

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

U. S. SUITES OF IDAHO, INC.

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: **August 27, 1991**



*Pete T. Cenarrusa*  
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SECRETARY OF STATE

by: *Elizabeth M. Zabala*  
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ARTICLES OF INCORPORATION  
OF  
U. S. SUITES OF IDAHO, INC.

AUG 27 9 02 AM '91  
SECRETARY OF STATE

The undersigned hereby executes the following Articles of Incorporation for the purpose of forming a corporation under the Idaho Corporation Act.

ARTICLE I

Name and Duration

The name of the corporation is U.S. SUITES OF IDAHO, INC., and its existence shall be perpetual.

II

Purpose

This corporation shall be organized for the purpose of engaging in the business of furnishing and subleasing residential executive suites and any other lawful business permitted under the Idaho Corporation Act.

ARTICLE III

Authorized Capital Stock

The corporation is authorized to issue, in the aggregate, fifty thousand (50,000) shares of a single class of stock, all without par value.

ARTICLE IV

No Preemptive Rights

Shareholders of this corporation shall have preemptive rights to acquire additional shares issued by the corporation.

ARTICLE V

Director Liability

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for liability for the director

for (i) any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) conduct provided for under Section 30-1-48, Idaho Code, (iv) for any transaction from which the director derived an improper personal benefit. If the Idaho Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

## ARTICLE VI

### Indemnification

The corporation shall indemnify its directors against all liability, damage, or expense resulting from the fact that such person is or was a director, to the maximum extent and under all circumstances permitted by law.

## ARTICLE VII

### Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by statute. All rights of shareholders of the corporation and all powers of directors of the corporation are granted subject to this reservation.

## ARTICLE VIII

### Initial Directors

The initial Board of Directors of this corporation consists of one (1) director. The name and address of the director is as follows:

<u>Name</u>	<u>Address</u>
John W. Stephanus	2001 Sixth Avenue, Suite 1601 Seattle, WA 98121

This initial director shall serve until the next annual meeting of shareholders or until the election and qualification of his successor. The number of directors constituting the Board of Directors of this corporation may be increased or decreased from time to time in the manner specified in the Bylaws of this corporation.

#### ARTICLE IX

##### Registered Office and Agent

A. The street address of the corporation's initial registered office is Corporation Service Company, c/o Holden Kidwell Hahn & Crapo, 702 W. Idaho, 6th Floor, Boise, ID 83702

B. Corporation Service Company is the corporation's initial registered agent at such office.

#### ARTICLE X

##### Incorporator

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
William H. Block	c/o Tousley Brain 56th floor, AT&T Gateway Tower 700 Fifth Avenue Seattle, Washington 98104

DATED this 23rd day of August, 1991.



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William H. Block  
Incorporator