

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

NEW IDAHO HOTEL, INC.,

was filed in the office of the Secretary of State on the First day of August A.D. One Thousand Nine Hundred Sixty-two and duly recorded on Film No. 120 of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at Moscow, in the County of Latah.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this First day of August, A.D., 1962.

Secretary of State.

ARTICLES OF INCORPORATION
OF
NEW IDAHO HOTEL, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each of whom is a natural person and a citizen of the United States of America of the age of twenty-one years and upwards, desiring to form a corporation under the laws of the State of Idaho, do hereby adopt these Articles of Incorporation and execute the same in triplicate:

ARTICLE I.

The name of this corporation is NEW IDAHO HOTEL, INC.

ARTICLE II.

The duration of this corporation shall be perpetual.

ARTICLE III.

The location and post office address of the principal and registered office of this corporation in the State of Idaho is Moscow, Idaho.

ARTICLE IV.

This corporation is authorized to issue one class shares of capital stock which shall be designated as common stock.

The total number of common stock this corporation shall be authorized to issue is one hundred thousand (100,000) shares.

The par value of each of the shares of common stock shall be One (\$1.00) Dollar.

The aggregate par value of the shares of the corporation shall be One Hundred Thousand (\$100,000.00) Dollars.

ARTICLE V.

The purposes, objects and powers of this corporation are as follows:

To engage, generally, in the hotel and motel business, and related and incidental activities.

To purchase, otherwise acquire, lease, for cash or on terms of credit, own, lease, operate and conduct in the City of Moscow, Idaho, and elsewhere, one or more hotels and motels, and all adjuncts and accessories thereto, including, but not limited to, cafes, restaurants, cabarets, bars, barrooms, places of entertainment and amusement, barbershops, baths, departments and stores, and to furnish amusements, entertainment and diversions, of every type, kind and description therefor; to do and perform any and all things for the pleasure, comfort, amusement, entertainment and convenience of guests of such hotel or hotels, motel or motels, and adjuncts thereto.

To purchase, otherwise acquire, lease, for cash or on terms of credit, own, lease, operate and conduct cafes, restaurants, cabarets, bars, barrooms, and places of entertainment and amusement, and to do and perform all related and incidental activities, whether or not a part or connected with a hotel, hotels, motel or motels.

To buy, sell and deal in, generally, goods, wares and merchandise of every type, kind and description. To engage in the sale and dispensing of beverages, including alcoholic beverages.

To engage in each and every activity, and to do and perform each and every act, thing, business and activity customarily engaged in, performed and done by hotels, motels, cafes, restaurants, cabarets,

bars, barrooms, stores, places of pleasure and amusement, and other like places of business.

The corporation may use its surplus earnings or accumulated profits in the purchase or acquisition of its own capital stock from time to time as its board of directors may determine, and such capital stock so purchased may, if the directors so determine, be held in the treasury as its treasury stock, to be thereafter disposed of in such manner as the directors shall deem proper. The corporation may from time to time purchase or otherwise acquire, hold and sell stocks, bonds and other obligations of other corporations.

To support and subscribe to, and make gifts and donations to, any charitable or public object, thing, institution, organization or club.

To purchase, or otherwise acquire, hold and assign, transfer or sell, such licenses and permits as may be proper, convenient, suitable or necessary for the accomplishment of any of the purposes or the futherance of any of the objects or powers of the corporation.

To lease, purchase, or otherwise secure, acquire, own, hold, manage, use, operate, sell, transfer and convey such property, real and personal, as may be necessary, expedient, suitable, proper or appropriate to the carrying out of any or all of the purposes of this corporation.

To borrow money without limitation as to the amount for any purpose or purposes of this corporation, whether secured or unsecured, and from time to time make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange or other obligations

of the corporation for moneys borrowed or in payment of property acquired or for any of the other objects or purposes of the corporation or its business, and to secure the payment of such obligation by mortgage, pledge, deed, indenture, agreement, trust deed, assignment of, or by other lien or encumbrance upon, assignment of, or agreements in regard to, all or any part of the property, rights, or interests of the corporation wheresoever situated, whether now owned or hereafter to be acquired.

To lend and advance money and give credit to such persons and on such terms as may seem expedient, and to give guaranty and become security for any such persons; but nothing herein contained shall be construed to give this corporation banking powers.

To enter into, execute, perform and carry out contracts of every kind for any lawful purpose, the doing of which is incidental, ancillary, related, pertaining, necessary or proper to or connected with any or all of the objects, purposes and kinds of business in this article mentioned.

To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any of the objects or the furtherance of any of the powers herein set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental, ancillary, related, pertaining, necessary, suitable or proper to or connected with any or all of the objects or purposes in this article mentioned, provided that the same shall not be inconsistent with the laws and statutes of the State of Idaho or any state wherein this corporation shall engage in business.

The purposes specified in this article shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other paragraph or clause in this or any other article, but the purposes and powers specified in each of the paragraphs and clauses herein shall be regarded as independent and cumulative purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms and purposes or the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although they be of like nature.

That the enumeration of purposes and powers herein set forth are not intended to and shall not in any manner limit or restrict the general powers of this corporation under the laws and statutes of the State of Idaho and any other state or states wherein this corporation shall do business.

ARTICLE VI.

The names and post office addresses of each of the incorporators of this corporation and the number of shares subscribed by each are as follows:

<u>Name of Incorporator:</u>	<u>Postoffice Address:</u>	<u>Number of Shares Subscribed:</u>
Art Crossler	Moscow, Idaho	One share
Helen Crossler	Moscow, Idaho	One share
Lloyd G. Martinson	Moscow, Idaho	One share

ARTICLE VII.

That the articles of incorporation of this corporation may be amended at any annual shareholders' meeting, or at any special meeting of the shareholders called for that purpose, by the affirmative vote of the holders of three-fourths (3/4ths) of the outstanding shares of the corporation, or by the written consent duly acknowledged in the same manner as conveyances of real property are required by law to be acknowledged of the holders of three-fourths (3/4ths) of the outstanding shares of the corporation, which consent may be in one or more instruments; and the articles of incorporation of this corporation shall not be amended in any othermanner.

IT IS EXPRESSLY PROVIDED, HOWEVER, that in the event the provisions of this clause when applied to a proposed amendment of a term or provision of the articles of incorporation of this corporation would be in violation of a statute or law of the State of Idaho applicable to such proposed amendment, such law or statute applicable to such proposed amendment shall govern.

ARTICLE VIII.

The holders of shares in this corporation shall, upon the sale of shares in this corporation, have the right during a reasonable time of not less than fifteen (15) days fixed by the board of directors to purchase such shares in proportion to their respective holdings of shares at such price as may be fixed by the board of directors. Shares of the corporation shall not be allotted for sale to employees, subsidiaries or other corporations, or for issuance

for considerations other than cash, for dividends, or for sale or issuance to any person, persons, association, associations, corporation or corporations, or otherwise, except upon the consent and approval of the holders of three-fourths (3/4ths) of the outstanding shares of the corporation. Such consent and approval may be given by the affirmative vote of the holders of three-fourths (3/4ths) of the outstanding shares of the corporation at any annual shareholders' meeting or at any special meeting of the shareholders called for that purpose, or by the written consent and approval duly acknowledged in the same manner as conveyances of real property are required to be acknowledged of the holders of three-fourths (3/4ths) of the outstanding shares of the corporation. That for the purposes of this clause, the incorporators named in these articles of incorporation, or their assigns, as the case may be, shall be considered the holders of outstanding shares of the corporation in direct proportion to the amount of shares set forth in Clause VI above.

ARTICLE IX.

The number of directors of this corporation is fixed at and shall be three (3).

IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands and seals this 27 day of July, 1962.

Art Crossler

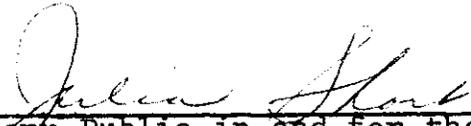
John Crossler

James S. Thurston

STATE OF IDAHO)
 : ss.
County of Latah)

On this 27 day of July, 1962, before me, the undersigned, a Notary Public in and for said state, personally appeared ART CROSSLER, HELEN CROSSLER and LLOYD G. MARTINSON, known to me to be the persons whose names are subscribed to the above and foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal the date last above written.



Notary Public in and for the State of
Idaho, residing at Moscow, Idaho.