

# State of Idaho

## Department of State

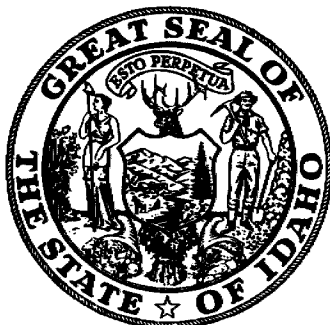
### CERTIFICATE OF INCORPORATION OF

ASPEN HOMES, INC.  
File number C 107009

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: July 18, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Meryl Redman*

JUL 15 3 31 PM '94  
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF  
JUL 18 1 31 PM '94  
SECRETARY OF STATE  
ASPEN HOMES, INC.

IDAHO SECRETARY OF STATE  
1940715 0900 13850 2  
#: 3254 CUST# 39149  
CORP  
100.00= 100.00

#= C

The undersigned, acting as incorporators of a corporation under Chapter 1 of Title 30, Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is ASPEN HOMES, INC.

SECOND: The period of duration of the corporation shall be perpetual.

THIRD: The purposes for which the corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 1 of Title 30, Idaho Business Corporation Act, at any time. The character of business which the corporation initially intends actually to conduct in the State of Idaho is home construction.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is TEN THOUSAND (10,000) all of which shares shall be of a single class and shall have a \$.01 par value.

FIFTH: The name and address of the initial statutory agent of the corporation is Darrell C. Sherman, 30 E. Franklin, Suite 50, P.O. Box 344, Meridian, Idaho 83642. The address of the initial known place of business of the corporation is 30 E. Franklin, Suite 50, Meridian, Idaho 83642.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is two (2). The names and addresses of the persons who are 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>
Gregory B. Johnson	30 E. Franklin, Suite 50 P.O. Box 344 Meridian, Idaho 83642
Darrell C. Sherman	30 E. Franklin, Suite 50 P.O. Box 344 Meridian, Idaho 83642

SEVENTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Gregory B. Johnson	30 E. Franklin, Suite 50 P.O. Box 344 Meridian, Idaho 83642
Darrell C. Sherman	30 E. Franklin, Suite 50 P.O. Box 344 Meridian, Idaho 83642

EIGHTH: The corporation may create and issue rights or options to directors, officers, or employees of the corporation or of any affiliate thereof, entitling the holders thereof to purchase from the corporation shares of any class or classes, and no shareholder approval or ratification thereof shall be required.

NINTH: The corporation shall have the right to purchase, directly or indirectly, its own shares to the extent of the unreserved and unrestricted earned and capital surplus available therefor.

TENTH: The Board of Directors may, from time to time, distribute on a pro rata basis to its shareholders out of capital

surplus of the corporation a portion of its assets, in cash or property, and no shareholder authorization shall be required.

ELEVENTH: A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability for any of the following:

- (a) any breach of the director's duty of loyalty to the corporation or its shareholders,

- (b) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law,

- (c) authorizing the unlawful payment of a dividend or other distribution on the corporation's capital stock or the unlawful purchase of its capital stock,

- (d) a violation of Idaho Code § 30-1-48, or

- (e) any transaction from which the director derived an improper personal benefit.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification.

TWELFTH: Each holder of any of the shares of the capital stock of the corporation shall be entitled to a preemptive right to

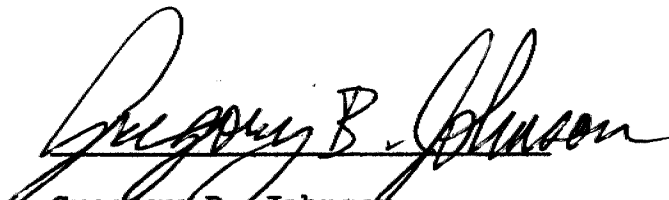
- (a) acquire any unissued stock of any class or any additional shares of any class to be issued for cash by reason of any increase of the authorized capital stock of the corporation.


(b) acquire any shares issued to directors, officers or employees pursuant to approval by the affirmative vote of the holders of a majority of the shares entitled to vote thereon or when authorized by and consistent with a plan theretofore approved by such a vote of shareholders, or

(c) acquire any shares sold otherwise than for cash,

(d) acquire any shares issued to satisfy conversion or option rights granted by the corporation on previously authorized sales.

DATED: July 14, 1994

  
Gregory B. Johnson  
Incorporator

  
Darrell C. Sherman  
Incorporator