

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

KAHLER TWIN FALLS, INC.
File number C 111429

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: July 21, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Siskel*

JUL 21 9 52 AM '95
SECRETARY OF STATE
STATE OF IDAHO
ARTICLES OF INCORPORATION OF
KAHLER TWIN FALLS, INC.

IDAHO SECRETARY OF STATE
7/20/95 9:00:00 AM
Customer # 20543
IVCS#0003865 16384
CORPORATION PROFIT
1 @ 100.00 = 100.00

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following:

FIRST: The name of the corporation is Kahler Twin Falls, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: Acquisition and operation of a motel business offering lodging, food and beverages, convention facilities and entertainment, including ownership of real and personal property and all activities reasonably related thereto together with the transaction of all other lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act, Section 30-1-3.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is Sixty Thousand (60,000) shares of \$100 par value common stock.

FIFTH: Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the By-Laws of the corporation.

SIXTH: The address of the initial registered office of the corporation is 1357 Blue Lakes Boulevard North, Twin Falls, Idaho 83301, and the name of its initial registered agent at such address is Randy Dill.

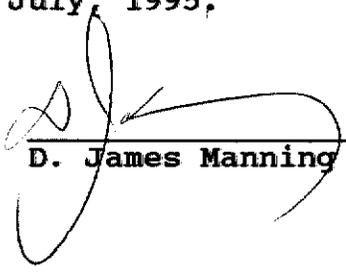
SEVENTH: The number of directors constituting the initial Board of Directors of the corporation is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Initial Directors</u>	<u>Address</u>
Harold W. Milner	20 S.W. Second Avenue Rochester, Minnesota 55902
Michael J. Quinn	20 S.W. Second Avenue Rochester, Minnesota 55902
Steven R. Stenhaug	20 S.W. Second Avenue Rochester, Minnesota 55902

NINTH: The name and address of the incorporator is:

D. James Manning, Esq.
HAWLEY TROXELL ENNIS & HAWLEY
P.O. Box 100
333 South Main
Pocatello, Idaho 83204

DATED this 20 day of July, 1995,



D. James Manning

HAWLEY TROXELL ENNIS & HAWLEY

ATTORNEYS AND COUNSELORS

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KETCHUM OFFICE
319 WALNUT AVENUE
POST OFFICE BOX 297
KETCHUM, IDAHO 83340

D. JAMES MANNING

JUL 21 9 52 AM '95
SECRETARY OF STATE
STATE OF IDAHO

July 20, 1995

FEDERAL EXPRESS

Idaho Secretary of State
Corporations Division
700 West Jefferson, Basement
Boise, Idaho 83720-0080

RE: Kahler Twin Falls, Inc.

Dear Clerk:

I enclose duplicate copies of Articles of Incorporation for filing and issuance of Certificate of Incorporation. I am enclosing a check in the sum of \$100.00 for the filing fee.

Kindly return the Certificate of Incorporation and one copy of the Articles to this office.

I should note that this subsidiary corporation is being formed by the same parent corporation (who I represent) that formed Kahler Pocatello, Inc. and the parent company and Kahler Pocatello, Inc., my clients as well, consent to the use of the similar name.

Sincerely,



D. James Manning

DJM/ljs

cc: Michael Quinn (via fax, original by mail)