

Department of State.

CAL-WEST COMMUNITIES, INC.

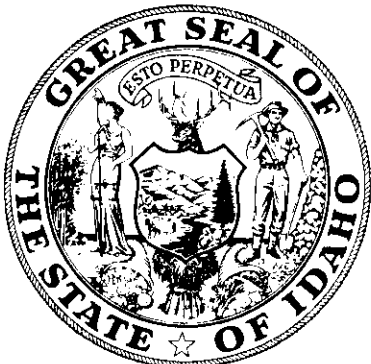
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of CAL-WEST COMMUNITIES, INC.

_____ for a Certificate of Authority to transact business in this State,
duly signed and verified 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 Authority to CAL-WEST COMMUNITIES, INC.
to transact business in this State under the name CAL-WEST COMMUNITIES, INC.

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated *November 17, 1982*



Robt. J. Conarcena
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Cal-West Communities, Inc.
2. *The name which it shall use in Idaho is Cal-West Communities, Inc.
3. It is incorporated under the laws of California
4. The date of its incorporation is February 11, 1970 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1700 South El Camino Real, Suite 301, San Mateo, California 94402
6. The street address of its proposed registered office in Idaho is 3167 Lakewood Way, Boise, Idaho 83706, and the name of its proposed registered agent in Idaho at that address is Paul F. Tavis
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Purchase and own real estate and generally engage in any lawful activity as permitted by Idaho law.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
W. Alan Warnick, Jr.	CEO, CFO, & Director	1700 S. El Camino Real, #301 San Mateo, California 94402
Paul F. Tavis	V. P. & Assistant Secretary	1700 S. El Camino Real, #301 San Mateo, California 94402
J. Dan Schuhmann, Jr.	Secretary - Director	1700 S. El Camino Real, #301 San Mateo, California 94402
Jane S. Warnick	Director	1700 S. El Camino Real, #301 San Mateo, California 94402

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>100,000</u>	<u>Common</u>	<u>\$1 Par</u>
<u>25,000</u>	<u>Preferred</u>	<u>\$20 Par</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>93,000</u>	<u>Common</u>	<u>\$1 Par</u>
<u>25,000</u>	<u>Preferred</u>	<u>\$20 Par</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated NOVEMBER 15, 1982.

CAL-WEST COMMUNITIES INC
By [Signature]

Its Vice President
and [Signature]
Its Secretary

STATE OF California)
COUNTY OF San Mateo) ss:

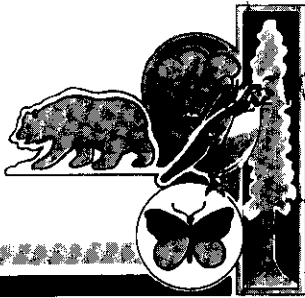
I, Jackie Ronson, a notary public, do hereby certify that on this 15th day of November, 19 82, personally appeared before me Paul F. Tavis & J. Dan Schuhmann, Jr, who being by me first duly sworn, declared that ~~he~~ they are ~~the~~ Vice President and Secretary of Cal-West Communities, Inc.

that ~~he~~ ^{they} signed the foregoing document as Vice pres. & secretary of the corporation and that the statements therein contained are true.



Jackie Ronson
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



PM 2 22
**State
of
California**

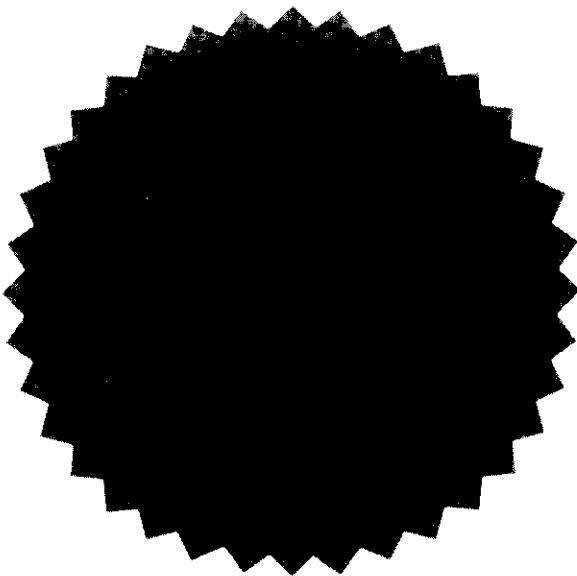
OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

NOV 15 1982



March Fong Eu

Secretary of State

591850

FILED

In the office of the Secretary of State
of the State of California

FEB 11 1970

FRANK M. JORDAN, Secretary of State

By Bill Jordan
COUNTY

ARTICLES OF INCORPORATION
OF
CAL-WEST COMMUNITIES, INC.

