

CERTIFICATE OF INCORPORATION  
OF

**SHARMAR MODULAR, INC.**

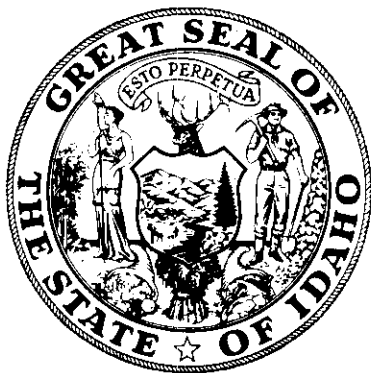
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**SHARMAR MODULAR, 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: **January 9, 1985**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

*Lucy T. Clark*

ARTICLES OF INCORPORATION

OF '85 JAN 9 AM 9 46

SHARMAR MODULAR, INC.

SECRETARY OF  
STATE

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all of whom are citizens of the United States of America, and of legal age, have today voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify:

I.

The name of said corporation shall be "SHARMAR MODULAR, INC."

II.

The duration of the corporation shall be perpetual.

III.

The location and post office of the registered office of the corporation in the State of Idaho shall be *209 N Main St.* Post Office Box 297, Bellevue, Blaine County, Idaho 83313, and the name of the registered agent at that address is John B. Tracy, but corporation may also have offices at other locations within or without the State of Idaho, as the Board of Directors may from time to time determine or as the business of the corporation may require.

IV.

The authorized capital stock of the corporation shall consist of fifty (5) shares of no par value common stock. All of the stock shall be of the same class, have the same powers

and voting rights and shall not be assessable for any purpose whatsoever.

V.

The business of this corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The qualifications, the term of office, manner of electing directors, the number of directors to be elected, the time, place and manner of calling meetings, and the powers and duties of the directors shall be prescribed by the by-laws.

VI.

The purpose for which said corporation is organized are as follows:

A. To engage in a general retail and wholesale and construction business; to construct, own, operate, buy, sell, lease, equip and maintain buildings, structures, warehouses, stores and machinery necessary or convenient for the conduct of the business of said corporation; to buy, sell, trade, manufacture, deal in, and deal with goods, wares, machinery, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business; to hold, acquire, mortgage, lease, and convey real and personal property in any part of the world, so far as necessary or expedient in conducting the business of the corporation, and to have any and all powers above set forth as fully as natural

persons, whether as principals, agents, trustees, or otherwise.

B. To build, furnish, equip and construct modular homes, buildings, residential buildings, streets, highways, railroads, street railways, air fields, electric light and power appliances, apparatus and plants, and other works of a similar character, and works of internal improvement, and steam and water dredges and pumps; and to manufacture, purchase, own, lease, sell or otherwise dispose of all necessary machinery, fixtures, rolling stock and all apparatus necessary to fully build, furnish, equip, construct and operate all the same and to purchase on lease, sale or otherwise acquire and to dispose of inventions, patented machinery, or articles patent therefor, or licenses or privileges thereunder, or any interest therein; and to carry on a general manufacturing business; and generally to transact all business connected with said purposes or any of them.

C. To engage in any business whatsoever, either as principal or as agent or both, or as a syndicate, which the corporation may deem convenient or proper in furtherance of any of the purposes hereinabove mentioned or otherwise; to conduct its business in this state, in other states, in the District of Columbia, in the territories and possessions of the United States, and in foreign countries; and to have and to exercise all powers authorized by the laws of the State of Idaho under which the corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

D. To buy, sell, hypothecate, and to have the power to do each and every thing necessary to deal in real property.

E. To acquire and take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to conduct and in connection therewith, to acquire the good will and all or any of the assets and to conduct or otherwise provide for all or any of such businesses.

F. To borrow money for its corporate purposes and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time for the purchase of property for any purpose in or about the business of the corporation, and if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust or otherwise.

G. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary and convenient for the business of the corporation with any person, firm, corporation, association, body politic, state or other form of government so far as and to the same extent that the same may be done and performed by corporations organized under the laws of the State of Idaho.

