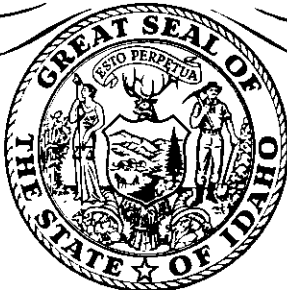


State of Idaho



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

SOMBRERO LODGE NO. 1, INCORPORATED

was filed in the office of the Secretary of State on the **Twenty-second** day of **May**, A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **119** 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

Boise

in the County of

Ada

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 **22nd** day of **May**, A.D., 1962 .

Secretary of State.

ARTICLES OF INCORPORATION OF
SOMBRERO LODGE NO. 1, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS, That we,
the undersigned, being natural persons of full age and citizens of
the United States and citizens and residents of the State of Idaho, Oregon, and
Wyoming,
in order to form a corporation for the purposes hereinafter stated,
under and pursuant to the provisions of the general corporation
laws of the State of Idaho, and the acts amendatory thereof and
supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of the corporation is Sombrero Lodge
No. 1, Incorporated.

ARTICLE II

The purposes and objects for which the corporation
is formed are:

a. To engage generally in the motel and related
businesses, within the State of Idaho and elsewhere; to plan, design
and construct buildings for motel purposes and to buy, sell, and
acquire the same; to operate, conduct and carry on the motel busi-
ness for the accommodations necessary or desirable to accomplish
such purposes; to conduct and carry on the business of providing
meals and food for the general public, and the buying and selling of
any and all other things necessary or desirable in connection with
and incidental to the motel business; to undertake and carry on any

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

b. To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, buildings and real property, hereditaments and appurtenances of all types and kinds and wheresoever situate, and of any interest and rights therein to the same extent as natural persons might or could do, and without limitation as to amount.

c. To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of any shares of capital stock, script, bonds, mortgages, securities, or other evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder thereof, to possess and exercise in respect thereto any and all rights, powers and pledges or ownership, including the right to vote thereon.

d. To make, perform and carry out contracts of every kind and description, made for every lawful purpose without limitation to amount, with any person, firm, association or corporation, either public or private, or within any territory or state of any agency thereof.

e. To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and any other evidence of indebtedness, and for the purpose of securing any of its obligations or contracts; to transfer, convey,

deliver, mortgage and/or pledge all or any part of its property or assets, real or personal, at any time owned or held by the corporation, upon such terms and conditions as the Board of Directors shall authorize and as may be permitted by law.

f. To acquire, hold, sell, reissue, or cancel any shares of its own capital stock; provided, however, that this corporation may not use any of its funds or property for the purchase of its own capital stock when such use would cause any impairment of the capital of the corporation; and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

g. To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired; and to exercise all the powers necessary or convenient for the conduct, management and carrying on of such business.

h. To buy, sell, acquire, hold or mortgage, pledge, lease, assign, transfer, trade and deal in any and all types of personal property.

i. To have one or more offices to carry on any part of its operations and business, and to do any and all things necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or of the attainment of any of the objects herein named, or which shall at any time appear conducive or expedient for the protec-

tion or benefit of the corporation, and which may now or hereafter be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principal or agent, and either alone or in conjunction with any person, firm, association or corporation; and

j. To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the General Corporation Laws of said State, or under any act or acts amendatory thereof or supplemental thereto or substituted therefor.

The foregoing clauses are to be construed both as objects and powers, and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The location of the principal office for the transaction of the business of the corporation shall be 6621 Ustick Road, Boise, Ada County, Idaho.

ARTICLE V

The amount of the capital stock of this corporation is One Hundred Thousand Dollars (\$100,000.00), which shall be divided into 1,000 shares of the par value of \$100.00 per share.

ARTICLE VI

The private property of the stockholders of the cor-

poration shall not be subject to the payment of corporate debts to any extent whatever, and the shares of stock of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

ARTICLE VII

The names and post office addresses of the incorporators and the number of shares subscribed for by each are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>
William Cudd	6621 Ustick, Boise, Idaho	One
George K. Sugai	Payette, Idaho	One
Robert I. Rose	Payette, Idaho	One
Eugenia Rose	Payette, Idaho	One
Thomas T. Itami	Ontario, Oregon	One
Franklin David	Boise, Idaho - 1312 Warm Springs	One

ARTICLE VIII

The number of Directors in the corporation shall be specified in the By-Laws and such number may be from time to time increased or decreased, in such manner as may be prescribed by the By-Laws of the corporation; provided that the number of Directors of the corporation shall not be less than three nor more than seven. Provided, further, that the first Board of Directors shall be six in number and shall consist of the following named persons: William Cudd, George K. Sugai, Robert I. Rose, Eugenia Rose, Thomas T. Itami and Franklin David. The first Board of Directors shall serve until the first meeting of shareholders of the corporation, or until their successors are elected and qualified. In the event of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so

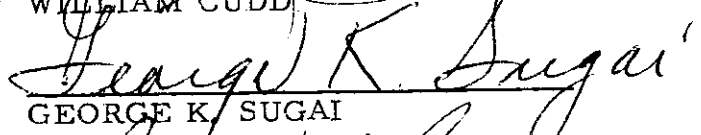
elected shall hold office until the next annual meeting of the shareholders and until their successors are elected and duly qualified.

ARTICLE IX

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation, and to adopt new By-Laws, and the corporation reserves the right to amend, endorse, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, by a majority vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders, or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

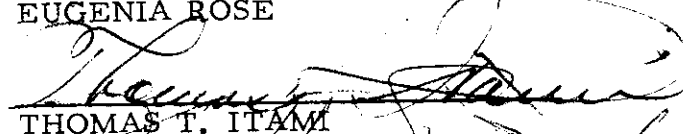
IN WITNESS WHEREOF, we have hereunto set our hands this 8 day of May, 1962.

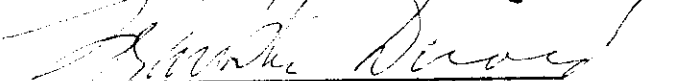

WILLIAM CUDD


GEORGE K. SUGAI


ROBERT I. ROSE


EUGENIA ROSE

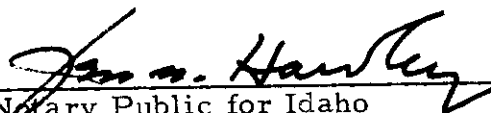

THOMAS T. ITAMI


FRANKLIN DAVID

STATE OF IDAHO)
) ss.
County of Ada)

On this 15th day of May, 1962, before me, the undersigned, a Notary Public in and for said State, personally appeared WILLIAM CUDD and FRANKLIN DAVID, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

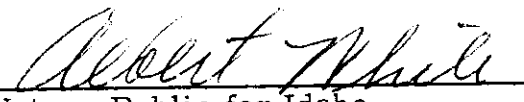
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public for Idaho
Residence: Boise, Idaho

STATE OF IDAHO)
) ss.
County of Payette)

On this 8 day of May, 1962, before me, the undersigned, a Notary Public in and for said State, personally appeared GEORGE K. SUGAI, ROBERT I. ROSE and EUGENIA ROSE, 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 ¹have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public for Idaho
Residence: Payette, Idaho

STATE OF ~~OREGON~~ ^{Idaho a.w})
County of ^{ss.} ~~Oregon~~ ^{Payette}) a.w

On this 8 day of May, 1962, before me, the undersigned, a Notary Public in and for said State, personally appeared THOMAS T. ITAMI, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he 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.

Albert Whiff
Notary Public for ~~Oregon~~ ^{Idaho a.w}
Residence: ~~Ontario, Oregon~~
^{Payette, Idaho a.w.}