

**FILED EFFECTIVE****ARTICLES OF INCORPORATION****OF**

STATE OF IDAHO

**COEUR D'ALENE HOMES MANAGEMENT COMPANY**

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation under Title 30, Chapter 1 of the Idaho Code.

**ARTICLE I**

The name of this corporation is Coeur D'Alene Homes Management Company. The mailing address of the corporation shall be 702 W. Walnut, Coeur D'Alene, ID 83814.

**ARTICLE II**

This corporation is organized for the following purposes:

- A. To own and hold operating and investment interests in real property;
- B. To provide development and management services for real estate; and
- C. To engage in any business, trade or activity which may be conducted lawfully by a corporation organized under the Idaho Business Corporation Act.

**ARTICLE III**

This corporation has the authority to issue 1,000 shares of common stock, and each share shall be without par value.

**ARTICLE IV**

The shareholders of this corporation shall have preemptive rights to acquire additional shares of this corporation.

**ARTICLE V**

Shareholders entitled to vote at any election of directors are entitled to cumulate votes by multiplying the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and to cast the product for a single candidate or distribute the product among two or more candidates.

**ARTICLE VI**

A director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions that involve intentional misconduct by the director or a knowing violation of law by the director, (ii) for conduct violating RCW 30-1-833, Idaho Code, or (iii) for 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 in the future to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the full extent permitted by the Idaho Business Corporation Act, as so amended, without any requirement of further action by the shareholders.

#### ARTICLE VII

The corporation shall indemnify any individual made a party to a proceeding because that individual is or was a director of the corporation and shall advance or reimburse the reasonable expenses incurred by such individual in advance of final disposition of the proceeding, without regard to the limitations in RCW 30-1-850, Idaho Code through 30-1-859, Idaho Code, or any other limitation that may hereafter be enacted to the extent such limitation may be disregarded if authorized by the articles of incorporation, to the full extent and under all circumstances permitted by applicable law.

Any repeal or modification of this Article by the shareholders of this corporation shall not adversely affect any right of any individual who is or was a director of the corporation which existed at the time of such repeal or modification.

#### ARTICLE VIII

The initial board of directors shall consist of not less than seven (7) and not more than fifteen (15) directors. The names and addresses of the persons who are to serve as initial directors are:

Wally Goodsen  
1817 E. Frisco  
Coeur D'Alene, ID 83815

Dr. Kirk Weaver  
P.O. Box 3202  
Coeur D'Alene, ID 83816

Jacqueline Olson  
4950 Frazier Drive  
Post Falls, ID 83854

Sue Crowley  
5778 Sleepy Lane  
Coeur D'Alene, ID 83814

Eileen Cresswell  
1111 Mountain Avenue  
Coeur D'Alene, ID 83814

Jeff Wilkins  
P.O. Box 2184  
Coeur d'Alene, ID 83816

Chris Fehr  
815 E. Foster  
Coeur d'Alene, ID 83814

Joe Richardson  
1337 W. Starling Avenue  
Hayden, ID 83835

Kim Kahler  
2446 S. Fairway Drive  
Coeur D'Alene, ID 83815

Donald L. Ingalls  
4301 Ramsey Road, E-38  
Coeur D'Alene, ID 83815

Donald Schierman  
303 West Vista Drive  
Coeur D'Alene, ID 83815

Vern Westgate  
2071 E. Berrywood Street  
Coeur D'Alene, ID 83815

Diana Bumpus  
455 Cherry Lane  
Coeur D'Alene, ID 83814

Lynn Borders  
P.O. Box 545  
Post Falls, ID 83877

Richard Nyquist  
1946 N. 7<sup>th</sup> Street  
Coeur D'Alene, ID 83814

Except with respect to the initial board of directors, the number of directors constituting the board of directors shall be determined in the manner specified in the bylaws. In the absence of such a provision in the bylaws, the board shall consist of the number of directors constituting the initial board of directors.

#### ARTICLE IX

The name and address of the initial registered office of this corporation are:

Coeur D'Alene Homes, Inc.  
702 W. Walnut  
Coeur D'Alene, ID 83814

#### ARTICLE X

The name and address of the incorporator are:

Waller Taylor  
Kantor Taylor McCarthy P.C.  
1501 Fourth Avenue, #1610  
Seattle, WA 98101-1662

Executed this 17<sup>th</sup> day of <sup>May</sup>~~April~~, 2005

  
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Waller Taylor III, Incorporator

**CONSENT TO APPOINTMENT AS REGISTERED AGENT:**

Coeur D'Alene Homes, Inc. hereby consents to serve as registered agent in the State of Idaho for the following corporation: Coeur D'Alene Homes Management Company. As agent for the corporation, I will be responsible to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate members of the corporation; and to immediately notify the Office of the Secretary of State of its resignation or of any change in the address of the registered office of the corporation for which it is agent.

DATED April 30, 2005.

Coeur D'Alene Homes, Inc.,  
an Idaho nonprofit corporation

By: Walter Goosen  
Name: WALTER GOOSEN  
Title: PRESIDENT, COEUR D'ALENE HOMES, INC.

Address of Registered Agent:

702 W. Walnut  
Coeur D'Alene, ID 83814