

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CUSTOM HOME SHOWCASE, INC.**

FILED EFFECTIVE

2005 JUN 13 10:50

Pursuant to Idaho Code Section 30-1-007 the following Amended and Restated Articles of Incorporation are hereby submitted for filing.

Article 1. **NAME:** The name of the Corporation is Custom Home Showcase, Inc.

Article 2. **DURATION:** The corporation has perpetual existence.

Article 3. **PURPOSE:** This corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under pursuant to Idaho Code Chapter 30-1-1001.

Article 4. **REGISTERED AGENT:** The registered agent's name and address of this corporation is Michael C. Ormsby, 1200 W. Ironwood Drive, Suite 315, Coeur d'Alene, ID.

Article 5. **CAPITAL STOCK:** The number of shares the corporation is authorized to issue is 100,000 shares at no par value.

Article 6. **DIRECTORS.** The number of Directors of this Corporation shall be fixed in the manner specified by the Bylaws of this Corporation. The first Directors of the Corporation are two (2) in number and their names are William Koll and Valerie C. Koll.

Article 7. **LIMITATION OF DIRECTOR LIABILITY.** A director of the Corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a Director except for (a) acts or omissions involving intentional misconduct by the Director or a knowing violation of law by the Director; (b) conduct violating Idaho Code Section 30-1-704 (which involves certain distributions by the Corporation); (c) any transaction from which the Director will personally receive a benefit in money, property or services to which the Director is not legally entitled. (If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act as so amended. Any repeal or modification of the foregoing paragraph by the Members of the Corporation shall not adversely affect any right or protection of a Director of the corporation with respect to any acts or omissions of such Director occurring prior to such repeal or modification.


Article 8. **INDEMNIFICATION OF DIRECTORS.** The Corporation shall indemnify its Directors to the full extent permitted by the Idaho Business Corporation Act now or hereafter enforced. However, such indemnity shall not apply on account of (a) acts or omissions of the Director finally adjudged to be intentional misconduct or a knowing violation of the law; (b) conduct of the Director finally adjudged to be in violation of Idaho Code 30-1-833;

or (c) any transaction with respect to which it was finally adjudged that such Director personally received a benefit in money, property, or services to which the Director was not legally entitled.

The Corporation shall advance its expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate directors resolution or contract. The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. It is expressly empowered to adopt, approve, and amend from time to time such Bylaws, Resolutions, Contracts, or further indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions. Such Bylaws, Resolutions, Contracts or further arrangements shall include but not be limited to implanting the manner in which determination as to any indemnity or advancement of expenses shall be made.

No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

The undersigned, as President of Custom Homes Showcase, Inc. has executed these Amended and Restated Articles of Incorporation this 27th day of May, 2005.


Christina Koll, President