

ARTICLES OF INCORPORATION
OF
HOFFMAN HOME, INC.

a for-profit corporation

FILED - CUSTOMER COPY
VICTORIA BUCKLEY
COLORADO SECRETARY OF STATE

19991011463 M
\$ 50.00

SECRETARY OF STATE
OCT 11 1999 12:45:11

I, the undersigned incorporator, a natural person of the age of ~~eighteen~~ ^{eighteen} years or more, for the purpose of forming a corporation under the laws of the State of Colorado, adopt the following Articles of Incorporation for such Corporation.

Article 1.00
NAME

The name of the Corporation is Hoffman Homes, Inc.

Article 2.00
DURATION

The duration of the Corporation shall be perpetual, if not sooner dissolved.

Article 3.00
PURPOSES

The purposes for which the Corporation is organized are:

3.01 To transact all lawful business and businesses which corporations may transact pursuant to the laws of the State of Colorado.

3.02 To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all other things incidental thereto or connected therewith, which are not forbidden by statute or these Articles of Incorporation.

3.03 To engage in any act and purpose and transact any business corporations may lawfully accomplish which are not forbidden by the laws of the State of Colorado or, if the Corporation shall qualify to do business in other states or jurisdictions, any other state or jurisdiction in which the Corporation may so qualify to do business.

Article 4.00
Powers

4.01 The Corporation, subject to any specific written limitations or restrictions imposed by statute, these Articles of Incorporation, or the By-Laws of the Corporation,

shall have and exercise all the powers exercisable by corporations under Colorado law, including without limitation those powers specified in the Colorado Business Corporation Act of 1993, as it may be amended from time to time.

4.02 The Corporation may carry out its purposes and exercise its powers in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that such purposes and powers are not forbidden by the law of the state, territory, district or possession of the United States, or by the foreign country, in which such purpose or power is exercised.

Article 5.00 CAPITALIZATION

5.01 The aggregate number of shares of capital stock that the Corporation shall have authority to issue is 1,000,000 shares, all of which shall be common shares of the same class having no par value. Issued shares of the Corporation shall have unlimited voting rights, and together are entitled to receive the net assets of the Corporation upon dissolution.

5.02 The holders of the common stock of the Corporation shall not have the preemptive or preferential right to purchase or subscribe for any shares of the Corporation, whether now or hereafter authorized and any bonds, debentures, notes or other securities convertible into or carrying options, warrants or privileges to purchase any shares of the Corporation, whether now or hereafter authorized (including any such shares, bonds, debentures, notes or other securities held in the treasury of the Corporation).

5.03 The Corporation shall at no time make any offering of its shares of capital stock, which offering would constitute a public offering under the Securities Act of 1933 and any amendments thereto, or under any applicable statutes of the State of Colorado.

5.04 It is hereby expressly provided that no person shall be eligible to be a shareholder of this Corporation except the original shareholders, their heirs and beneficiaries, or persons designated by the Board of Directors. Each shareholder shall be required to enter into a shareholder agreement restricting such shareholder's ability to sell, transfer, assign, pledge, hypothecate, or otherwise alienate his shares, a copy of which shall be available for inspection at the office of the Corporation.

5.05 Cumulative voting of shares for the election of directors shall not be permitted.

5.06 Every Certificate for shares issued by this Corporation shall state on the face thereof; "Transfer of any shares represented by this Certificate is restricted by Article 5.00 of the Articles of Incorporation, which may be examined at the principal office of the Corporation or in the office of the Secretary of State of Colorado.

Article 6.00

REGISTERED AGENT, REGISTERED OFFICE; AND INITIAL PRINCIPAL OFFICE

6.01 The street address of the Corporation's initial registered office in the State of Colorado is 6035 Red Hill Circle, Colorado Springs, CO 80919.

6.02 The name of the Corporation's initial registered agent at such address is Ronald J. Hoffman.

6.03 The written consent of the initial registered agent to the appointment as such is stated below.

6.04 The initial principal office of the Corporation shall be 6035 Red Hill Circle, Colorado Springs, CO 80919.

Article 7.00

DIRECTORS

7.01 The number of directors constituting the initial Board of Directors is two (2).

7.02 The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors shall be elected and qualify are:

Name	Address
Ronald J. Hoffman	6035 Red Hill Circle Colorado Springs, CO 80919
Floyd J. Hoffman	2720 Lumberjack Drive Colorado Spring, CO 80920

Article 8.00
LIMITATION ON DIRECTOR LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director; except that this provision shall not eliminate or limit the liability of director to the Corporation or to its shareholders for monetary damage otherwise existing for (i) any breach of the director's duty of loyalty to the Corporation or to its shareholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) acts specified in Section 7-108-403 of the Colorado Business Corporation Act; or (iv) any transaction from which the director directly or indirectly derived any improper personal benefit. If the Colorado Business Corporation Act is hereafter amended to eliminate or further limit the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Colorado Business Corporation Act as so amended. Any repeal or modification of the Article 8.00 shall not adversely affect any right or protection of a director of the Corporation under this Article 8.00, as in effect immediately prior to such repeal or modification, which respect to any liability that would have accrued, but for this Article 8.00, prior to such repeal or modification.

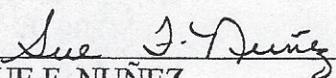
Article 9.00
INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorneys' fees) incurred by reason of the fact that he is or was a director (or officer) of the Corporation or, while serving as a director (or officer) of the Corporation, he is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign corporation or other individual or entity or of an employee benefit plan. The Corporation shall also indemnify any person who is serving or has served the Corporation as director, officer, employee, fiduciary, or agent, and that person's estate and personal representative, to the extent and in the manner provided in any bylaw, resolution of the shareholders or directors, contract, or otherwise, so long as such provision is legally permissible.

Article 10.00
INTERESTED OFFICERS AND DIRECTORS

No act, contract, or other transaction between the Corporation and one or more of its directors, officers, or employees, or between the Corporation and any corporation or association of which one or more of this Corporation's officers, directors, or employees are in any way interested, shall be affected or invalidated in any way because of such fact; provided, that such fact shall have been known to or disclosed to the Board of Directors of the Corporation prior to its authorization of such act, contract or other transaction. Any director or directors of the Corporation so interested may be present and may be counted in determining the existence of the quorum at any meeting of the Board of Directors which authorized or ratified such act, contract, or other transaction, and such director or directors may vote thereat with like force and effect as if they were not interested.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate on January 13, 1999.



SUE F. NUÑEZ

Incorporator

Address

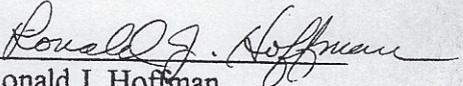
Sue F. Nuñez

332 W. Bijou, Suite 201
Colorado Springs, CO 80905

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, Ronald J. Hoffman, hereby accept the position as registered agent of Hoffman Homes, Inc. effective as of the date of incorporation of such Corporation. I hereby state that I am familiar with and accept the obligations of the position of registered agent.

January 13, 1999


Ronald J. Hoffman
6035 Red Hill Circle
Colorado Springs, CO 80919

STATE OF COLORADO)
) ss.
COUNTY OF EL PASO)

This document was acknowledged before me this 13th day of January, 1999

Witness my hand and official seal.

My commission expires: 4-1-2001


NOTARY PUBLIC

Address:
332 W. Bijou, Suite 201
Colorado Springs, CO 80905