

**FILED EFFECTIVE**

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**State of Idaho**  
**ARTICLES OF INCORPORATION**  
**OF**  
**Gabriel Homes, Inc.**

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, in order to form a Corporation under the provisions of Title 30, Chapter 1, Idaho Code, submits the following articles of incorporation to the Secretary of State.

**Article I**

The name of the Corporation is Gabriel Homes, Inc.

**Article II**

The period of its duration is perpetual.

**Article III**

The purpose or purposes for which the corporation is organized is to engage in and do any lawful act concerning any and all lawful business for which corporations may be organized under the Idaho Business Corporation Act and any amendments thereto.

**Article IV**

Any action required by the Act to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the actions to be taken, shall be signed by the holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

**Article V**

Except to the extent such power may be modified or divested by action of the shareholders representing a majority of the issued and outstanding shares of the Common Stock of the Corporation taken at a regular or special meeting of the shareholders, the power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Board of Directors.

**Article VI**

In an election of directors, the shareholders are denied the right to cumulate votes in the manner

provided by Section 30-1-728(2) of the Act.

#### **Article VII**

Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the facts of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization of ratification. This Article shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

#### **Article VIII**

To the extent permitted by the Act, as such Act may be amended from time to time, and in accordance with the Bylaws of the Corporation, the Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding by reason of the fact that he, his testator, or intestate, is or was a director, officer or employee of the Corporation or of any corporation which he served in such capacity at the request of the Corporation, and shall pay or reimburse the reasonable expenses incurred by such director, officer or employee where permitted. The right to indemnification conferred by this Article shall not restrict the power of the Corporation to make any other type of indemnification permitted by law.

#### **Article IX**

To the fullest extent not prohibited by law, a director of this Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director for: (1) a breach of a director's duty of loyalty to the Corporation or its shareholders or members; (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; (4) an act or omission for which the liability of a director is expressly provided for by statute; or (5) an act related to an unlawful stock repurchase or payment of a dividend.

## **Article X**

No director shall be liable,

- A. To the Corporation in connection with the director's vote for or assent to a distribution by the Corporation if, in the exercise of ordinary care, he relied and acted in good faith upon financial statements or other information of the Corporation represented to him to be correct in all material respects by the President or the officer of the Corporation having charge of its books of account, or stated in a written report by an independent public or certified public accountant or firm of such accountants fairly to reflect the financial condition of the Corporation, or if, in the exercise of ordinary care and in good faith, in voting for or assenting to a distribution by the Corporation, he considered the assets to be of their book value; or
- B. For any claims or damages that may result from his acts in the discharge of any duty imposed or power conferred upon him by the Corporation if, in the exercise of ordinary care, he acted in good faith and relied upon the written opinion of an attorney for the Corporation.

## **Article XI**

The aggregate number of shares, which the Corporation shall have authority to issue, is ten-thousand (10,000) shares of Common Stock with no par value.

## **Article XII**

The number of directors of this Corporation shall be not less than three (3), unless the number of Shareholders of the Corporation at any time is less than three at which point the number of directors shall be equal to the number of Shareholders.

### **Article XIII**

The initial registered agent and registered agent address of this corporation shall be as follows:

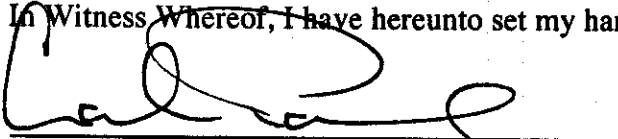
**D. Gabriel Chadwick  
4077 Rocky Ridge Rd  
Ammon, Idaho 83406**

### **Article XIV**

The name and address of the Incorporator is:

**Charles M. Parson  
Parson & West, P.C.  
40 West Cache Valley Blvd Suite 8A  
Logan, Utah 84341**

In Witness Whereof, I have hereunto set my hand on this the 13<sup>th</sup> day of March, 2007.

A handwritten signature in black ink, appearing to read 'Charles M. Parson', is written over a horizontal line.

**Charles M. Parson, Incorporator**