

Articles of Incorporation of Woodbridge Homes Inc.

THE UNDERSIGNED, Pursuant to Chapter 55-2-02 of the General Statutes of North Carolina, does hereby submit the Articles of Incorporation for the purpose of forming a business corporation.

ARTICLE I CORPORATE NAME

The name of this corporation is Woodbridge Homes Inc.

ARTICLE II INITIAL OFFICE AND AGENT

The address of this Corporation's initial registered office and the name of its original registered agent at such address is:

Eric A. Brody
643 North Alexander Street
Charlotte, North Carolina
28202
Mecklenburg County

ARTICLE III PURPOSES

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Business Laws of the State of North Carolina, Mecklenburg County.

ARTICLE IV STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 shares of \$1.00 par value stock.

**ARTICLE V
CORPORATION BY-LAWS**

The Board of Directors is authorized and empowered to make, alter, amend, and rescind the By-Laws of the corporation, but By-Laws made by the Board may be altered or repealed, and new By-Laws made, by the stockholders.

**ARTICLE VI
LIABILITY OF DIRECTORS**

Pursuant to the General Business Laws of the State of North Carolina, Mecklenburg County, any and all directors of this Corporation shall not be liable to the Corporation, its shareholders, or any third party for breach of duty of care; such potential liability is hereby eliminated.

**ARTICLE VII
BOARD OF DIRECTORS**

The name and address of each person serving as a member of the initial Board of Directors are:

Eric A. Brody
643 North Alexander Street
Charlotte, North Carolina
28202
Mecklenburg County

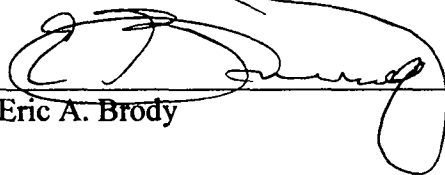
**ARTICLE VIII
INCORPORATORS**

The name and address of the incorporators are:

Eric A. Brody
643 North Alexander Street
Charlotte, North Carolina
28202
Mecklenburg County

IN WITNESS WHEREOF, the incorporator(s) has/have hereunto set his/her/their hand this 08 day of November, 2005.

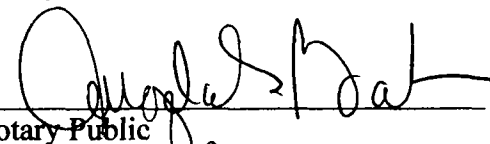
INCORPORATOR(S):


Eric A. Brody

STATE OF NORTH CAROLINA

COUNTY OF ~~MECKLENBURG~~ UNION

On the 9 day of Nov, 2005, personally appeared before me Eric A Brody, the signer(s) of the within instrument, who duly acknowledged to me that they executed the same.


Notary Public

Andrew Neal NC
Residing at:

2/12/2006
My Commission expires: