



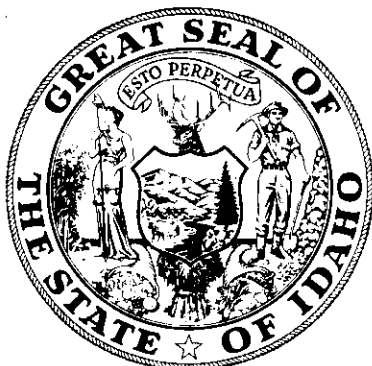
CERTIFICATE OF AUTHORITY  
OF

Tri-State Modular, Inc.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of Tri-State Modular, Inc. 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 Tri-State Modular, Inc. to transact business in this State under the name Tri-State Modular, Inc. and attach hereto a duplicate original of the Application for such Certificate.

Dated March 1, 19 82.



*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 Tri-State Modular, Inc.
2. \*The name which it shall use in Idaho is Tri-State Modular, Inc.
3. It is incorporated under the laws of Utah
4. The date of its incorporation is December 2, 1981 and the period of its duration is perpetual existence
5. The address of its principal office in the state or country under the laws of which it is incorporated is 999 South Main, Smithfield, UT 84335
6. The street address of its proposed registered office in Idaho is 28 West Onida, Preston ID 83263, and the name of its proposed registered agent in Idaho at that address is American Land Title
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Sale of Modular homes and property
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Mr. Gary Sorensen</u>	<u>President</u>	<u>240 South 300 East, Hyrum, Utah</u>
<u>Ms. Elaine Sorensen</u>	<u>Secretary</u>	<u>240 South 300 East, Hyrum, Utah</u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></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>500,000</u>	<u>Common</u>	<u>\$0.01 per share</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>500,000</u>	<u>Common</u>	<u>\$0.01 per share</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 \_\_\_\_\_, 19 \_\_\_\_.

By \_\_\_\_\_

Its \_\_\_\_\_ President

and \_\_\_\_\_

Its \_\_\_\_\_ Secretary

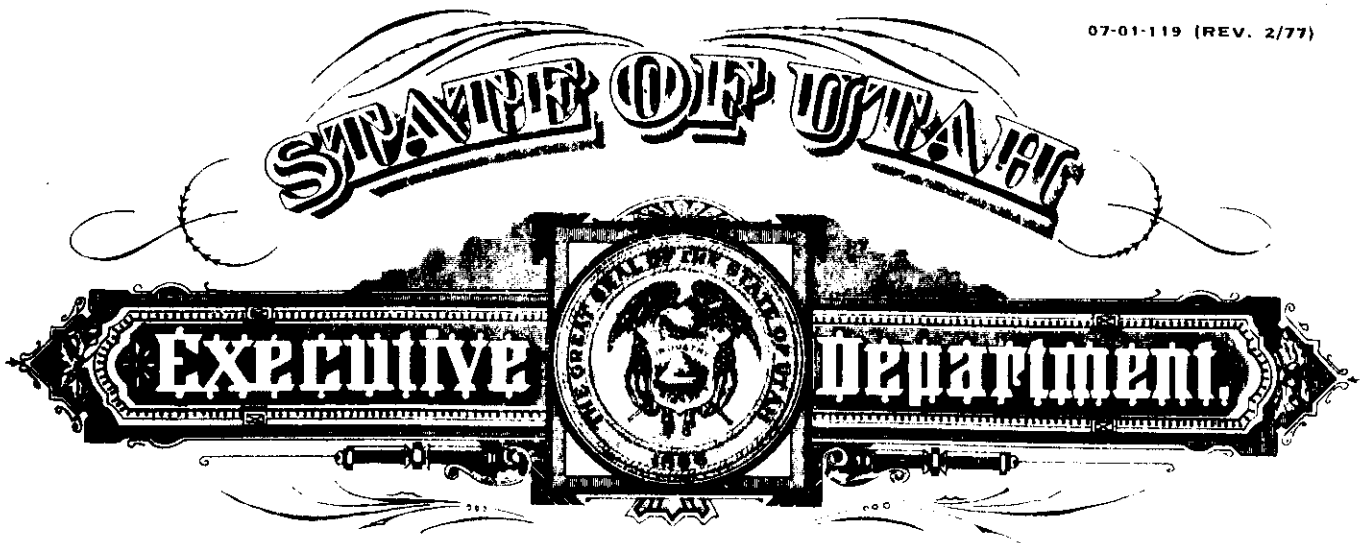
STATE OF Utah )  
COUNTY OF Cache )ss:

I, Mary J. Gage, a notary public, do hereby certify that on this second day of February, 19 82, personally appeared before me Harry E. Sorenson, who being by me first duly sworn, declared that he is the president of Tri-State Modular Inc.