ARTICLE I. NAME

The name of the corporation is Cal-West Communities,
Inc.

ARTICLE II. PURPOSES AND POWERS

The purposes of the corporation are:

(a) Primarily to engage in the specific business
of a general building contractor;

(b) To enter into and perform contracts for doing
or superintending the whole or any part of the construction,
erection, alteration or demolitions and structures of build-
ings and structures of every kind requiring the use of more
than two unrelated building trades or crafts and generally
to do everything which may be done by general building con-
tractors;

(c) To engage in purchasing, leasing (either as
lessor or lessee) or otherwise acquiring, owning, holding,
using, altering, improving, developing, subdividing, operating,
supervising, managing, mortgaging, deeding in trust, grant-
ing, selling, or otherwise encumbering or disposing of, and
exchanging real property, or any interest therein, of any and
every kind, nature and description, and to do all or any part
or combination of the foregoing;

(d) To engage in any business or transaction
which the Board of Directors of the corporation may from time
to time authorize or approve, which is related to the acti-
vities set forth above;

Restoration of right
to incorporate

Bo

Yes

(e) To act as principal, agent, joint venturer, partner (either general or limited) or in any other capacity which may be authorized or approved by the Board of Directors of the corporation in connection with the above;

(f) To have and exercise all rights and powers now or hereafter granted to the corporation by law.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers in each paragraph shall, except where otherwise expressed, not be limited or restricted by reference to or inference from the terms or provisions of any other paragraph, but shall be regarded as independent purposes and powers.

ARTICLE III. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of business is located in the County of Santa Clara.

ARTICLE IV. DIRECTORS

(a) The number of the Directors of the corporation is three.

(b) The names and addresses of the persons appointed to act as the first Directors are:

<u>Names</u>	<u>Addresses</u>
William Alan Warnick, Jr.	3018 Mariposa Drive Burlingame, California
Albert R. Ceresa	183 Cayuga Avenue San Francisco, California
Richard M. Adams	36 Cove Road Belvedere, California

(c) The Board of Directors of the corporation shall be permitted to take any action authorized by Division 1

(Sections 100-6804) of the Corporations Code without a meeting, provided all members of the Board consent in writing to such action and such consent or consents are filed with the minutes of the Board. Any action of the Board taken pursuant to such written consent or consents shall have the same force and effect as a unanimous vote of the Directors

ARTICLE V. STOCK

The corporation is authorized to issue two classes of shares of stock to be designated respectively "preferred" and "common". The total number of shares which the corporation is authorized to issue is 125,000 shares. The aggregate par value of all shares that are to have a par value is \$600,000. The number of preferred shares authorized is 25,000 shares, and the par value of each such share is \$20. The number of common shares authorized is 100,000 shares and the par value of each such share is \$1.

The preferences, privileges, restrictions and rights granted to or imposed on the respective series of shares are as follows:

(a) Dividends -

(1) The holders of the preferred shares shall be entitled to receive dividends, out of any funds legally available therefor, at the rate of 5% per annum of the par value thereof, and no more, payable in cash quarterly in the months of February, May, August and November, or at such intervals as the Board of Directors may from time to time determine. Such dividends shall accrue from the date of issuance of the respective preferred shares and shall be deemed to accrue from day to day whether or not earned or declared. Such dividends shall be payable before any dividends shall be paid, declared, or set apart for the common shares, and shall

be cumulative so that if for any dividend period such dividends on the outstanding preferred shares at the rate of 5% per annum of the par value thereof are not paid or declared and set apart therefor, the deficiency shall be fully paid or declared and set apart for payment, without interest, before any distribution, by dividend or otherwise, shall be paid on, declared, or set apart for the common shares.

