J.S. MOTELS, INC.

WE, The undersigned, natural persons of the age of 21 years or more, and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

1. The name of the corporation is:

B.C.J.S. Motels, Inc.

2. The purposes for which said corporation is formed are:

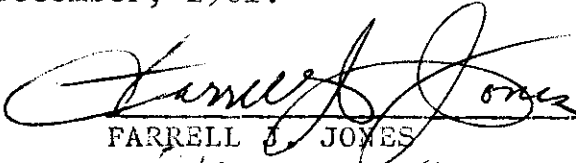
To engage generally in the motel business and related businesses; to conduct business in this state, other states and the District of Columbia, to have one or more offices and places of business in and out of this state and to acquire, receive, hold, purchase, lease, mortgage, dispose of, and/or deal with or in real property or any interest therein; to plan, design, and construct buildings for motel purposes and to buy, sell, lease and acquire the same; to operate and carry on a general motel business for transient and permanent trade and any or all allied and kindred businesses thereto, including the right therein to operate in connection therewith a tavern, bar, cafe or restaurant, and also to have the right to operate such other services as may be found necessary or desirable in connection with the operation of a general motel or hotel business; to under-

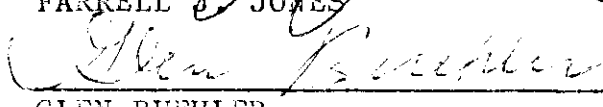
take and carry on any business transactions or operation commonly undertaken or carried on by motel operators and generally to institute, enter into, assist, promote and participate in any such business or operation.


3. The corporation is to have perpetual existence.
4. The location and post office address of the registered office of the corporation is: P.O. Box 1763, Pocatello, Bannock County, Idaho.
5. The total authorized number of par value shares is 100,000 shares of the par value of \$1.00 per share.
6. The names and post office address of the incorporators and the number of shares subscribed by each, are as follows:

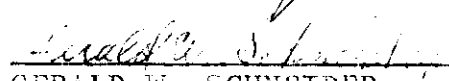
Farrell J. Jones	275 Sorenson	Alameda, Ida.	1 share
Glen Buehler	2201 Oakley Ave.	Burley, Ida.	1 share
Bruce Carpenter	Sage Drive	Pocatello, Ida.	1 share
Gerald W. Schneider	Route	Paul, Idaho	1 share

IN WITNESS WHEREOF, We, FARRELL J. JONES, GLEN BUEHLER, BRUCE CARPENTER AND GERALD W. SCHNEIDER, Being all of the incorporators hereinabove named, have hereunto set our respective hands and seals this 15 day of December, 1961.


FARRELL J. JONES


GLEN BUEHLER


BRUCE CARPENTER



GERALD W. SCHNEIDER

STATE OF IDAHO)
) SS:
COUNTY OF BANNOCK)

ON This 15th day of December, 1961, before me, personally appeared FARRELL J. JONES, GLEN BUEHLER, BRUCE CARPENTER and GERALD W. SCHNEIDER, 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 the day and year in this certificate first above written.

(SEAL)



NOTARY PUBLIC
Residing at: Pocatello, Idaho