



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**SUNRISE HOMES, INC.**

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 \_\_\_\_\_  
**SUNRISE HOMES, INC.**

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 22** , 19 **80** .



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Muriel E. Artach*  
Corporation Clerk

ARTICLES OF INCORPORATION

MAY 22 2 45 PM '80  
OF SECRETARY OF STATE  
SUNRISE HOMES, INC. STATE

KNOW ALL MEN BY THESE PRESENTS That we, the undersigned, all of whom are citizens and residents of the United States of America and over the age of twenty-one years, do hereby make and execute the following Articles of Incorporation for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

The name of this corporation shall be SUNRISE HOMES, INC.

ARTICLE II

The purpose and objects for which said corporation are formed are as follows:

A. To conduct and carry on a general business of construction throughout the State of Idaho and any and all other states of the United States of America which this corporation may qualify to engage in such business in.

B. To maintain offices and buildings in connection with the purposes of the corporation.

C. To purchase, take or lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges, either within or without the State of Idaho, suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the laws of the State of Idaho.

D. To borrow money for the purposes of this corporation, to issue bonds, notes and debentures and other evidence of indebtedness therefore and to secure the same by mortgage or pledge of personal property, including the income of said corporation, or by mortgage of real property, executed in trust or otherwise. All or any portion of the real or personal property may be so pledged, mortgaged or hypothecated.

E. To enter into any contract, co-operative agreement or profit sharing plan with its officers or employees that the corporation may deem advantageous or expedient, or otherwise to reward or pay such person for their services as the directors may deem fit.

F. To sue and be sued, appear, complain and defend in any court of law or equity, or before and board, commission or tribunal.

G. To have and use a corporate seal which may be altered by majority vote of the Board of Directors.

H. To receive, acquire, hold, purchase, dispose of, convey, mortgage, and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge, and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness in other corporations, domestic or foreign.

I. To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation.

J. To make By-Laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock, and optionally to provide penalties for the breach thereof not exceeding Twenty Dollars (\$20.00) for any one offense.

K. To issue shares and admit shareholders, and to sell their shares for the payment of assessments or installments.

L. To wind up and dissolve itself, or to be wound up and dissolved.

M. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation.

N. To carry on any other business, or to do anything in connection with the objects and purposes above mentioned that may be necessary or proper to accomplish successfully or promote said objects and purposes of this corporation. The foregoing clauses, by reason of specific enumeration of powers, shall not be held to restrict the power of the corporation to do any of the things within the purview of its general purposes.

#### ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is 50,000 shares, with a par value of \$1.00 per share. There shall be only one class of stock which shall be non-assessable.

#### ARTICLE IV

Provisions for the regulation of the internal affairs of the corporation are to be governed by By-Laws of the corporation.

#### ARTICLE V

The address of the initial registered office of the corporation is: 8978 Austin, Boise, Idaho, 83704 and the name of its initial registered agent at such address is: W. D. Johnston.

#### ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is: W. D. Johnston, Al Lightfield, and Allen R. Derr, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>Address</u>
W. D. Johnston	8978 Austin Boise, Idaho 83704
Albert J. Lightfield	6139 Corporal Lane Boise, Idaho 83704
Allen R. Derr	P.O. Box 1006 Boise, Idaho 83701

## ARTICLE VII

The names and address of each incorporator is:

<u>NAME</u>	<u>Address</u>
W. D. Johnston	8978 Austin Boise, Idaho 83704
Albert J. Lightfield	6139 Corporal Lane Boise, Idaho 83704
Allen R. Derr	P.O. Box 1006 Boise, Idaho 83701

## ARTICLE VIII

This corporation is organized as a small business corporation as defined by Section 1244 subdivision (c) (2) of the Internal Revenue Code. Said capital stock shall be paid in at such times and upon such conditions as the Board of Directors may be resolution direct, either in cash, or by services rendered to the corporation, or by real and personal property transferred to it. Shares of stock, when issued in exchange for services or property pursuant to resolution by the Board of Directors, shall thereupon become and be fully paid up the same as though paid for in cash at par, and shall be non-assessable forever, and the determination by the Board of Directors as to the value of any property or services received by the corporation in exchange for stock shall be conclusive.

## ARTICLE IX

At all meetings of stockholders of this corporation, every stockholder of record shall be entitled to one vote for every share of stock standing in his or her name on the books of this corporation. Cumulative voting of shares is hereby authorized.

## ARTICLE X

No common stock of this corporation shall be transferred on the books of the corporation to anyone not a stockholder without the written consent of all common stockholders unless the common stock shall be first offered for sale to the corporation and secondly to each of the other common stockholders of this corporation at a price to be determined by the rules and procedures out-

lined in the By-Laws of this corporation. The By-Laws of this corporation shall further prescribe the rules and regulations as to the formalities and procedure to be followed in effecting the transfer of common stock to anyone other than the common stockholder.

#### ARTICLE XI

The method and manner of holding directors' meetings and stockholders' meetings, the authority and duties of each of the offices of the corporation, and all other matters for management and control of the corporation, and all other matters for management and control of the corporation shall be determined by the By-Laws of this corporation and by the laws of the State of Idaho.

#### ARTICLE XII

These articles may be amended in any respect conformable to the laws of the State of Idaho by a vote of two-thirds (2/3) of the stockholders entitled to vote in a meeting of stockholders called for the purpose as prescribed by law.

#### ARTICLE XIII

The location and address of the bank where this corporation shall have its account will be: Idaho First National Bank  
Hillcrest Office, Boise.

IN WITNESS WHEREOF, we have hereunto set our hands this  
22nd day of May, 1980.

W. D. Johnston  
W. D. Johnston

Albert J. Lightfield  
Albert J. Lightfield

Allen R. Deff  
Allen R. Deff

STATE OF IDAHO    )  
                          ) ss  
County of Ada     )

On this 22nd day of May, 1980, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared W.D. Johnston, Albert J. Lightfield and Allen R. Derr, known to me to be the persons whose names are subscribed to the within and foregoing instrument 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 in this certificate first above written.

Sharon McCormick  
Notary Public for Idaho  
Residing at Boise, Idaho