

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

GR ENTERPRISES INC.  
File number C 106398

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: May 20, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

**ARTICLES OF INCORPORATION  
OF  
GR ENTERPRISES INC.**

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CK #: 44307 CUST# 37724  
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IDAHO SECRETARY OF STATE

**I.**

The name of this Corporation is:

GR Enterprises Inc.

**II.**

The period of duration of this Corporation is perpetual.

**III.**

The purpose of this Corporation is to engage in land acquisition, land development, home building and the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (the "Act").

**IV.**

This Corporation is authorized to issue an aggregate of 1,000,000 shares of stock consisting of one class of shares, designated Common Stock, par value \$.001 per share ("Common Stock").

**V.**

(a) The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under Idaho law.

(b) This Corporation is authorized to provide for, whether by bylaw, agreement or otherwise, the indemnification of agents (as defined in Section 30-1-5 of the Act) of this Corporation in excess of that expressly permitted by such Section 30-1-5 for those agents, for breach of duty to this Corporation and its shareholders to the extent permissible under Idaho law (as now or hereafter in effect). In furtherance and not in limitation of the powers conferred by statute:

(i) this Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of this Corporation, or is serving at the request of this Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not this Corporation would have the power to indemnify against such liability under the provisions of law;

(ii) this Corporation may create a trust fund, grant a security interest and/or use other means (including, without limitation, letters of credit, surety bonds and/or other

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similar arrangements), as well as enter into contracts providing indemnification to the fullest extent authorized or permitted by law and including as part thereof provisions with respect to any or all of the foregoing to ensure the payment of such amounts as may become necessary to effect indemnification as provided therein, or elsewhere; and

(iii) this Corporation shall have the power to purchase and maintain insurance on behalf of any agent of this Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against such liability under the provisions of these Articles of Incorporation, or at law; and in furtherance thereof, this Corporation is authorized to the fullest extent permissible under Idaho law (as now or hereafter in effect) to own all or any portion of the shares of the company issuing any such policy of insurance.

No such bylaw, agreement or other form of indemnification shall be interpreted as limiting in any manner the rights which such agents would have to indemnification in the absence of such bylaw, agreement or other form of indemnification.

(c) Any repeal or modification of the foregoing provisions of this Article V by the shareholders of this Corporation shall not adversely affect any right or protection of a director of this Corporation existing at the time of such repeal or modification.

## **VI.**

The name and complete address in the State of Idaho of this Corporation's initial agent for service of process is:

Glen Rains	2885 E. 3500 North
	Twin Falls, Idaho 83301

## **VII.**

The number of directors that shall constitute the entire Board of Directors of this Corporation is two and the names and addresses of those persons who are to serve as the initial directors until their successors be elected and qualified are:

Stuart Greene	14985 Valley Vista Boulevard
	Sherman Oaks, California 91403

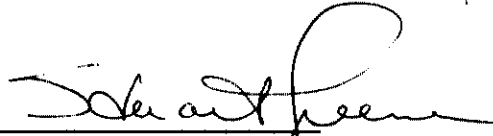
Glen Rains	2885 E. 3500 North
	Twin Falls, Idaho 83301

## **VIII.**

The name and address of the Incorporator of this Corporation is:

Stuart Greene	14985 Valley Vista Boulevard
	Sherman Oaks, California 91403

IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of Incorporation this 19<sup>th</sup> day of May, 1994.

  
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Stuart Greene, Incorporator