

# State of Idaho

## Department of State.

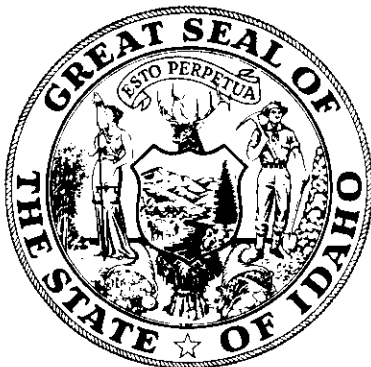
### CERTIFICATE OF AUTHORITY OF

#### INDEPENDENT HOME BUILDERS OF AMERICA

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of INDEPENDENT HOME BUILDERS OF AMERICA 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 INDEPENDENT HOME BUILDERS OF AMERICA to transact business in this State under the name INDEPENDENT HOME BUILDERS OF AMERICA and attach hereto a duplicate original of the Application for such Certificate.

Dated September 16th, 19 81.



*Pete T. Cenarrusa*

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 Independent Home Builders of America
2. \*The name which it shall use in Idaho is Independent Home Builders of America
3. It is incorporated under the laws of Utah
4. The date of its incorporation is November 9, 1979 and the period of its duration is indefinite
5. The address of its principal office in the state or country under the laws of which it is incorporated is 302 West 5400 South, Suite 101, Salt Lake City, Utah 84107
6. The street address of its proposed registered office in Idaho is 197 West Locust  
Shelley, Idaho 83274, and the name of its proposed registered agent in Idaho at that address is Merlyn Jolley
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
Selling of franchises on do-it-yourself custom home construction.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>William P. Hansen</u>	<u>President</u>	<u>3550 Cambridge #122, L.V., Nv. 89107</u>
<u>H. Blaine Lindgren</u>	<u>Ex. V. P. &amp; Sec.</u>	<u>5564 Danube Ct., S.L.C., Ut. 84118</u>
<u>Webster Lowe</u>	<u>Chairman of Brd.</u>	<u>2695 Laurel Canyon Blvd., L.A., Ca. 90046</u>
<u>Wallace V. Jacobson</u>	<u>Director</u>	<u>3585 S. 2245 E., S.L.C., Ut. 84109</u>

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>2,000,000</u>	<u>Common</u>	<u>No par</u>
<u>                    </u>	<u>                    </u>	<u>                    </u>
<u>                    </u>	<u>                    </u>	<u>                    </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>1,074,200</u>	<u>Common</u>	<u>No 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 August 17, 19 81.

William P. Hansen  
By *William P. Hansen*  
Its President  
and H. Blaine Lindgren  
Its Secretary

STATE OF UTAH )  
COUNTY OF SALT LAKE ) ss:

I, Linda Llewellyn, a notary public, do hereby certify that on this 17th day of August, 19 81, personally appeared before me William P. Hansen, who being by me first duly sworn, declared that he is the President of Independent Home Builders of America, Inc.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

*Linda Llewellyn*  
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.



Office of Lt. Governor/Secretary of State

I, DAVID S. MONSON, LT. GOVERNOR/SECRETARY OF STATE  
OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT

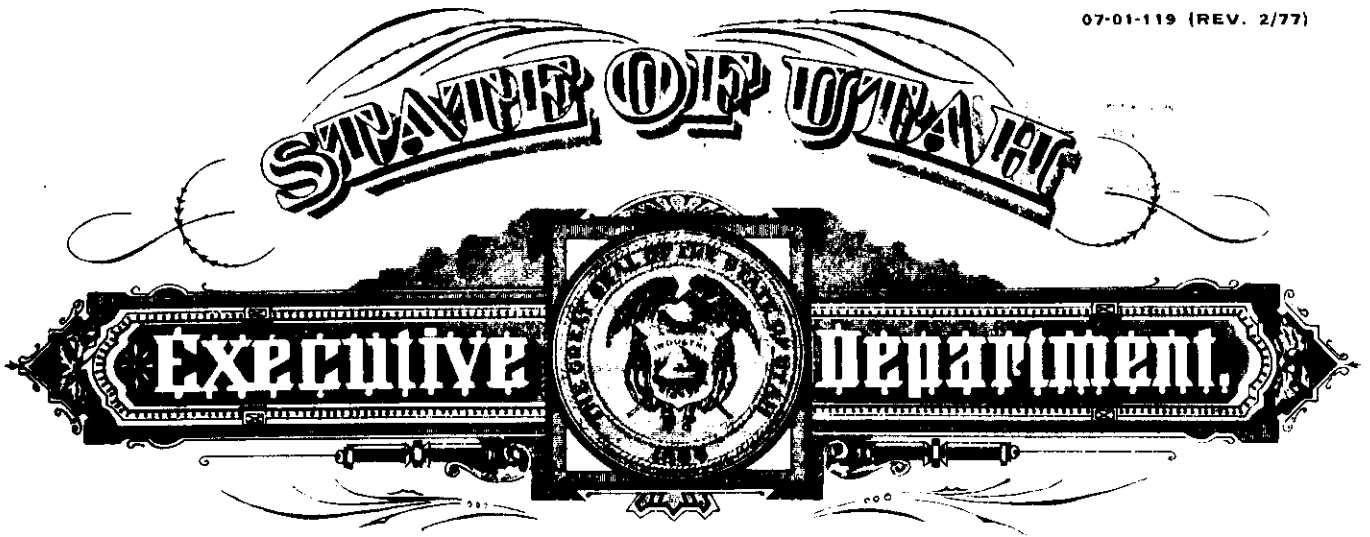
INDEPENDENT HOME BUILDERS OF AMERICA

is a Utah Corporation and qualified to do business in the State of Utah. A Certificate  
of such incorporation was issued from this office on November 9, 1979  
and said corporation is in good standing,

