



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

SHOREWOOD HOMES, INC.

was filed in the office of the Secretary of State on the 14th day of February A.D., One Thousand Nine Hundred seventy-five and ~~will be~~ recorded on ~~Film~~ ~~Microfilm~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for ~~Perpetual Existence~~ from the date hereof, with its registered office in this State located at Coeur d'Alene, Idaho in the County of Kootenai

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 14th day of February, A.D., 19 75 .

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

SHOREWOOD HOMES, INC.

We, the undersigned natural persons of the age of eighteen years or more, each of whom is a citizen of the United States, acting as incorporators of a business corporation under the laws of the State of Idaho, adopt the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of the corporation is SHOREWOOD HOMES, INC.

ARTICLE II.

The location and post office of the registered office of the corporation in the State of Idaho is Route 3, Box 656G, Coeur d'Alene, Idaho.

ARTICLE III.

The duration of this corporation shall be perpetual.

ARTICLE IV.

The purposes of this corporation are to engage in the sale, purchase, rental and management of real estate including land, homes, and commercial buildings; to build, purchase and sell at wholesale and retail, any and all produce, wares, supplies, commodities and merchandise of every kind and nature which may appear to be useful or advantageous to the corporation, and further to engage in any commercial, industrial and agricultural enterprises calculated or designed to be profitable to this corporation.

ARTICLE V.

The corporation shall have the power to manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, merchandise and real and personal property of every class and description.

ARTICLE VI.

This corporation shall have power to become a partner with any other natural person or legal entity and to enter and join in any agreement and cooperative relationship not forbidden by law.

ARTICLE VII.

This corporation shall have power to guarantee the payment of the principal and interest upon bonds, notes or other evidences of secured indebtedness or obligations, or the performance of the contracts or other undertakings of any corporation, co-partnership, syndicate, individual or others, and to enter into, make, perform and carry out contracts of every kind and lawful purpose, with any person, firm, association, corporation, syndicate or others.

ARTICLE VIII.

This corporation shall have the power to make charitable contributions.

ARTICLE IX.

The total number of shares of common stock which the corporation shall have authority to issue is Two Thousand Five Hundred (2,500) at a par value of One Hundred Dollars (\$100) each. The aggregate par value of the total authorized number of shares of common stock is Two Hundred Fifty Thousand (\$250,000.00). Each share of common stock shall have one (1) vote. All stock shall be non-assessable.

ARTICLE X.

The holders from time to time of the common stock of the corporation shall have the pre-emptive right to purchase, at such respective equitable prices, terms and conditions as should be fixed by the board of directors, such of the shares of the corporation that may be shares held in the treasury of the corporation from time to time, or as may be authorized from time to time over and above 2,500 shares of common stock authorized by the original

Articles of Incorporation of the corporation. Such pre-emptive rights shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.

ARTICLE XI.

This corporation shall have the power to purchase, hold, sell and transfer shares of its own capital stock, bonds and other obligations of this corporation from time to time to such extent and in such manner and upon such terms as its board of directors may determine.

ARTICLE XII.

The number of directors of this corporation shall be not less than two (2) nor more than five (5), and may be altered from time to time as provided in the By-Laws. The directors need not be stockholders.

ARTICLE XIII.

Any one or more of the directors may be removed either with or without cause, at any time, by a vote of the stockholders holding a majority of the stock at any special meeting called for the purpose.

ARTICLE XIV.

No contract or other transaction between this corporation and any other corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director individually or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided the fact that he or such firm so in-

terested shall be disclosed or shall have been known to the board of directors or such members thereof as shall be present at any meeting of the board at which action upon any such contract or transaction shall be taken. Any director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE XV.

The board of directors shall have the power to make or amend By-Laws of the corporation except as concerns their term of office and compensation.

ARTICLE XVI.

These Articles may be amended or any addition thereto by a two-thirds vote of the number of outstanding shares of common stock at any regular meeting of shareholders or at any special meeting called for that purpose.

ARTICLE XVII.

The names and addresses of the persons who are incorporators and who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
George Anderl	Rt. 3, Box 656G, Coeur d'Alene, Idaho
VIOLA C. FLICK	Box A, COEUR D'ALENE, ID. 83814
SCOTT W. REED	Box A, COEUR D'ALENE, ID. 83814

EACH of the above named incorporators has heretofore subscribed to one share of common stock.

We, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make and file this agreement and have accordingly made, signed and acknowledged these Articles of Incorporation this 12th day of February, 1975.

STATE OF IDAHO)
 ss.
County of Kootenai).

George Anderl
Viola C. Flick
Scott W. Reed

On this 12th day of February, 1975, personally appeared GEORGE ANDERL to me known to be the individual described in and who executed the within and foregoing instrument, and acknowledged that HE signed the same as HIS free and voluntary act and deed for the uses and purposes therein mentioned.

Given under my hand and seal this 12th day of February, 1975.

Viola C. Flick
Notary Public for Idaho
Residing at Coeur d'Alene
Comm. Exp. 3/17/76

STATE OF IDAHO)
 ss:
COUNTY OF KOOTENAI)

ON THIS 12TH DAY OF FEBRUARY, 1975, BEFORE ME, THE UNDERSIGNED NOTARY PUBLIC, PERSONALLY APPEARED VIOLA C. FLICK AND SCOTT W. REED, KNOWN TO ME TO BE THE PERSONS WHOSE NAMES ARE SUBSCRIBED TO THE WITHIN INSTRUMENT, AND ACKNOWLEDGED THAT THEY EXECUTED THE SAME.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL THE DAY AND YEAR FIRST ABOVE WRITTEN.

Marianne Pederson
NOTARY PUBLIC FOR IDAHO
RESIDING AT COEUR D'ALENE
COMM. EXP. 7/20/78