

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

DOWNTOWNER INN, INC.

was filed in the office of the Secretary of State on the **25th** day of **November** A.D., One Thousand Nine Hundred **Seventy** and **will be** duly recorded on ~~Film No.~~ **Microfilm** 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 **Grangeville** in the County of **Idaho**

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 **25th** day of **November**, A.D., 19 **70**.

Pete T. Cenarrusa
Secretary of State.

Ass't. Corporation Clerk.

ARTICLES OF INCORPORATION
OF
DOWNTOWNER INN, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned,
EMMA HIBLER, T. E. ROBINSON and W. C. MacGREGOR, JR., each being
a natural person of full age, and a citizen of the United States of America,
have voluntarily and do hereby associate ourselves together for the purpose of
forming a corporation under the laws of the State of Idaho, and we do hereby
certify, declare and adopt the following articles of incorporation:

I.

The name of this corporation shall be DOWNTOWNER INN, INC.

II.

The period of existence and duration of the life of this corporation shall be
perpetual.

III.

The location of the registered office of this corporation shall be Grangeville,
County of Idaho, State of Idaho, and the address of the registered office of
this corporation shall be 111 E. North, Grangeville, Idaho.

IV.

The nature of the business and the objects and purposes to be transacted,
promoted and carried on are to do any or all of the things herein mentioned,
as fully and to the same extent as natural persons might or could do, and in
any part of the world, viz:

To engage in the on-sale dispensing of alcoholic beverages and food,
operating as a bar and restaurant, and generally to purchase or otherwise
acquire restaurants and taverns, and to own, hold, lease, rent or sell such
business or businesses.

1 To engage generally in the motel business and related businesses;

2 To plan, design, and construct buildings for motel purposes and to buy,
3 sell, and acquire the same; to operate, conduct and carry on the motel business
4 for the accommodations necessary or desirable to accomplish such purposes;

5 To conduct and carry on the business of providing meals and food for the
6 general public, and buying and selling any and all other things necessary or
7 desirable in connection with the operation of a motel business;

8 To undertake and carry on any business transaction or operation commonly
9 undertaken or carried on by motel operators and generally to institute, enter
10 into, assist, promote, and participate in any such business or operation.

11 To own, conduct, operate, maintain and carry on the business of cabaret,
12 night club, tavern, and restaurant and to sell and dispense foods, beverages,
13 and liquids of all kinds and to do any and all things necessary and pertaining to
14 said business.

15 To introduce, erect, operate, conduct, manage, maintain and carry on a
16 restaurant, cafe and cabaret business; to buy, sell, lease or otherwise
17 dispose of, and to operate, conduct, finish, equip, and manage restaurants,
18 inns, eating houses, taverns, cabarets, cafes or places of entertainment, and
19 generally to do and perform everything necessary for carrying out the aforesaid
20 purposes. To buy, or otherwise acquire, manufacture, market, prepare for
21 market, sell, deal in, and deal with, import and export food and food products
22 of every class and description, fresh, canned, preserved, or otherwise, and
23 to prepare and serve all foods, beverages, alcoholic or nonalcoholic, and other
24 preparations and refreshments of all kinds.

25 To purchase, lease, or otherwise acquire, for cash or on terms of
26 credit or real estate; to erect thereon hotels or other buildings, and to sell,
27 lease, or otherwise dispose of same; to own, lease, and operate one or more
28 hotels, and all adjuncts and accessories thereto, including restaurants,

1 barrooms, barbershops, baths, news and cigar stores, roof gardens, and to
2 furnish amusements therefor; to do and perform any and all things for the
3 pleasure, comfort, convenience and amusement of guests in said hotels; to
4 own the stocks and bonds of other corporations and particularly of corporations
5 engaged in buying, selling and leasing real estate and hotels and in operating
6 same; and generally to do any and all things necessary, pertinent, or
7 convenient to the powers herein and hereby conferred.

8
9 To deal in and operate, finance, maintain and furnish establishments,
10 public or private, as clubs, bars, beer parlors, dance halls, entertainment
11 palaces, restaurants, cafes, eating places and retail merchandising of like
12 character; to act as fiscal agent for above described establishments; to deal
13 in, sell, buy and own merchandise used and required for the above establishments;
14 to carry on and conduct businesses of the general type of establishments above
15 set forth; to operate, buy, sell and own coin-operated amusement devices of
16 any description that are legal and permitted by the laws of the United States and
17 the State of Idaho; to purchase and hold in the corporate name all licenses
18 necessary for the operation of the above named establishments; to buy, sell,
19 lease and own all equipment necessary for the operation of the above establishments
20 and businesses; to carry on the above businesses and any trade or business
21 thereto or connected therewith.

22
23 To manufacture, purchase, or otherwise acquire, hold, own, sell,
24 assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise
25 encumber or dispose of and generally deal and trade in and with, both within and
26 without the State of Idaho, and in any part of the world, goods, wares, merchandise
27 and property of every kind, nature and description.