(2) Subject to the rights of the preferred shares, dividends may be paid on the common shares as and when declared by the Board of Directors out of any funds of the corporation legally available for the payment of such dividends.

(b) Liquidation - On any voluntary or involuntary liquidation, dissolution, or winding up of the corporation, the holders of the preferred shares shall receive an amount equal to the par value of such shares, plus all accrued and unpaid dividends, and no more, before any amount shall be paid to the holders of the common shares. In the event that the assets of the corporation are insufficient to permit full payment to the preferred shareholders as herein provided, then such assets shall be distributed ratably among the outstanding preferred shares. Subject to such preferential rights, the holders of the common shares shall receive, ratably, all remaining assets of the corporation. A consolidation or merger of the corporation with or into any other corporation, or a sale of all or substantially all of the assets of the corporation shall not be deemed a liquidation, dissolution, or winding up of the corporation within the meaning of this Paragraph (b).

(c) Redemption -

(1) The corporation, at the option of the Board of Directors, may at any time redeem the whole, or from time to time redeem any part, of the preferred shares outstanding by paying in cash therefor the sum of \$20 per share, plus all dividends accrued, unpaid, and accumulated thereon as provided in Paragraph (a) of this Article V to and including the date of redemption, hereinafter referred to as the "redemption price," and by giving to each preferred shareholder of record at his last known address, as shown on the records of the corporation, at least thirty (30) days' prior notice in writing, by mail, postage prepaid, stating the date and plan of redemption, hereinafter called the "redemption notice." Should only a part of the outstanding preferred shares be redeemed, such redemption shall be effected by lot, as prescribed by the Board of Directors, or pro rata; provided, however, that no preferred shares shall be redeemed unless all accrued dividends on all outstanding preferred shares shall have been paid for all past dividend periods and full dividends for the current period on all outstanding preferred shares, except those to be redeemed, shall have been paid or declared and set apart for payment. On or after the date fixed for redemption, each holder of shares called for redemption shall surrender his certificate for such shares to the corporation at the place designated in the redemption notice and shall thereupon be entitled to receive payment of the redemption price. Should less than all the shares represented by any surrendered certificate be redeemed, a new certificate for the unredeemed shares shall be issued. If the redemption notice is duly given and if sufficient funds are available

therefor on the date fixed for redemption, then whether or not the certificates evidencing the shares to be redeemed are surrendered, all rights with respect to such shares shall terminate on the date fixed for redemption, except for the right of the holders to receive the redemption price, without interest, on surrender of their certificate therefor.

(2) If, on or prior to any date fixed for redemption of preferred shares as herein provided, the corporation deposits with any bank or trust company in California, as a trust fund, a sum sufficient to redeem, on the date fixed for redemption thereof, the shares called for redemption, with irrevocable instructions and authority to the bank or trust company to publish the notice of redemption thereof, or to complete such publication if theretofore commenced, and to pay, on and after the date fixed for redemption or prior thereto, the redemption price of the shares to their respective holders on surrender of their share certificates, then from and after the date of the deposit, even though such date may be prior to the date fixed for redemption, the shares so called shall be deemed to be redeemed and dividends on those shares shall cease to accrue after the date fixed for redemption. The deposit shall be deemed to constitute full payment of the shares to their holders and from and after the date of the deposit the shares shall be deemed to be no longer outstanding, and the holders thereof shall cease to be shareholders with respect to such shares and shall have no rights with respect thereto, except the right to receive from the bank or trust company payment of the redemption price of the shares, without interest, on surrender of their certificates therefor.

(d) Voting - The holders of the common shares and the holders of the preferred shares shall have equal voting rights and powers, except as herein expressly set forth.

