

**CERTIFICATE OF INCORPORATION
OF**

MDC NORTHWEST HOLDING, INC.

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.

July 28, 1987

Dated:



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra Matthews*

ARTICLES OF INCORPORATION
OF
MDC NORTHWEST HOLDINGS, INC.

JUL 28 8 18 AM '87
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I

The name of the corporation shall be MDC Northwest Holdings, Inc.

II

The corporation shall exist in perpetuity.

III

The address of the initial registered office of this corporation in the state of Idaho shall be 300 First Security Building, Boise, Idaho 83702, and the name of the initial registered agent at that address shall be MTB&B Service Corporation.

IV

The purposes for which this corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

V

The business of this corporation shall be managed and conducted by a board of directors. The number of directors constituting the initial board of directors shall be two, and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
George E. McCown	3000 Sand Hill Road Building 3, Suite 290 Menlo Park, California 94025
David E. De Leeuw	900 Third Avenue 28th Floor New York, New York 10022

VI

The aggregate number of shares which this corporation shall have authority to issue shall be one million (1,000,000) shares of common stock, having a par value of one cent (\$0.01).

VII

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Paul S. Street	P.O. Box 829 Boise, Idaho 83701

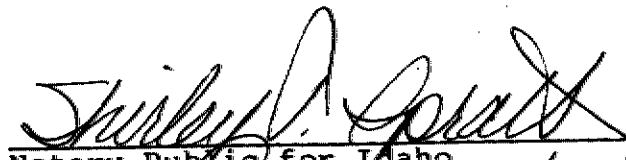
9 IN WITNESS WHEREOF, I have hereunto set my hand this day of July, 1987.


Paul S. Street

STATE OF IDAHO)
) ss.
County of Ada)

On this 9th day of July, 1987, before me, a notary public in and for said county and state, personally appeared PAUL S. STREET, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires 8/24/87