



THE UNITED STATES  
CORPORATION  
COMPANY

P990000033084

ACCOUNT NO. : 072100000032

REFERENCE : 201271 7116986

AUTHORIZATION :

COST LIMIT : \$ 87.50

*Patricia Piquet*

ORDER DATE : April 12, 1999

ORDER TIME : 11:51 AM

900002836179--9

ORDER NO. : 201271-005

CUSTOMER NO: 7116986

CUSTOMER: Ms. Chris Evens  
NOBLE HOUSE HOTELS & RESORTS  
NOBLE HOUSE HOTELS & RESORTS  
570 Kirkland Way

Kirkland, WA 98033

DOMESTIC FILING

NAME: 631 ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

*Dmc 4/12/99*

FILED  
99 APR 12 PM 12:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 APR 12 PM 12:58  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
631 ASSOCIATES, INC.**

**FILED**  
99 APR 12 PM 12:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

**ARTICLE I  
Name**

The name of the corporation is 631 ASSOCIATES, INC.

**ARTICLE II  
Initial Principal Office and Mailing Address**

The Corporation's initial principal office and mailing address is c/o Noble House Hotels & Resorts, Ltd., 570 Kirkland Way, Kirkland, WA 98033

**ARTICLE III  
Shares**

The corporation shall have authority to issue 10,000 common shares with a par value of \$1.00 per share.

**ARTICLE IV  
Registered Agent and Office**

The street address of its registered office is 1201 Hays Street, Suite 105, Tallahassee, Florida 32301, and the name of its registered agent at that address is Corporation Service Company.

**ARTICLE V  
Incorporator**

The name and address of the incorporator are:

Name  
M. P. Dyer

Address  
570 Kirkland Way  
Kirkland, WA 98033

**ARTICLE VI  
Initial Directors**

The corporation initially shall have three directors, whose names and addresses are:

| <u>Name</u>         | <u>Address</u>                                                                       |
|---------------------|--------------------------------------------------------------------------------------|
| Patrick R. Colee    | c/o Noble House Hotels and Resorts<br>570 Kirkland Way<br>Kirkland, Washington 98033 |
| Joseph H. Roth, Jr. | 87851 Old Highway<br>Islamorada, FL 33036                                            |
| Philip A. Brown     | c/o Noble House Hotels and Resorts<br>570 Kirkland Way<br>Kirkland, Washington 98033 |

### **ARTICLE VII** **Indemnification**

The Corporation shall indemnify its directors and officers, or any former director or officer, to the fullest extent permitted under Florida law. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages to the corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the director derived any improper personal benefit. If the Florida Business Corporation Act is amended after the filing of the Articles of Incorporation of which this Article is a part to authorize corporate action further increasing the ability of the Corporation to indemnify its officers or directors, or eliminating or limiting the personal liability of directors, then such indemnification shall be increased, or the liability of a director of the Corporation shall be eliminated or limited, as the case may be, to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of an officer or director of the Corporation existing at the time of such repeal or modification.

Dated this 9th day of April, 1999.

  
\_\_\_\_\_  
M. P. Dyer, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

**FILED**  
99 APR 12 PM 12:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 14 day of April, 1999.

Aaron B. Fizer