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29 To enter into, make and perform contracts of every kind and description
30 with any person, firm, association or corporation, municipality, body politic,
31 country, territory, state, government or colony or dependency thereof.

1 To acquire, and to make payment therefor in cash or the stock or bonds
2 of the corporation, or by undertaking or assuming the obligations and
3 liabilities of the transferor, or in any other way, the good will, rights and pro-
4 perty, the whole or any part of the assets, tangible or intangible, and to under-
5 take or assume the liabilities of, any person, firm, association or corporation,
6 to hold or in any manner dispose of the whole or any part of the property so
7 purchased; to conduct in any lawful manner the whole or any part of the business
8 so acquired and to exercise all of the powers necessary or convenient for the
9 conduct and management thereof.

11 To adopt, apply for, obtain, register, produce, take purchase, exchange,
12 lease, hire, acquire, secure, own, hold, use, operate, contract, or negotiate
13 for, take licenses or other rights in respect of, sell, transfer, grant licenses
14 and rights in respect of, manufacture under, introduce, sell, assign, collect
15 the royalties on, mortgage, pledge, create liens upon, or otherwise dispose of,
16 deal in, and turn to account, letters patent, patents, patent rights, patents
17 applied for or to be applied for, trade-marks, trade names and symbols,
18 distinctive marks and indications of origin or ownership, copyrights, syndicate
19 rights, inventions, discoveries, devices, machines, improvements, licenses,
20 processes, data, and formulas of any and all kind granted by, or recognized
21 under or pursuant to the laws of the United States of America, or of any other
22 country or countries whatsoever, and with a view to the working and development
23 of the same, to carry on any business, whether manufacturing or otherwise,
24 which the corporation may think calculated, directly or indirectly, to effectuate
25 these objects.

28 To underwrite, subscribe for, purchase, invest in, or reinvest, acquire,
29 hold, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in
30 syndicates or otherwise in conjunction with others, stocks, bonds, debentures,
31 mortgages and other evidences of indebtedness and obligations of any corporation,
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1 association, partnership, syndicate, entity, person or governmental, municipal
2 or public authority, domestic or foreign, and evidences of any interest in
3 respect of any such stocks, bonds and other evidences of indebtedness and
4 obligations; to issue in exchange therefor its own stock, bonds, or other obliga-
5 tions, and, while the owner or holder of any such, to exercise all the rights,
6 powers and privileges of ownership in respect thereof, and, to the extent now or
7 hereafter permitted by law, to aid by loan, subsidy, guaranty or otherwise those
8 issuing, creating or responsible for any such stocks, bonds, or other evidences
9 or indebtedness or obligations or evidence of any interest in respect thereof.

11 To borrow or raise money for any of the purposes of the corporation,
12 without limit as to the amount, and in connection therewith, to grant collateral
13 or other security either alone or jointly with any other person, firm or corporation,
14 and to make, execute, draw, accept, endorse, discount, pledge, issue, sell
15 or otherwise dispose of promissory notes, drafts, bills of exchange, warrants,
16 bonds, debentures and other evidences of indebtedness, negotiable or non-negotiable
17 transferable or non-transferable, and to confer upon the holders of any of its
18 obligations such powers, rights and privileges as from time to time may be
19 deemed advisable by the Board of Directors, to the extent permitted under the
20 General Corporation Law of the State of Idaho; to lend and advance money,
21 extend credit, take notes, open accounts and every kind and nature of evidence
22 of indebtedness and collateral security in connection therewith.

25 To purchase or otherwise acquire, hold, sell, pledge, transfer or
26 otherwise dispose of shares of its own capital stock, provided that the funds or
27 property of the corporation shall not be used for the purchase of its own shares
28 of capital stock when such use would cause any impairment of the capital of the
29 corporation, and provided further, that shares of its own capital stock belonging
30 to the corporation shall not be voted upon directly or indirectly.

32 To have one or more offices, to carry on all or any of its operations and

1 the Board of Directors is expressly authorized:

2 To make and alter-by-laws of this corporation, to fix the amount to
3 be reserved as working capital over and above its capital stock paid in, and to
4 authorize and cause to be executed mortgages, and liens upon the real and
5 personal property of this corporation.

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7 If the by-laws so provide, to designate two or more of its members
8 to constitute an executive committee, which committee shall for the time being,
9 as provided in said resolution or in the by-laws of this corporation, have and
10 exercise any or all of the powers of the Board of Directors in the management
11 of the business and affairs of this corporation, and have power to authorize the
12 seal of this corporation to be affixed to all papers which may require it.

13 Pursuant to the affirmative vote of the holders of at least a majority
14 of the stock issued and outstanding, having voting power, given at a stockholders'
15 meeting duly called for that purpose, or when authorized by the written consent
16 of at least a majority of the holders of the voting stock issued and outstanding,
17 the Board of Directors shall have power and authority at any meeting to sell, lease
18 or exchange all of the property and assets of this corporation, including its good
19 will and its corporate franchises, upon such terms and condition as its Board of
20 Directors deems expedient and for the best interest of the corporation.

