

ARTICLES OF INCORPORATION
OF
THE LIGHTHOUSE GROUP, INC.

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SECRETARY OF STATE
STATE OF IDAHO

Jon Jae Enos, being over the age of eighteen (18) years of age and a citizen of the United States of America, for the purpose of forming a corporation under the Idaho Business Corporation Act, adopts the following articles of incorporation.

ARTICLE I

The name of this corporation shall be The Lighthouse Group, Inc.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The purposes for which this corporation is organized are ranch, residential and commercial property development, management, investments, sales, and construction, as well as the carrying on, on its own behalf and on behalf of others, whether as agents, consultants, advisers, independent contractors, or otherwise, any and or all other lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

ARTICLE IV

This corporation shall have the authority to issue one (1) class of shares of stock to be designated "common" stock. The aggregate number of shares that the corporation is authorized to issue is One Hundred (100) shares which shall have a par value of One Dollar (\$1.00) per share. The number of authorized shares may not be increased at any time except by a unanimous vote of all

directors at a special director meeting expressly called for said purpose on not less than ten (10) days' written notice and in conformity with the special director meeting notice provisions of the corporation's bylaws.

ARTICLE V

Shareholders of the corporation shall have no preemptive rights.

ARTICLE VI

The Board of Directors may enact by resolution, or the shareholders may impose by separate agreement, restrictions on the transferability of the authorized shares of common stock of this corporation. Such transfer restrictions, as may be enacted or imposed, shall be referenced by an appropriate legend to be annotated on all share certificates, and any transfer of shares in violation of such restrictions shall be void and without force and effect as being in contravention of these Articles.

ARTICLE VII

To the full extent permitted by the Idaho Business Corporation Act, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the corporation or otherwise) by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, against expenses (including attorney's fees), judgments, fines, and amounts paid in

settlement which were actually and reasonably incurred by him in connection with such action, suit or proceeding; and the board may, at any time, approve indemnification of any other person which the corporation has the power to indemnify under the Idaho Business Corporation Act. Indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. Provided, however, that any indemnification rights provided by this section shall not apply to defeat, bar, or otherwise preclude any claim the corporation may hereafter successfully prosecute, in its own right, against any of its current or former officers and/or directors.

ARTICLE VIII

The Board of Directors shall have full power to adopt, alter, amend or repeal the bylaws or adopt new bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

ARTICLE IX

Subject to the limitations set forth in Article IV, the Board of Directors shall have the exclusive right to amend, alter, change or repeal any provisions contained in these articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of this corporation are granted subject to this reservation.

ARTICLE X

The Shareholders shall not enjoy the right of cumulative voting in any such elections as may hereafter be properly called.

for positions on the corporation's Board of Directors.

ARTICLE XI

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the bylaws, but the number of the first directors shall be three (3) and they shall serve until the first meeting of shareholders and until their successors, if any, are elected and qualified. The names and addresses of the corporation's first directors are:

<u>NAME</u>	<u>ADDRESS</u>
Tom Johnson	2120 Northwest Blvd., Ste. B Coeur d'Alene, ID 83814
Lonnie Jordahl	2110 Hogan Street Coeur d'Alene, ID 83814
Jon Jae Enos	319 Lacrosse Coeur d'Alene, ID 83814

ARTICLE XII

The name and address of the registered office of this corporation is: The Lighthouse Group, Inc., in care of John F. Magnuson, Attorney at Law, 424 Sherman Avenue, Suite 205, P.O. Box 2350, Coeur d'Alene, Idaho, 83814.

ARTICLE XIII

The name and address of the incorporator of this corporation is as follows:

NAME

Jon Jae Enos

ADDRESS

319 Lacrosse
Coeur d'Alene, Id. 83814

319 Lacrosse
Coeur d'Alene, ID
83814

The incorporator has signed these articles of incorporation this 15th day of ^{October} September, 1997.


JON JAE ENOS

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 15th day of ^{October} September, 1997, before me, the undersigned, a Notary Public in and for the said State and County, personally appeared, Jon Jae Enos, known or identified to me to be the person whose name is subscribed to the within instrument and who acknowledged that he executed the same.

WITNESS my hand and official seal.


John F. Magnuson
Notary Public in and for the
State of Idaho.
Residing at: Coeur d'Alene
My commission expires: 7/31/2002

