

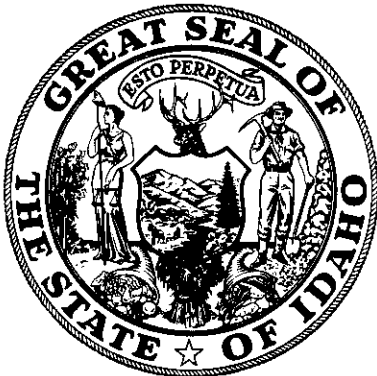
**CERTIFICATE OF INCORPORATION
OF**

FMS, INCORPORATED

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 7, 1985**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION

OF

FMS, INCORPORATED

The undersigned, for the purposes of organizing a corporation, pursuant to the laws of the State of Idaho, do hereby adopt the following Articles of Incorporation:

FIRST: The name of this corporation shall be FMS, Incorporated.

SECOND: The general nature of the business of the corporation and the objects and purposes proposed to be transacted, promoted, or carried on by it, are as follows, to wit:

a. To operate and carry on a general motel, hotel, and condominium business; to manage and acquire real property by purchase, lease, or otherwise, for the operation and sale of motels, hotels, and condominiums; to erect, repair, and maintain hotel, motel, and condominium buildings, garages, and other structures in connection therewith; to establish, maintain, and operate restaurants, cafes, shops, garages, laundromats, tennis courts, golf courses, and swimming pools in connection with or separate from the general motel, hotel, and condominium operation.

b. To acquire, by purchase, lease, or otherwise, lands and interests in lands, to own, hold, and improve,

develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures with their appurtenances, and to manage, operate, lease, rebuild, and enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interest in lands or any buildings or other structures, and any stores, shops, suites, rooms, or part of any buildings or other structures, at any time owned or held by the corporation.

c. To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to encumber or dispose of any personal property at any time owned or held by the corporation.

d. To transact the business of buying and selling, dealing in, leasing, renting and managing real estate and any interest therein for its own account as agent or broker, or upon commission.

e. To purchase, sell and manufacture, and deal in building materials and goods, wares and merchandise, to carry on any other lawful trade or business incident to or proper or useful in connection with the purchase, sale,

ownership, construction, maintenance, and management of real property.

f. To borrow money, with or without pledge of or mortgage upon all of its property, real or personal, as security, and to loan and advance money upon mortgages, or personal and real property, or on either of them.

g. To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of shares, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity, or person, domestic or foreign, or of any domestic or foreign state, government, or governmental authority or any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, or securities; to issue its own shares, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities for the acquisition of any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, or receipts purchased or acquired by it; and, while the owner or holder of any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts, to exercise all of the rights of ownership in respect thereof; and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guarantee, or otherwise,

those issuing, creating, or responsible for such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts.

h. To do any and all other such acts, things, business or businesses in any manner connected with, or necessary, incident, convenient, or auxiliary to, any of the objects hereinbefore enumerated, directly or indirectly; to promote the interest of the corporation in carrying on its purposes or for the purpose of attaining or furthering any of its business to do any and all acts and things and to exercise any and all powers which a natural person could do or exercise and which now or hereafter may be authorized by law, and all other lawful powers not inconsistent herewith are hereby included.

g. The provisions in the clauses contained in this Article are to be construed both as purposes and powers and shall, except when otherwise expressed in this Article, be in no wise limited or restricted by reference to or inference from the terms of any other clause of this, or any other, Article of this certificate, but each of the purposes and powers specified in this Article shall be regarded as independent purposes and powers; and the specification herein contained of particular powers is not intended to be, and shall not be held to be, in limitation of the general powers herein contained, or in limitation of powers granted to corporations under the laws of the State of Idaho, but is intended to be, and shall be held to be, in furtherance thereof.

THIRD: The principal place for the transaction of its business shall be in the City of Ketchum, in the State of Idaho. The mailing address of the corporation shall be Post Office Box 304, Sun Valley, Idaho (83353). Branch offices or other places of business of the corporation may hereafter be established whenever necessary in the judgment of the Board of Directors of the corporation.

FOURTH: The corporation is to have perpetual existence.

FIFTH: The private property of the Stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

SIXTH: The number of Directors of the corporation shall be fixed from time to time by the By-Laws of the corporation and the number may be altered as therein provided. The Directors of the corporation shall be elected at the Annual Meeting of the Stockholders, to be held at the principal office of the corporation in the City of Ketchum, State of Idaho, on May 1 of each year, at 10:00 o'clock A.M. Until the first such Annual Meeting to be held on May 1, 1985, the Directors of the corporation shall be Michael Fitzpatrick and Kathy Walker.

SEVENTH: In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the Directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject to the provisions of the laws of the

State of Idaho, of these Articles, and to any By-Laws from time to time made by the Stockholders; provided, however, that no By-Law so made shall invalidate any prior act of the Directors which would have been valid if such By-Laws had not been made.

EIGHTH: The amount of the capital stock of this corporation shall be Five Thousand Dollars (\$5,000.00), divided into Five Thousand (5,000) shares, all of which shall be common stock with the par value of One Dollar (\$1.00) per share, to be held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine.

NINTH: At all meetings of Stockholders, each Stockholder shall be entitled to cast one (1) vote for each share of stock held in his or her name, except that in the election of Directors cumulative voting shall be allowed as provided by Section 30-134 of the Idaho Code; each Stockholder may vote by written proxy under the terms and conditions prescribed in the By-Laws of the corporation.

TENTH: The Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of the Stockholders, and at the same place. Executive Officers of this corporation shall be President, Vice-President, Secretary, and Treasurer. No one of the Officers, except the President need to be a Director, but a Vice-President who is not a Director cannot succeed to or fill the office of President. Any two (2) of the offices of Vice-President,

Secretary, and Treasurer may be combined in one (1) person. If the Board of Directors consists of less than three (3) persons, any of the offices of the corporation may be combined in one (1) person. Such Executive Officers shall be elected by the Board of Directors at each of their Annual Meetings held as aforesaid. The Board of Directors shall have the power to fill any vacancy in the Board or in any other office.

ELEVENTH: Directors and Officers of this corporation shall serve without compensation, unless expressly otherwise provided by an unanimous vote of the Stockholders.

TWELFTH: Both the Stockholders and the Directors of this corporation may hold their meetings and the corporation may have an office or offices in such place or places outside the State of Idaho as they deem necessary, and the corporation may keep its books outside of the State of Idaho except as otherwise provided by law.

THIRTEENTH: No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors or Stockholders of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation, and any Director or Stockholder who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors or Stockholders which shall authorize such

contract or transaction, and may vote thereon to authorize such contract or transaction with like force and effect as if he or she were not a Director or Stockholder of this corporation or such other corporation and were not so interested.

FOURTEENTH: This corporation may enter into voting trusts as allowed by applicable state statutes, and may also enter into restrictive agreements with its Stockholders for the repurchase of its corporate stock in the event of death, permanent disability, retirement, sale, bankruptcy or seizure by process of law; further, this corporation may enter into deferred compensation plans to include profit sharing plans with its employees, and may further exercise its right to qualify as a small business corporation under the applicable sections of the Internal Revenue Code of the United States.

FIFTEENTH: The names and places of residence of each of the original subscribers to the capital stock and the number of shares subscribed for each are as follows:

<u>Name</u>	<u>Mailing Address</u>	<u>Shares Subscribed</u>
Michael Fitzpatrick	Post Office Box 304 Sun Valley, Idaho 83353	4,998
Kathy Walker	P.O. Box 1326 Hailey, Idaho 83333	1
James Walker	P.O. Box 1326 Hailey, Idaho 83333	1

Registered Agent Shall be

Mike Fitzpatrick

P.O. Box 304 Heidelberg Inn
Sun Valley, Id Warm Springs Road
Hetchum, Id. 83340

83353

SIXTEENTH: This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on Stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunder set our hands this 4-30-85.

Michael Fitzpatrick
Michael Fitzpatrick

Kathy Walker
Kathy Walker

James Walker
James Walker
Jim

STATE OF IDAHO)
) ss.
County of Blaine)

I, a Notary Public in and for the County of Blaine, State of Idaho, do hereby certify that on the 30th day of April, 1985, personally appeared before me, the same persons who executed the foregoing instrument and who severally acknowledged that they signed and executed the above instrument for the purposes therein mentioned.

Alma J. Mule
Notary Public
Residing at Hailey
My commission expires: 5-31-88