(e) Protective Provisions - So long as any preferred shares are issued and outstanding, the corporation shall not, without first obtaining the affirmative vote or written consent of not less than two-thirds (2/3) of such outstanding preferred shares:

(1) Alter or change any of the rights, preferences, privileges, or restrictions herein provided for so as to affect the preferred shares adversely; or

(2) Increase the authorized number of preferred shares; or

(3) Create any other class of preferred shares; or

(4) Reclassify any common shares to give them a preference or priority as to dividends or assets superior to or on a parity with the preferred shares; or

(5) Purchase or redeem any common shares; or

(6) Make any provision in the By-Laws fixing special qualifications of persons who may be holders of preferred shares or restricting the right to transfer or hypothecate such shares, unless such provision is required by California or federal law; or

(7) Sell or otherwise dispose of all or substantially all of the property, assets, or business of the corporation; or

(8) Merge or consolidate with any other corporation, except into or with a wholly owned subsidiary

corporate with the requisite shareholder approval, unless each holder of preferred shares immediately prior to such merger or consolidation shall retain or receive the same number of shares of the resulting corporation, and such shares so received are entitled to the same preferences, rights, powers, and privileges, and the benefit of the same restrictions.

(f) Preemptive Rights - Each common shareholder of the corporation shall be entitled to full preemptive or preferential rights, as such rights are defined by law, to subscribe for or purchase his proportional share of any shares or securities which may be authorized and issued at any time by the corporation in excess of the original authorization of shares herein set forth.

ARTICLE VI. AMENDMENT

These Articles of Incorporation may be amended by the vote or written consents of the holders of not less than fifty-one percent (51%) of the outstanding voting shares, and not otherwise, except where a greater percentage of such shares, or the votes of other classes of shares, or the votes of holders of other obligations of this corporation, are required by these Articles or by law for amendment of a specific provision herein.

IN WITNESS WHEREOF, the undersigned, who are the incorporators and the above-named first Directors of this corporation, have executed these Articles of Incorporation this 5th day of Feb. 1970.

William Alan Warnick, Jr.
WILLIAM ALAN WARNICK, JR., Incorporator

Albert R. Geresa
ALBERT R. GERESA, Incorporator

Richard M. Adams
RICHARD M. ADAMS, Incorporator

STATE OF CALIFORNIA :
CITY AND COUNTY OF SAN FRANCISCO : SS.
:

On this 5th day of Jan 1970 before
me, a Notary Public, in and for said county and state, per-
sonally appeared WILLIAM ALAN WARNICK, JR., known to me to
be the person whose name is subscribed to the foregoing
Articles of Incorporation, and acknowledged to me that he
executed same.

Witness my hand and official seal.

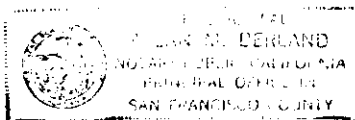


[Signature]
Notary Public
ALLAN M. BERLAND
My Commission Expires June 5, 1970

STATE OF CALIFORNIA :
CITY AND COUNTY OF SAN FRANCISCO : SS.
:

On this 5th day of Feb. 1970 before
me, a Notary Public in and for said county and state, per-
sonally appeared ALBERT R. CERESA, known to me to be the
person whose name is subscribed to the foregoing Articles
of Incorporation, and acknowledged to me that he executed same.

Witness my hand and official seal.

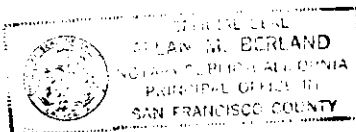


[Signature]
Notary Public
ALLAN M. BERLAND
My Commission Expires June 5, 1970

STATE OF CALIFORNIA :
 : SS.
CITY AND COUNTY OF SAN FRANCISCO :

On this 5th day of Feb 1970 before me,
a Notary Public in and for said county and state, personally
appeared RICHARD M. ADAMS, known to me to be the person
whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed same.

Witness my hand and official seal.




Notary Public

ALLAN M. BERLAND
My Commission Expires June 5, 1972

591850

FILED

In the office of the Secretary of State
of the State of California

MAR 22 1972

A119978

EDMUND G. BROWN, Jr., Secretary of State

By Ralph R. Martin
Deputy

CAL-WEST COMMUNITIES, INC.