AS APPEARS OF RECORD IN MY OFFICE.  
File #084296

IN WITNESS WHEREOF, I have  
hereunto set my hand and affixed the  
Great Seal of the State of Utah at Salt  
Lake City, this 14th day of  
August A.D. 1981.

LT. GOVERNOR/SECRETARY OF STATE



Office of Lieutenant Governor

I, DAVID S. MONSON, LIEUTENANT GOVERNOR OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Incorporation of INDEPENDENT HOME BUILDERS OF AMERICA, a Utah Corporation filed with this office on November 9, 1979. Said Corporation is in Good Standing.

AS APPEARS OF RECORD IN MY OFFICE.

file #084296

IN WITNESS WHEREOF, I have hereunto  
set my hand and affixed the Great Seal  
of the State of Utah at Salt Lake City, this  
10th day of  
September, A.D. 1981

*David S. Monson*  
LIEUTENANT GOVERNOR

RECEIVED

November 9th 79

BN 525.00

ARTICLES OF INCORPORATION

OF

84296

INDEPENDENT HOME BUILDERS OF AMERICA

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators under the Utah Business Corporation Act, adopt the following Articles of Incorporation for INDEPENDENT HOME BUILDERS OF AMERICA.

ARTICLE I  
CORPORATE NAME

CONSENT TO  
USE OF NAME

The name of this corporation is: INDEPENDENT HOME BUILDERS OF AMERICA.

ARTICLE II  
DURATION OF CORPORATION

The corporation is to have perpetual existence unless dissolved or terminated according to law.

ARTICLE III  
CORPORATE PURPOSES

The purpose for which the corporation is organized is to engage in the operation of selling, partially constructing, and advising purchasers of owner-constructed homes, and franchising such business operations to franchisees in Utah and other states, and selling construction materials and fixtures used in connection with new home construction, and related purposes, and in carrying out these general purposes and objectives the corporation shall have the power:

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525.

(a) To act as principal or agent for others; to hold property, including shares of its own stock, in trust as trustee for stockholders of the corporation or others; to participate as a partner in any partnership allowed by law; to subdivide and improve land in any manner and to any extent.

(b) To do all things to the same extent and as fully as natural persons now do or could do in the State of Utah or in any other state, country or place; to do all things and engage in all lawful transactions or businesses and undertakings which a corporation organized or existing under the laws of the State of Utah might do or engage in, even though not expressly stated herein.

The foregoing shall be construed both as objects and powers, but no recitation or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; and it is hereby expressly declared that all other lawful purposes not inconsistent herewith are hereby included.

#### ARTICLE IV

##### SHARES

The aggregate number of shares which this corporation shall have authority to issue is TWO MILLION SHARES having no set par value per share. All of the stock of the corporation shall be of the same class and have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any further call or assessment.

#### ARTICLE V

##### COMMENCING BUSINESS

This corporation will not commence business until consideration of a value of at least \$1,000.00 has been received for the issuance of shares.

#### ARTICLE VI

##### PRE-EMPTIVE RIGHTS AND CUMULATIVE VOTING

The authorized stock of this corporation may be issued at such times, upon such terms and conditions, and for such consideration as the Board of Directors shall determine. Stockholders shall have no pre-emptive rights in issues of authorized stock.

There shall be no cumulative voting at elections for directors.

ARTICLE VIII

INTERNAL AFFAIRS

The Directors shall adopt bylaws for the regulation of the internal affairs of the corporation, which bylaws may be amended from time to time or repealed pursuant to law. The shareholders may adopt bylaws for the regulation of the internal affairs of the corporation, which bylaws may be amended from time to time or repealed pursuant to law.

