

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

GREENWELL MOTEL, 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: January 4, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie Taylor*

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ARTICLES OF INCORPORATION

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OF

GREENWELL MOTEL, INC.

The undersigned, acting as incorporators of a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE

NAME: The name of the corporation is GREENWELL MOTEL, INC..

ARTICLE TWO

DURATION: The period of duration of the corporation is perpetual.

ARTICLE THREE

INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT: The address of the corporation's initial principal office in the state of Idaho is: 904 East Main Street, Burley, Idaho 83318 (mailing address: 904 East Main Street, Burley, Idaho 83318). The name of the corporation's initial registered agent and his mailing address is: Gary P. Schlitt, 904 East Main Street, Burley, Idaho 83318.

ARTICLE FOUR

PURPOSES: The purposes for which the corporation is organized are to purchase, acquire, undertake and take over the business and the real and personal property, and the whole thereof, known and designated as the Greenwell Motel, located and situated in Burley, Cassia County, Idaho, and to thereafter run, manage and operate said business and to run, manage and operate said business as a motel or motor hotel, and to do any and all things necessary, requisite and attendant to the operation and management of such business; and to do and transact any or all lawful business for which corporations may be incorporated under the governing law of the State of Idaho in such cases made and provided.

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ARTICLE FIVE

POWERS: The corporation shall have the power to do, perform and carry on all lawful acts necessary or permitted to effect the purposes for which it is incorporated, including, but not limited to, the corporate powers enumerated or authorized by the Idaho Business Corporation Act, and amendments or additions thereto.

ARTICLE SIX

STOCK: The aggregate number of shares of stock which the corporation shall have authority to issue shall be 100,000 shares of no par value stock. Such shares of stock shall be of one class and all of such shares shall be voting stock; and the Board of Directors of the corporation shall have the right to issue such stock pursuant to the provisions of any plan adopted by the Board of Directors for the purpose of qualifying such stock under Section 1244 U.S.C.S., or any other federal or state statute or rule or regulation.

ARTICLE SEVEN

VOTING RIGHTS: Each outstanding share of stock, except treasury shares, shall be entitled to one (1) vote on each matter submitted to a vote at any meeting of the stockholders. Such right to vote shall be subject to the provisions of the Idaho Business Corporation Act, and amendments or additions thereto, and the bylaws of the corporation adopted pursuant thereto.

ARTICLE EIGHT

PRE-EMPTIVE RIGHTS: Shareholders shall have the pre-emptive right to acquire shares of stock issued by the corporation under such terms and conditions as the Board of Directors of the corporation may fix for the purpose of providing a fair and reasonable opportunity for the exercise of such right in accordance with the bylaws of the corporation.

ARTICLE NINE

INTERNAL CORPORATE AFFAIRS: The corporation shall adopt bylaws which are not inconsistent with law or these Articles of Incorporation, which bylaws shall provide for the election of a Board of Directors and officers of the corporation who shall conduct and carry on the internal affairs of the corporation in accordance with the provisions of such bylaws. The Board of

ARTICLES OF INCORPORATION

Directors and corporate officers shall have power and authority to perform all acts authorized by law and the bylaws of the corporation, including, but not limited to, the right to elect to have the corporation treated as a Sub-Chapter S Corporation, and to have the corporation indemnify its directors, officers, employees and agents.

ARTICLE TEN

DIRECTORS: The number of directors constituting the initial Board of Directors who shall serve as directors until the first meeting of shareholders for the purpose of election of directors, or until their successors be elected and qualified, is four (4). The names and addresses of the persons who are to serve as the initial Board of Directors until the first meeting of shareholders for the purpose of electing directors, and until their successors shall be elected and qualified, are:

GARY P. SCHLITT
904 East Main Street
Burley, ID 83318

JOHN P. DeBELLA
7594 Anvil Horn
Littleton, CO 80127

PAT SCHLITT
904 East Main Street
Burley, ID 83318

KAY DeBELLA
7594 Anvil Horn
Littleton, CO 80127


ARTICLE ELEVEN

INCORPORATORS: The names and addresses of the incorporators of this corporation are:

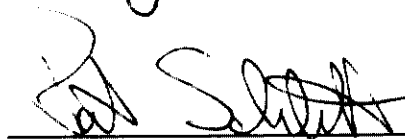
GARY P. SCHLITT
904 East Main Street
Burley, ID 83318

PAT SCHLITT
904 East Main Street
Burley, ID 83318

DATED this 31st day of December, 1992.



GARY P. SCHLITT



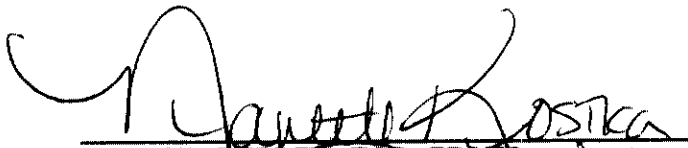
PAT SCHLITT

ARTICLES OF INCORPORATION

STATE OF IDAHO)
 ss
County of Cassia)

On the 31st day of December, 1992, before me, the undersigned, a Notary Public in and for said state, personally appeared GARY P. SCHLITT, known to me to be one of the incorporators of GREENWELL MOTEL, INC., and known to me to be the person whose name is subscribed to the within 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 first above written.


NOTARY PUBLIC FOR IDAHO
Residing at: Burgett Rd
My Commission Expires: 6/23/98

STATE OF IDAHO)
 ss
County of Cassia)

On the 31st day of December, 1992, before me, the undersigned, a Notary Public in and for said state, personally appeared PAT SCHLITT, known to me to be one of the incorporators of GREENWELL MOTEL, INC., and known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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


NOTARY PUBLIC FOR IDAHO
Residing at: Burgett Rd
My Commission Expires: 6/23/98

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