

State of Idaho

Department of State

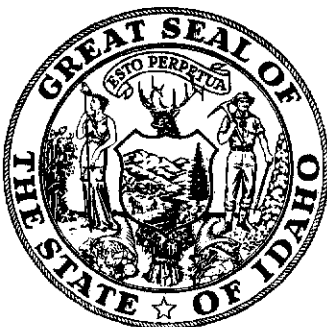
CERTIFICATE OF INCORPORATION OF

HILL'S HOSPITALITY, INC.
File number C 112915

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: December 11, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Sisk*

DEC 11 10 07 AM '95
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
HILL'S HOSPITALITY, INC.

IDAHO SECRETARY OF STATE
DATE 12/11/1995 0900 20587
CK #: 92286 CUST# 3700
CORP
100.00= 100.00
EXPEDITE C 10 20.00= 20.00

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The undersigned hereby executes the following Articles of Incorporation for the purpose of forming a corporation under the Idaho Corporation Act (Idaho Code, Title 30, Ch. 1).

ARTICLE I.

Name and Duration

The name of this corporation is HILL'S HOSPITALITY, INC. Its period of duration shall be perpetual.

ARTICLE II.

Authorized Capital Stock

This corporation is authorized to issue, in the aggregate, five thousand (5,000) shares of a single class of stock. All of such shares are to be without par value.

ARTICLE III.

Purpose

The purpose for which this corporation is organized shall be to engage in the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Corporation Act.

ARTICLE IV.

No Preemptive Rights

Shareholders of this corporation shall have no preemptive rights to acquire additional shares issued by the corporation.

ARTICLE V.

Director Liability

A director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for liability of the director for

(i) any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) any violation under §30-1-48, Idaho Code, and (iv) any transaction from which the director derived an improper personal benefit. Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE VI.

Indemnification

This corporation shall indemnify its directors against all liability, damage, or expense resulting from the fact that such person is or was a director, to the maximum extent and under all circumstances permitted by law; except that the corporation shall not indemnify a director against liability, damage, or expense resulting from the director's gross negligence.

ARTICLE VII.

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by statute. All rights of shareholders of the corporation and all powers of directors of the corporation are granted subject to this reservation.

ARTICLE VIII.

Initial Directors

The initial Board of Directors of this corporation shall consist of four (4) directors. The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
LOIS T. HILL	Route 5, Priest Lake, Idaho 83856
THERESA L. HILL	Route 5, Priest Lake, Idaho 83856
CRAIG W. HILL	Route 5, Priest Lake, Idaho 83856
SCOTT L. HILL	Route 5, Priest Lake, Idaho 83856

Each director shall serve until the next annual meeting of shareholders or until the election and qualification of his successor(s). The number of directors constituting the Board of Directors of this corporation may be increased or decreased from time to time in the manner specified in the Bylaws of the corporation.

ARTICLE IX.

Registered Office and Agent

A. The street address of this corporation's initial registered office is Route 5, Priest Lake, Idaho 83856.

B. THERESA L. HILL is this corporation's initial registered agent at such office.

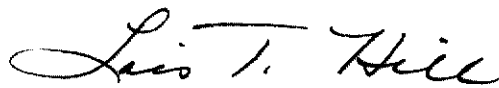
ARTICLE X.

Incorporator

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
LOIS T. HILL	Route 5, Priest Lake, Idaho 83856

DATED this 1 day of December, 1995.



LOIS T. HILL, Incorporator