H. To act as employee, agent, trustee, receiver, liquidator, manager or broker or in any other capacity with respect to the establishment or promotion of corporations, associations, undertakings, businesses or enterprises of any

description; to purchase, lease, own, acquire, deal in, sell, convey or assign any rights, franchises or privileges necessary or convenient in the creation, establishment, promotion or liquidation of enterprises, businesses or undertakings.

I. To buy, sell, discount and deal in all types of securities, whether negotiable or otherwise, including, but not limited to, bills of exchange, notes, bonds, debentures, warrants and certificates; to borrow or loan money and to give or receive security therefor by mortgage, pledge, or in any other fashion authorized by law.

J. To carry on a general manufacturing, wholesale, and retail merchandising business; to purchase or deal in or dispose of patents, patent rights, licenses, trade-marks, trade-names, franchises, and secret devices or processes of every kind or description; to own, acquire, buy, sell, and otherwise deal in real estate of all kinds, including water rights, ditches, canals, and other appurtenances to real estate.

K. To have the powers and to do those acts, things, and deeds set forth in Section 30-114, Idaho Code, and any and all amendments thereto.

L. To carry out all or any part of the foregoing objects, purposes, as principal or agent, or otherwise, either alone or in conjunction with, or as a co-partner, or joint venturer, with any person, association, or corporation, and in any part of the world; and in carrying on its business, and for the purpose of attaining or furthering any of its objects

or purposes, to make and perform such contracts of any kind and description, to do such acts and such things, and to exercise any and all such powers as a natural person could lawfully make, perform, do, or exercise, provided that the same are not inconsistent with the objects or purposes of this corporation, or the statutes of the State of Idaho.

M. To do all acts and things necessary to carry out the purposes and intent expressed in the above provisions, and each and every necessary, suitable or advisable act or thing for the accomplishment thereof.

N. The objects, as specified herein, shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these articles, shall be regarded as independent objects, purposes, and powers,

The foregoing shall be construed as objects and powers, and the enumeration thereof shall not be held to limit or restrain in any manner the general powers now or hereafter conferred on this corporation by the statutes of the State of Idaho.

#### VII.

A. The power to repeal and amend the by-laws and adopt new by-laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote

of the directors or of the allotted shares as the case may be; provided, however, not less than a majority thereof as may be fixed by the by-laws.

B. The corporation reserves the right to amend, alter, change, or repeal any of the provisions contained in these Articles of Incorporation in the manner now, or hereafter, prescribed by statute, and all rights conferred upon members are granted subject to this revision.

#### VIII.

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 of the Board of Directors of the company which shall authorize such contract or transaction and may vote thereon to 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.

#### IX.

The names and post office addresses of each of the



incorporators and the number of shares of stock subscribed by each are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares of Stock</u>
John B. Tracy	P. O. Box 297 Bellevue, Idaho 83313	One
Sharon Tracy	P. O. Box 297 Bellevue, Idaho 83313	One

All of the incorporators are over the age of twenty-one years.

X.

The private property of the members of this corporation shall not be subject to payment of any of the debts, or other obligations or liabilities of this corporation whatsoever.

XI.

The names and post office address of each of the initial directors named by the organizers or incorporators to serve until the first election of directors are as follows:

<u>Name</u>	<u>Address</u>
John B. Tracy	P. O. Box 297 Bellevue, Idaho 83313
Sharon Tracy	P. O. Box 297 Bellevue, Idaho 83313
Alan D. Wilson	P. O. Box 792 Mountain Home, Idaho 83647

IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation,

have executed these articles of incorporation this 9<sup>th</sup> day of  
January, 1985.


  
JOHN B. TRACY

  
SHARON TRACY

STATE OF IDAHO            )  
                                  ) ss.  
County of Elmore        )

On this 9<sup>th</sup> day of January, 1985, before me the undersigned, a Notary Public in and for the said County and State, personally appeared JOHN B. TRACY and SHARON TRACY, known to me to be the persons whose names are subscribed to the within 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 in this certificate first above written.

  
Notary Public for Idaho  
Residing at *Mountain Home, Idaho*  
My Commission expires: *May 30, 1988*