21
22 This corporation may in its by-laws confer powers upon its directors
23 in addition to the foregoing, and in addition to the powers and authorities hereby
24 expressly conferred upon them by statute.

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26 VI.

27 The capital stock of this corporation shall be FIFTY THOUSAND
28 DOLLARS (\$50,000.00), divided into five thousand shares of stock of the par
29 value of TEN DOLLARS (\$10.00) each. No distinction shall exist between the
30 shares of this corporation and all such shares shall have the same rights in
31 the corporation.
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VII.

All or any portion of the capital stock may be issued for each or in payment for real or personal property, services, or any other right or thing of value, for the uses and purposes of the corporation, and when so issued shall become and be fully paid, the same as though paid for in cash at par; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock.

VIII.

From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the Board of Directors, and as may be permitted by law.

IX.

The name and post office address of each of the incorporators and a statement of the number of shares subscribed for by each, is as follows:

NAME	ADDRESS	NO. OF SHARES	AMOUNT
Emma Hibler	Grangeville, Idaho	1	\$10.00
T. E. Robinson	Kamiah, Idaho	1	\$10.00
W. C. MacGregor, Jr.	Grangeville, Idaho	1	\$10.00

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation in the manner now or hereafter prescribed by statutes, and all rights conferred upon stockholders herein are granted, subject to this reservation.

X.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

WE, THE UNDERSIGNED, being each one of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the

1 laws of the State of Idaho, do make and file these Articles of Incorporation,
2 hereby declaring and certifying that the facts herein stated are true, and we
3 respectfully agree to take the number of shares of stock hereinbefore set
4 opposite our names and accordingly have hereunto set our hands and seals this
5 16th day of November, 1970.
6

7
8 Emma Hibler
EMMA HIBLER

9
10 T. E. Robinson
T. E. ROBINSON

11 W. C. MacGregor, Jr.
12 W. C. MacGREGOR, JR.
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W. C. MACGREGOR, JR.
ATTORNEY AT LAW
GRANGEVILLE, IDAHO

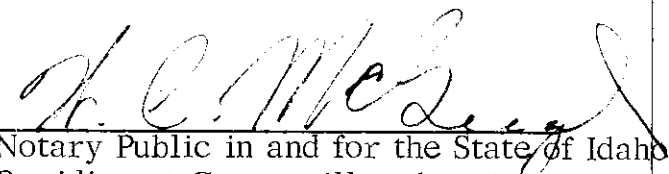
1 STATE OF IDAHO)

2 County of IDAHO)^{SS}

3 On this 16th day of November, 1970, before me, the undersigned,
4 a Notary Public for the State of Idaho, personally appeared EMMA HIBLER,
5 known to me to be the person whose name is subscribed to the within and foregoing
6 instrument, Articles of Incorporation of DOWNTOWNER INN, INC., and acknow-
7 ledged to me that she executed the same.

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

10 (SEAL)


Notary Public in and for the State of Idaho;
Residing at Grangeville, therein.

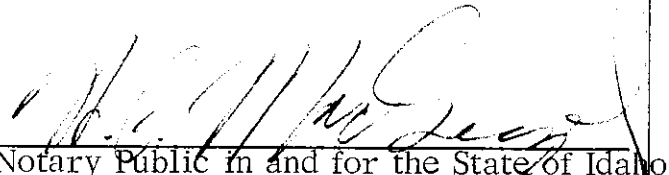
12 STATE OF IDAHO)

13 County of Idaho)^{SS}

14 On this 16th day of November, 1970, before me, the undersigned,
15 a Notary Public for the State of Idaho, personally appeared T. E. ROBINSON,
16 known to me to be the person whose name is subscribed to the within and foregoing
17 instrument, Articles of Incorporation of DOWNTOWNER INN, INC., and acknow-
18 ledged to me that he executed the same.

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

21 (SEAL)


Notary Public in and for the State of Idaho;
Residing at Grangeville, therein.

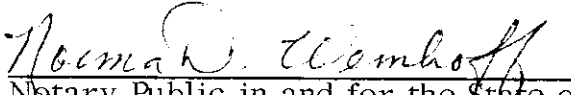
23 STATE OF IDAHO)

24 County of IDAHO)^{SS}

25 On this 16 day of November, 1970, before me, the undersigned, a
26 Notary Public for the State of Idaho, personally appeared W. C. MacGREGOR, JR.,
27 known to me to be the person whose name is subscribed to the within and foregoing
28 instrument, Articles of Incorporation of DOWNTOWNER INN, INC., and acknow-
29 ledged to me that he executed the same.

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

32 (SEAL)


Notary Public in and for the State of Idaho;
Residing at Grangeville, therein.

W. C. MACGREGOR, JR.
ATTORNEY AT LAW
GRANGEVILLE, IDAHO