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

Mary J. Gage  
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 the attached is a full, true and correct copy of the Articles of Incorporation of TRI-STATE MODULAR INC. a Utah Corporation filed with this office on December 2, 1981.

AS APPEARS OF RECORD IN MY OFFICE.

File #095639

IN WITNESS WHEREOF, I have  
hereunto set my hand and affixed the  
Great Seal of the State of Utah at Salt  
Lake City, this 23rd day of  
February A.D. 1982.

  
LT. GOVERNOR/SECRETARY OF STATE

FILED in the office of the Lieutenant Governor  
of the State of Utah, on the 2nd  
day of December A.D. 19 81

DAVID S. MONSON  
Lieutenant Governor

Filing Clerk

Fees

50.00

ARTICLES OF INCORPORATION

OF

Tri-State Modular Inc.

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UT. GOV./SEC. OF STATE

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We, the undersigned, natural persons of the age of twenty-one (21) years or more, acting as the incorporators of this corporation under the laws of the State of Utah, adopt the following Articles of Incorporation for such corporation:

ARTICLE I  
CORPORATE PURPOSES

The name of the corporation is TRI-STATE MODULAR INC.

ARTICLE II  
PERIOD OF DURATION

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

ARTICLE III  
CORPORATE PURPOSES

Section 1. In General. The purposes for which the corporation is organized are as follows:

Clause (a). General Purpose. To develop, publish, print, produce, manufacture, construct, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, merchandise, real and personal property of every class and description.

Clause (b). Ancillary Purposes. To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the objects or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms, or individuals,

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and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

Clause (c). To Carry Out Such Purposes in Other States. To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the laws of such state, territory, district or possession of the United States, or by such foreign country.

Clause (d). All other purposes authorized by the laws of the State of Utah.

#### ARTICLE IV CAPITAL STOCK

The authorized capital stock of this corporation shall be five thousand dollars (\$5,000.00) divided into 500,000 shares of stock with a par value of one cent (\$0.01) per share. All stock of the corporation shall be common stock of the same class and have the same rights and limitations which rights and limitations are as follows:

(a). Shares of stock of this corporation shall be issued fully paid and shall be non-assessable for any purpose. The private property of the stockholders shall not be liable for the debts, obligations or liabilities of this corporation.

(b). Each share of common stock shall be entitled to one vote at shareholders meetings either in person or by proxy. Cumulative voting in elections of directors shall not be permitted.

(c). Capital stock of the corporation may be issued and sold from time to time for such consideration as may be fixed by the Board of Directors provided that the consideration so fixed shall not be less

than the par value of such stock.

(d). All holders of shares of common stock of this corporation shall be entitled to pre-emptive or preferential rights to subscribe to any unissued stock or any other securities which the corporation may now or here-after be authorized to issue. Upon receipt of the written unanimous agreement of all stockholders, section (d) may be declared void by the Board of Directors.

ARTICLE V  
COMMENCING BUSINESS

This corporation will not commence business or otherwise engage in business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received by the corporation for the issuance of its stock.

ARTICLE VI  
SALE OF COMMON STOCK  
BY SHAREHOLDERS

In the event a stockholder desires to sell his shares of stock, he must first offer them for sale to the corporation, then to the remaining stockholders proportionate to their present holdings. This restriction on the right of each stockholder to sell their stock shall be shown on the stock certificate at the time they are issued, so that no one will purchase the shares of stock without notice of this restriction. The price to be paid in such event shall be the value fixed by the shareholders from time to time and be recorded in the corporation's records under the signature of a majority of the stockholders.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the Secretary of the corporation, who shall notify the Directors and then the remaining stockholders within

ten days and unless the offer is accepted by the corporation, or any or all of the other stockholders within thirty days thereafter, those not accepting his offer shall be deemed to have waived their privilege of purchasing such stock on the same terms and conditions. Should any such stock not be purchased by the remaining stockholders within ten days following the thirty day (30) period above mentioned, then all of the remaining stockholders shall be deemed to have waived their privilege of purchasing stock and the stockholder or stockholders desiring to sell their stock shall be at liberty to sell to anyone. However, any offer to sell shares of stock to persons who are not stockholders must be identical to offers made to the stockholders.