CERTIFICATE OF OWNERSHIP

MERGER OF C.W.C. REALTY INC. (Subsidiary Corporation)

WE, the undersigned, W. A. WARNICK, JR. and A. R. CERESA, hereby do certify that we are and at all times herein mentioned have been respectively the President and Secretary of CAL-WEST COMMUNITIES, INC., a California corporation; and hereby do further certify and state:

a. That CAL-WEST COMMUNITIES, INC. owns all the outstanding stock of C.W.C. REALTY INC., a California corporation.

b. That at a meeting of the Board of Directors of CAL-WEST COMMUNITIES, INC. the following resolutions were adopted by a majority of its Board of Directors to merge C.W.C. REALTY INC., a California corporation and to assume all its obligations:

"WHEREAS, C.W.C. REALTY INC. was formed on August 12, 1970, by and for the benefit of CAL-WEST COMMUNITIES, INC. to be conducted as a wholly owned subsidiary corporation of CAL-WEST COMMUNITIES, INC. for the purpose of carrying on the real estate brokerage business for CAL-WEST COMMUNITIES, INC. as a separate and distinct entity in order to facilitate the maintenance of separate accounting procedures and records, and

"WHEREAS, through the conduct of its business by C.W.C. REALTY INC. since its incorporation as a separate and distinct entity, C.W.C. REALTY INC. has had the experience and realization that the separateness of the businesses of the two corporations is an unnecessary, cumbersome and expensive procedure due to the necessity of dual bookkeeping and accounting procedures as well as the requirement of two certified audits by the corporations' respective accountants;

"NOW, IT IS HEREBY RESOLVED That it is in the best interest of C.W.C. REALTY INC. and CAL-WEST COMMUNITIES, INC. to merge C.W.C. REALTY INC. into CAL-WEST COMMUNITIES, INC. and continue the former business of C.W.C. REALTY INC. within the business of CAL-WEST COMMUNITIES, INC. through the performance of duties by the principals of C.W.C. REALTY INC. within the protection and under the employment of CAL-WEST COMMUNITIES, INC."

"WHEREAS, CAL.-WEST COMMUNITIES, INC. owns all the outstanding stock of C.W.C. REALTY INC.; and

"WHEREAS, it is deemed advisable and in the best interest of CAL.-WEST COMMUNITIES, INC. and its shareholders that CAL.-WEST COMMUNITIES, INC. merge C.W.C. REALTY INC. and assume all its obligations;

"NOW, THEREFORE, BE IT RESOLVED That CAL.-WEST COMMUNITIES, INC. merge C.W.C. REALTY INC. into itself and assume all of C.W.C. REALTY INC.'s obligations pursuant to California Corporation Code Section 4124;

"RESOLVED FURTHER That the President or Vice President and Secretary or Assistant Secretary be and they hereby are authorized and directed to execute and file a Certificate of Ownership as required by California Corporation Code Section 4124 and take such further action as may be necessary or proper to accomplish such merger."

c. That the meeting of the Board of Directors of CAL.-WEST COMMUNITIES, INC. at which the above resolutions were adopted was duly held on the 9th day of March, 1972, at the hour of three o'clock P.M. at 780 Welch Road, #202, Palo Alto, California and that said resolutions were adopted by the vote of three (3) directors, the authorized and elected number of directors on the Board being three (3), with directors Warnick and Ceresa being physically present and director Shannon being represented through proxy held by director Warnick.

CAL.-WEST COMMUNITIES, INC.

By [Signature]
W. A. WARNICK, JR., President

By [Signature]
A. R. CERESA, Secretary



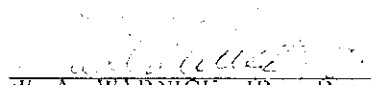
(SEAL)

W. A. WARNICK, JR. and A. R. CERESA, the President and Secretary respectively of CAL.-WEST COMMUNITIES, INC., a California

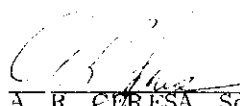
corporation, each says:

I declare under penalty of perjury that the foregoing is true and correct of my own knowledge.

Executed on the 9th day of March, 1972, at
Palo Alto, California.



W. A. WARNICK, JR., President



A. R. CERESCA, Secretary