



**CERTIFICATE OF INCORPORATION
OF**

G AND S PROPERTIES, 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: **November 21, 1988**



SECRETARY OF STATE

by:

ARTICLES OF INCORPORATION
OF
G AND S PROPERTIES, INC.

REC
SEC

98 NOV 21 3 10 27

KNOW ALL MEN BY THESE PRESENTS that we, DOROTHY G. SCOTT, DAVE R. GALLAFENT, STEVEN R. GALLAFENT and SUSAN KATSILOMETES, citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end we do hereby certify:

I

The name of this corporation shall be: G AND S PROPERTIES, INC.

II

The period of existence of this corporation shall be perpetual.

III

The purpose for which the corporation is formed is to own, operate and manage motel and other rental real property.

IV

The total authorized capital stock of this corporation shall be \$200,000.00, divided into 20,000 shares of the par value of \$10.00 each.

V

The address of the registered office of the corporation and the name of its initial registered agent at such address shall be:

DOROTHY G. SCOTT
124 Valleyview Drive
Pocatello, Idaho 83204

VI

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

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
DOROTHY G. SCOTT	124 Valleyview Drive Pocatello, Idaho 83204
DAVE R. GALLAPENT	1185 Cedar Lane Pocatello, Idaho 83204
LYNNE WHITE	1445 East Hackamore Mesa, Arizona 85203

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
STEVEN R. GALLAPENT	1898 Arlington Drive Pocatello, Idaho 83204
SUSAN KATSILOMETES	7611 W. Katsilometes Dr. Pocatello, Idaho 83201

VII

The name and post office address of each of the incorporators are:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
DOROTHY G. SCOTT	124 Valleyview Drive Pocatello, Idaho 83204
DAVE R. GALLAPENT	1185 Cedar Lane Pocatello, Idaho 83204
STEVEN R. GALLAPENT	1898 Arlington Drive Pocatello, Idaho 83204
SUSAN KATSILOMETES	7611 W. Katsilometes Dr. Pocatello, Idaho 83201

VIII

IN WITNESS WHEREOF, we have hereunto set our hands this
14th day of October, 1988.


DOROTHY G. SCOTT


DAVE R. GALLAPENT

Steven R. Gallafent
STEVEN R. GALLAFENT

Susan Katsilometes
SUSAN KATSILOMETES

STATE OF IDAHO)
 : ss.
COUNTY OF BANNOCK)

On this ^{10th} ~~14th~~ day of ^{November} ~~October~~, 1988, personally appeared before me, a notary public in and for the State of Idaho, DOROTHY G. SCOTT, DAVE R. GALLAFENT, STEVEN R. GALLAFENT and SUSAN KATSILOMETES, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

Nancy A. Giesel
Notary Public for Idaho
Residing at Pocatello, Idaho