The aforesaid is a condition precedent on the transfer of the stock on the records of the corporation, it being the intention hereof to give to the corporation the first right to purchase and then to the remaining stock-holders a pro-rata preference in the purchase of any stock to be sold by any stockholder and any attempted sale in violation of this provision is null and void.

ARTICLE VII  
REGISTERED OFFICE, MAILING ADDRESS  
AND REGISTERED AGENT

Section 1. Registered Office. The address of the initial registered office of the corporation is 240 South 3rd East, Hyrum, Utah 84319

Section 2. Mailing Address. The mailing address of the initial registered corporation is 240 South 3rd East, Hyrum, Utah 84319

Section 3. Registered Agent. The registered Agent of the corporation at such address is Gary Sorensen



ARTICLE VIII  
DATA RESPECTING DIRECTORS

Section 1. Initial Number of Directors. The initial number on the Board of Directors shall consist of three members.

Section 2. Names and Addresses. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gary Sorensen	240 South 3rd East, Hyrum, Utah 84319
Elayne Sorensen	240 South 3rd East, Hyrum, Utah 84319
Ada Sorensen	240 South 3rd East, Hyrum, Utah 84319

Section 3. Quorum. ~~Two~~ of the Directors of the corporation at any time constituting the Board of Directors shall constitute a quorum for the transaction of business. The action of ~~Two~~ of the Directors of the corporation present at a meeting shall be the act of the Board of Directors.

Section 4. Vacancies. Any vacancy, however, caused or created, occuring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of elected for the unexpired term of his predecessor in office.

ARTICLE IX  
OFFICERS & DIRECTORS TRANSACTIONS

No contract or other transactions between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of this corporation, shall in any way be effected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or

otherwise interested in, or are directors or officers of such other corporation. Any Director of this corporation, individually, or any firm of which such 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, however, that the fact that he or such firm is so interested shall be disclosed or shall have been made known to the Board of Directors of this Corporation, or a majority thereof; and 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 this corporation that shall authorize such contract or transaction, and may vote thereat to authorize 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 X  
DATA RESPECTING INCORPORATORS

The names and addresses of the incorporators of this corporation are as follows:

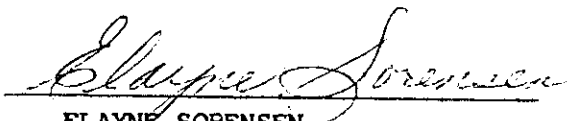
<u>NAME</u>	<u>ADDRESS</u>
Gary Sorensen	240 South 3rd East, Hyrum, Utah 84319
Elayne Sorensen	240 South 3rd East, Hyrum, Utah 84319
Ada Sorensen	240 South 3rd East, Hyrum, Utah 84319

ARTICLE XI  
BY-LAWS

The initial by-laws of the corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors, except as may otherwise be specifically provided by the by-laws of the Corporation or by the laws of the State of Utah.

IN WITNESS WHEREOF, The undersigned, being all of the incorporators designated in ARTICLE X, execute these Articles of Incorporation and certify to the truth of the facts therein stated this 6th day of November, 1981.

  
GARY SORENSEN

  
ELAYNE SORENSEN

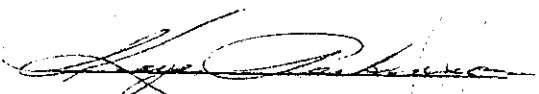
  
ADA SORENSEN

STATE OF UTAH     )  
                              <sup>S</sup>  
COUNTY OF CACHE )

I, Kaye Parkinson, a Notary of Public,  
hereby testify that on the 9th day of November, 1981, personally  
appeared before me Gary Sorensen, Elayne Sorensen, and Ada Sorensen

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
9th day of November, 1981.

  
NOTARY OF PUBLIC, residing at  
Hyrum, Utah

MY COMMISSION EXPIRES:  
January 15, 1985