



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

LITTLETREE INNS CORPORATION

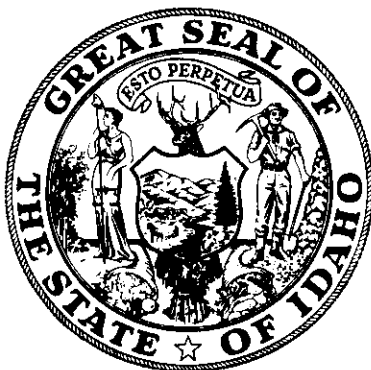
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

LITTLETREE INNS 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 July 1, 19, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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ARTICLE OF INCORPORATION
OF

LITTLETREE INN CORPORATION
SECRETARY OF
STATE

The undersigned, a citizen of the United States and resident of the State of Idaho, and of legal age, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be LITTLETREE INNS CORPORATION.

ARTICLE II

The duration of the corporation shall be perpetual. The location and post office address of the registered office in the State of Idaho shall be 412 East 41st. Street, P.O. Box 8897, Boise, Ada County, Idaho, 83707. Registered agent is DeWayne A. Bills.

ARTICLE III

The aggregate number of shares which the corporation shall have the authority to issue is 5,000,000 shares of Class A Common Stock of the par value of \$1.00 per share, and 1,000,000 shares of Class B Common Stock having no par value. The corporation shall have the authority to issue 1,000,000 shares of preferred stock having no par value. The Board of Directors, by appropriate resolution, shall set all terms, conditions and rights of said preferred stock. All of the stock shall be nonassessable for any purpose whatsoever.

ARTICLE IV

The number of Directors of said corporation shall be not less than three (3) nor more than six (6) and as shall be provided for in the By-Laws of this corporation, none of whom need be shareholders in the corporation.

ARTICLE V

The purpose and purposes for which this corporation is organized are:

- A. To engage in the general business of personal and real property management.
- B. To buy, acquire, hold improve, operate, management, develop, lease encumber, sell, transfer or otherwise dispose of, and generally to invest, trade and deal in, as principal, or agent, real and personal property of all kinds.

- C. To manage residential houses, office buildings, warehouses, motels/hotels, or other buildings of every kind and character, and supervise the subdivision or resubdivision of plat tracts of land and the sale of the same.
- D. To borrow money to issue bonds, debentures, notes and other obligations of this corporation from time to time, for any of the objects or purposes of this corporation, and to mortgage, pledge, hypothecate, and/or convey in trust, any or all of its property to secure the payment thereof.
- E. To lend money and to negotiate and make loans, either on its own accounts or as agent for others.
- F. To discount and negotiate promissory notes, drafts, bills of exchange, and other evidences of debt, and to collect for others money due them on notes, checks, drafts, bills of exchange, commercial paper and other evidence of indebtedness.
- G. To enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state, or government, or any subdivision, district or department thereof.
- H. To acquire, and pay for in cash, shares of stock, bonds or notes of this corporation, or otherwise, the assets including the good will of any person, firm, association or corporation, and to undertake or assume the whole or any part of the obligations or liabilities thereof.
- I. To enter into any kind of contract or agreement, cooperative or profit-sharing plan with its officers or employees that the corporation may deem advantageous or expedient or otherwise to reward or pay such persons for their services as the directors may deem fit.
- J. In general, the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, and any and all amendments thereto.

ARTICLE VI


The number of directors constituting the initial board of directors of the corporation is five (5), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
DeWayne A. Bills	P.O. Box 8897, Boise, Idaho 83707
Earl T. Grossaint	P.O. Box 8897, Boise, Idaho 83707
Ralph A. Jones	P.O. Box 8897, Boise, Idaho 83707
Anthony A. Maher	P.O. Box 8897, Boise, Idaho 83707
Arthur J. Berry	P.O. Box 8897, Boise, Idaho 83707

ADDRESS

P.O. Box 8897, Boise, Idaho 83707

IN WITNESS WHEREOF, the party hereto has hereunto set his hand and caused this instrument to be executed in triplicate this 26th day of June, 1981, at Boise, Ada County, Idaho.


DeWayne A. Bills

STATE OF IDAHO)
) ss.
County of Ada)

On this 26th day of June, 1981, before me, the undersigned, a Notary Public in and for said State, personally appeared DeWayne A. Bills, known to me to be the person whose name is subscribed to the foregoing and acknowledged to me that he willfully executed the foregoing.

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 State of Idaho
Residing at Boise, Idaho