

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

MEADOWBROOK ESTATES, INC.

File number C 115106

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 24, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

A handwritten signature of Pete T. Cenarrusa, which appears to read "Pete T. Cenarrusa" followed by a stylized signature.

ARTICLES OF INCORPORATION
OF
MEADOWBROOK ESTATES, INC.

IDAHO SECRETARY OF STATE
DATE 05/24/1996 0900 65348
CH#: 23777 CUST# 2034
100.00 = 100.00

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned citizens and residents of the United States of America and the State of Idaho and of legal age, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby make, sign, acknowledge, certify, and file this certificate and Articles of Incorporation for the purpose as follows:

ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be and is:

MEADOWBROOK ESTATES, INC.

ARTICLE II.

PURPOSES

The purposes and powers of the corporation shall be:

Section 1. To purchase or otherwise acquire, hold, and own real estate and to subdivide, plat, sell, lease, or otherwise dispose of the same; to develop and improve real estate; to build houses, buildings, and improvements and to sell, mortgage, or otherwise dispose of the same; to lease or rent out or operate the property belonging to the corporation and contract with respect to any and all of said purposes.

Section 2. To acquire by purchase, lease, or otherwise, lands or interest in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held, or occupied by the corporation, buildings, or other structures with their appurtenances; and to rebuild, alter, or improve any building or other structures now or hereafter erected on any lands so owned, held, or occupied; and to mortgage, sell, lease, or otherwise dispose of any lands or interest in lands and in buildings

or other structures at any time owned or held by the corporation.

Section 3. To buy, sell, exchange, and generally deal in real properties, improved and unimproved, and buildings of every kind and description; to improve, manage, operate, sell, buy, mortgage, lease, or otherwise acquire or dispose of any property, real or personal, and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved and unimproved, and upon personal property, giving or taking evidence of indebtedness and securing the payment thereof by mortgage, trust deed, pledge, or otherwise; to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire for the purpose of holding or disposing of the same, real or personal property of every kind and description.

Section 4. To buy and sell, manufacture, distribute, lease, and otherwise deal in, at wholesale and retail, new and used construction machinery, equipment, parts, and supplies; automotive vehicles, parts, supplies, and accessories; construction and building materials, tools, and supplies; and generally dealing in all types of supplies and equipment used in construction, contracting, and building.

Section 5. To build, erect, construct, lease, or otherwise acquire, manage, occupy, maintain, and operate farming and agricultural lands, commercial buildings, dwelling houses, apartment houses, and lands of all kinds for the accommodation of the public and of individuals; to keep, manage, conduct, and operate farming and agricultural lands, commercial buildings, dwelling houses or apartment houses, or other business structures.

Section 6. To manage real estate and to act as agent, nominee or attorney in fact for any persons or corporations in buying, selling, holding, and dealing in real estate and any interest therein, and choses in action secured thereby, and other personal property, collateral thereto, and in supervising, managing, and protecting said property and any interest therein and claims affecting the same.

Section 7. In general, to conduct in all the several departments and branches, the business of owning, operating, managing, improving, subdividing, and selling property, and the construction of buildings and dwelling houses and the sales thereof; the operation of a sales and rental business for construction, contracting, and building materials, and

equipment, machinery, and supplies; and to do everything necessary and conducive to the full accomplishment of the foregoing objectives.

Section 8. To transact any and all lawful business for which corporations may be incorporated within and under the Idaho Business Corporations Act.

Section 9. To have the general powers as stated in Section 30-1-4 of the Idaho Code.

Section 10. To engage in any or all of the purposes or powers enumerated in this Article II as a partner, joint venturer, or limited liability member in such transactions.

Section 11. The purposes specified herein and enumerated in this Article II shall be construed as both powers and purposes of this corporation, and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

ARTICLE III.

CORPORATE EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE IV.

PRINCIPAL PLACE OF BUSINESS

Section 1. The location of the corporation's registered office in this state is 5243 Steele Avenue, Iona, Idaho 83427. The corporation may also maintain offices at such other place or places in the State of Idaho and the United States as the Board of Directors may from time to time decide. The Post Office address of the registered offices shall be Post Office Box 483, Iona, Idaho 83427.

Section 2. The operation and business of this corporation shall be carried out in the County of Bonneville, State of Idaho, and in such other counties in the State of Idaho and in other states of the United States as the Board of Directors may from time to time decide.

Section 3. The initial registered agent for the corporation shall be ALBAN

HATCH whose street address is 5243 Steele Avenue, Iona, Idaho 83427, and whose mailing address is Post Office Box 483, Iona, Idaho 83427.

ARTICLE V.
CAPITAL STOCK

Section 1. This company is a stock company chartered under the laws of the State of Idaho.

Section 2. The amount of capital stock of this corporation shall be One Hundred Thousand Dollars (\$100,000) authorized capital to consist of Ten Thousand (10,000) shares of common capital stock of the par value of Ten Dollars (\$10) each.

ARTICLE VI.
MANAGEMENT

Section 1. The management of this corporation shall be vested in a Board of Directors. The directors shall be elected at the annual meeting of the stockholders and the number of directors to serve shall be elected and decided at the annual meeting of stockholders as provided in the bylaws and in the manner and method therein provided.

Section 2. The number of directors constituting the initial Board of Directors of the corporation shall be two (2) who are to serve as directors until the first annual meeting of stockholders or until their successors shall have been elected and qualified and who are named as follows:

Alban Hatch
5243 Steele Avenue
Iona, Idaho 83427

Sherri Hatch
5243 Steele Avenue
Iona, Idaho 83427

Section 3. The meeting of the Board of Directors may be held at the principal office of the corporation in this state, or at such other place or places within or without this state, for the transaction of any business of the corporation as the directors may by resolution provide. A majority of the Board of Directors shall constitute a quorum, and the act of the

majority of the directors shall be the act of the Board. At least one member of the Board of Directors shall be a resident of the State of Idaho.

Section 4. No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the 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 may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting or the Board of Directors of the company which shall authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

ARTICLE VII.

INCORPORATORS

The name, post office address, and number of shares subscribed by each of the incorporators are as follows:

Shareholder & Address	Number of Shares
Alban Hatch 5243 Steele Avenue Iona, Idaho 83427	One Share
Sherri Hatch 5243 Steele Avenue Iona, Idaho 83427	One Share

All of the subscribers to these Articles of Incorporation are citizens of the United States and residents of the State of Idaho.

ARTICLE VIII.

AMENDMENTS

The corporation may amend, alter, add to, change, or repeal any provision contained

in these Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, we, as incorporators, and each of us, have hereunto set our hands and seals this 23 day of May, 1996.


ALBAN HATCH

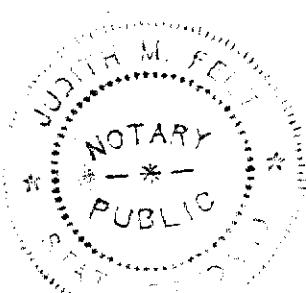

SHERRI HATCH

STATE OF IDAHO)

County of Bonneville)

On this 23rd of May, 1996, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared ALBAN HATCH and SHERRI HATCH, known to me to be the persons whose names are subscribed to the above and foregoing Articles of Incorporation and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.




Judith M. Felt
Notary Public for the State of Idaho
Residing at Idaho Falls
My Commission expires: 6/8/96

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