

FILED EFFECTIVE

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SECRET

**ARTICLES OF INCORPORATION
of**

Upland Homes, Inc.

**ARTICLE I
NAME**

The name of the company is Upland Homes, Inc.

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The Corporation is organized for any lawful purpose.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue 500,000 shares of no-par value common stock, which shall be designated "Common Shares."

ARTICLES OF INCORPORATION OF - Upland Homes, Inc.

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**ARTICLE V
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any additional stock of the Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be fewer than two (2). The following initial directors shall serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify:

<u>NAME</u>	<u>ADDRESS</u>
Chi Wan Cheng	8288 E. Waterstone Ct. Nampa, ID 83687
Julia Cheng	8288 E. Waterstone Ct. Nampa, ID 83687

**ARTICLE VII
REGISTERED AGENT, INCORPORATOR and REGISTERED OFFICE**

1. The Registered Agent is: Chi Wan Cheng
2. The address of the Registered Office is:

8288 E. Waterstone Ct.
Nampa, ID 83687
3. The Incorporator is: Chi Wan Cheng
8288 E. Waterstone Ct.
Nampa, ID 83687

**ARTICLE VIII
BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws not inconsistent with these Articles of Incorporation is vested in the Board of Directors of the Corporation.

**ARTICLE IX
LIMITED DIRECTOR LIABILITY**

The personal liability for a director to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director shall be limited to the fullest extent of the law as provided in Idaho Code Section 30-1-54(2).

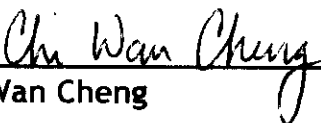
**ARTICLE X
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the shareholders of the Corporation.

**ARTICLE XI
AUTHORITY**

Each of the initial directors named above shall have authority to endorse, cash, deposit and negotiate all checks, cash and negotiable instruments on behalf of the Corporation, and to establish banking relationships on behalf of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of November, 2004.



Chi Wan Cheng