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The name and address of this corporation's initial registered agent are: H. BLAINE LINDGREN  
7016 South 400 West  
Salt Lake City, Utah 84047

ARTICLE IX

DIRECTORS

The Board of Directors shall consist of a variable number of three (3) to nine (9) members, as the Board of Directors may itself from time to time determine, until determination is made in the future by the Board of Directors, the Board shall consist of seven (7) Directors. The names and addresses of the persons who are to serve as Directors until the next annual meeting of shareholders or until their successors be elected and qualify, are as follows:



NAME AND ADDRESS:

WALLACE V. JACOBSON  
3585 South 2245 East  
Salt Lake City, Utah 84109

WEBB LOWE  
1888 Century Park East, Suite 910  
Century City, CA 90067

H. BLAINE LINDGREN  
7106 South 400 West  
Salt Lake City, Utah 84047

WILLIAM P. HANSEN  
7016 South 400 West  
Salt Lake City, Utah 84047

IVAN GILDER  
2780 Skyline Drive  
Corvallis, Oregon 97330

GRANT F. LUND  
3544 Lincoln Avenue  
Ogden, Utah 84401

GLENN SMITH  
4647 Jackson Lane  
Phelan, CA 92371

ARTICLE X

POWER TO SELL ASSETS AND CREATE INDEBTEDNESS

In carrying on the business of the corporation, the Board of Directors is authorized and empowered to sell, exchange, mortgage, bond or otherwise dispose of, deal with and encumber any or all of the property of the corporation, upon such terms and conditions as such Board of Directors may deem just and proper and for the best interests of the corporation, without prior authorization or subsequent confirmation by a vote of the stockholders or otherwise.

ARTICLE XI

OFFICERS AND DIRECTORS CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that a Director or officer of this corporation is interested in or is a Director or officer of such other corporation; and any Director, individually or jointly, may be a party to or may be interested in any corporation or transaction of this corporation or in which this corporation is interested; and no contract or other transaction of this corporation with any person, firm or corporation shall be affected by the fact that any Director of this corporation is a party to or is interested in such contract, act or transaction or in any way connected with such person, firm or corporation, and every person who may become a Director of this corporation is hereby relieved from liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested, provided said Director acts in good faith.

ARTICLE XII  
INCORPORATORS

The name and address of each Incorporator is  
as follows:

NAME AND ADDRESS

WALLACE V. JACOBSON  
3585 South 2245 East  
Salt Lake City, Utah 84109

WEBB LOWE  
1888 Century Park East, Suite 910  
Century City, CA 90067

WILLIAM P. HANSEN  
7016 South 400 West  
Salt Lake City, Utah 84047

H. BLAINE LINDGREN  
7016 South 400 West  
Salt Lake City, Utah 84047

IVAN GILDER  
2780 Skyline Drive  
Corvallis, Oregon 97330

GRANT F. LUND  
3544 Lincoln Avenue  
Ogden, Utah 84401

GLENN SMITH  
4647 Jackson Lane  
Phelan, CA 92371

ARTICLE XIII

SECTION 1244 STOCK

Shares of stock of this corporation authorized and issued pursuant to these Articles and to any Plan adopted by the Board of Directors, are, for purposes of the Internal Revenue Code, authorized and issued in compliance with and as prescribed by Section 1244 of the Internal Revenue Code of 1954, as amended, and shall be known as "Section 1244 Stock."

DATED this 12th day of January, 1979.

Wallace V. Jacobson  
WALLACE V. JACOBSON

Webb Lowe  
WEBB LOWE

Marion E. Smith

H. Blaine Lindgren  
H. BLAINE LINDGREN

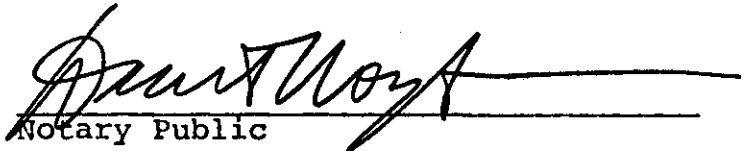
William P. Hansen  
WILLIAM P. HANSEN

STATE OF UTAH )  
 ) ss.  
COUNTY OF SALT LAKE )

I, the undersigned, a Notary Public, hereby certify  
that Wallace V. Jacobson, Webb Lowe, and  
William P. Hansen,

personally appeared before me, and being duly sworn by me,  
severally declared that they are the persons who signed the  
foregoing document as Incorporators and that the statements  
therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand  
and seal this 12th day of January, 1979.

  
Notary Public

Residing at: Salt Lake County, Utah

My Commission Expires:

6-6-82

STATE OF UTAH )  
 : ss.  
COUNTY OF SALT LAKE )

I, the undersigned, a Notary Public, hereby certify that H. BLAINE LINDGREN, IVAN GILDER and GLENN SMITH, personally appeared before me, and being duly sworn by me, severally declared that he (they) are the person(s) who signed the foregoing document as Incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of NOVEMBER, 1979.

  
NOTARY PUBLIC

Residing at: Salt Lake County, UT

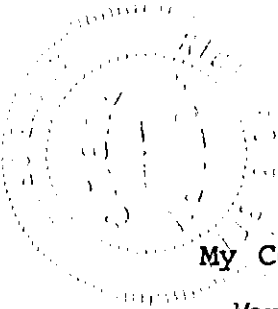
My Commission Expires:

11-24-79

STATE OF Utah )  
COUNTY OF Weber ) : ss.

I, the undersigned, a Notary Public, hereby certify that Grant F. Lund, personally appeared before me, and being duly sworn by me, severally declared that he (they) are the person(s) who signed the foregoing document as Incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of March, 1979.

  
Richard B. Bed  
NOTARY PUBLIC

Residing at: Roy, Utah

My Commission Expires:

March 1, 1981