

~~FILED~~ **EFFECTIVE**

2005 FEB 22 AM 9:03

**ARTICLES OF INCORPORATION
OF
DREAMWORKS LUXURY HOMES, INC.**

STAFF OF RECORD

ARTICLE 1. NAME

The name of this corporation is DREAMWORKS LUXURY HOMES, INC.

ARTICLE 2. DURATION

This corporation has perpetual existence.

ARTICLE 3. PURPOSE

This corporation is organized for the purposes of transacting any and all lawful business for which a corporation may be incorporated.

ARTICLE 4. REGISTERED OFFICE AND AGENT

The address of the registered office of the corporation is 1200 Ironwood Drive, Suite 315, Coeur d'Alene, ID 83814 and the name of the registered agent at such address is Michael C. Ormsby.

ARTICLE 5. CAPITAL STOCK

The authorized capital stock of this corporation shall consist of 100,000 shares of common stock without par value.

ARTICLE 6. PREEMPTIVE RIGHTS

Shareholders of this corporation have no preemptive rights to acquire additional shares of stock or securities convertible into shares of stock issued by the corporation.

ARTICLE 7. DIRECTORS

The number of directors of this corporation shall be fixed in the manner specified by the bylaws of this corporation. The first directors of the corporation are one (1) in number and their names and addresses are:

Peter Optekar
1522 N. King James Lane
Liberty Lake, Washington 99019

The first director shall serve until the first annual meeting of the shareholders and until their successors are elected and qualified.

IDAHo SECRETARY OF STATE
02/22/2005 05:00
CK: 6944 CT: 140028 BH: 794413
1 @ 100.00 = 100.00 CORP # 2

1/5901 C

ARTICLE 8. ACTION BY NONUNANIMOUS SHAREHOLDER CONSENT

8.1 Subject to the provisions of Idaho Code 30-1-704, shareholders will be permitted to take action by less than unanimous written consent of all shareholders entitled to vote on an action.

8.2 Before the date on which the action becomes effective, notice of the taking of such action shall be given to each shareholder of record, in writing, describing with reasonable clarity and specifying the general nature of the action approved, stating the effective date and time of the approved action, and accompanied by the same material that, under the Act, would have been required to be sent to nonconsenting or nonvoting shareholders in a notice of meeting at which the proposed action would have been submitted for shareholder action. Except as otherwise provided in Idaho Code 30-1-704, such notice shall be given as follows: (a) if mailed, by deposit in the U.S. mail at least seventy-two (72) hours prior to the specified effective time of such action, with first-class postage thereon prepaid, correctly addressed to each shareholder of record at the shareholder's address as it appears on the current record of shareholders of the corporation; or (b) if delivered by personal delivery, by courier service, by wire or wireless equipment, by telegraphic or other facsimile transmission, or by any other electronic means which transmits a facsimile of such communication correctly addressed to each shareholder of record at the physical address, electronic mail address, or facsimile number, as it appears on the current record of shareholders of the corporation, at least seventy-two (72) hours prior to the specified effective time of such action.

ARTICLE 9. CUMULATIVE VOTING

Shareholders of this corporation shall not have the right to cumulate votes in the election of directors.

ARTICLE 10. LIMITATION OF DIRECTOR LIABILITY

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for:

- (a) Acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director;
- (b) Conduct violating Idaho Code 30-1-704 (which involves certain distributions by the corporation);
- (c) Any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any

right or protection of a director of the corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

ARTICLE 11. INDEMNIFICATION OF DIRECTORS

11.1 The corporation shall indemnify its directors to the full extent permitted by the Idaho Business Corporation Act now or hereafter in force. However, such indemnity shall not apply on account of:

- (a) Acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law;
- (b) Conduct of the director finally adjudged to be in violation of Idaho Code 30-1-833; or
- (c) Any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled.

The corporation shall advance expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate directors' resolution or contract.

11.2 The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. It is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions. Such Bylaws, resolutions, contracts or further arrangements shall include but not be limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made.

11.3 No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

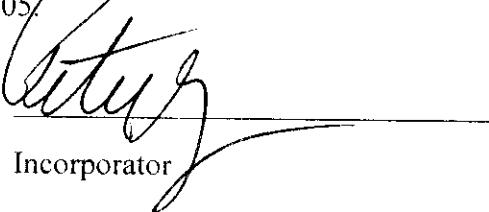
ARTICLE 12. INCORPORATOR

The name and address of the incorporator is:

Peter E. Moye

1200 Ironwood Drive
Suite 315
Coeur d'Alene, ID 83814

The undersigned incorporator has signed these Articles of Incorporation as duplicate signed originals on February 9, 2005.


Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

Michael C. Ormsby hereby consents to serve as Registered Agent in the State of Idaho for DREAMWORKS LUXURY HOMES, INC. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation, or of any changes in the registered office of the corporation for which I am agent.

February 15, 2005

Michael C. Ormsby

Michael C. Ormsby