



**CERTIFICATE OF INCORPORATION
OF**

CLARA'S, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: May 25, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION

OF

CLARA'S, INC.

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation, pursuant to the provisions of Section 30-1-54, Idaho Code.

ARTICLE I

The name of the corporation shall be CLARA'S, INC.

ARTICLE II

The purpose of the corporation is to engage in any and all lawful business for which corporations may be organized under the Statutes of the State of Idaho under the Idaho Business Corporation Act, including, but without being limited to:

(1) The engagement in the retail and/or whole-sale business of a gift shop, including fine china and dinnerware, as well as novelty miscellaneous items.

(2260A)

(2) The right to buy, own, acquire and sell capital stock of any corporation, including this corporation;

ARTICLE III

The period of duration of this corporation shall be perpetual.

ARTICLE IV

REGISTERED OFFICE/AGENT

The registered office of the corporation shall be:

Clara's, Inc.
402 Sherman Avenue
Coeur d'Alene, Idaho 83814

The registered agent for and on behalf of the corporation shall be:

DORIS I. ACUFF
402 Sherman Avenue
Coeur d'Alene, Idaho 83814

ARTICLE V

The total authorized number of par value shares of stock in the corporation shall be ONE THOUSAND (1,000) shares.

The aggregate par value of the total authorized number of par value shares is ONE HUNDRED THOUSAND (\$100,000.00) DOLLARS.

The corporation shall not be authorized to issue classes of stock, other than common stock, at a declared par value of \$100.00 per share.

The stock of the corporation is divided into 1,000 shares of common stock, having a par value of ONE HUNDRED (\$100.00) DOLLARS per share, and said common stock shall, when issued, have equal voting rights.

ARTICLE VI

STOCKHOLDERS PRE-EMPTIVE RIGHTS

No shareholder shall be entitled to any pre-emptive rights as relates to the issuance of stock by the corporation, as provided by the provisions of Section 30-1-54(g) Idaho Code.

ARTICLE VII

CORPORATE DIRECTORS

The number of directors constituting the initial Board of Directors shall be three (3). The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualify are:

DORIS I. ACUFF
1217 East Lakeshore Drive
Coeur d'Alene, Idaho 83814

SANDRA L. BLOEM
1110 Cherrywood Drive
Coeur d'Alene, Idaho 83814

ROBERT J. BLOEM
1110 Cherrywood Drive
Coeur d'Alene, Idaho 83814

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is:

DORIS I. ACUFF
1217 East Lakeshore Drive
Coeur d'Alene, Idaho 83814

ARTICLE IX

CUMULATIVE VOTING

Pursuant to the provisions of Section 30-1-15, Idaho Code, the holders of voting common stock herein shall be entitled to the right of cumulative voting as is authorized by Section 30-1-15(b), Idaho Code, in all elections by shareholders.

ARTICLE X

INDEMNIFICATION

Pursuant to Section 30-1-5, Idaho Code, the officers and/or directors of the corporation may from time to time, as is authorized and provided by said Statute, grant and agree that the corporation shall, under those permitted circumstances, indemnify directors, officers, agents and/or employees of the corporation.

ARTICLE XI

POWERS OF DIRECTORS

The directors of this corporation shall have the power by a two-thirds majority vote of the directors to amend, repeal, adopt or modify the By-Laws of the corporation.

IN WITNESS WHEREOF, the incorporator has adopted these Articles of Incorporation and has executed the same this 22nd day of May, 1988.

Doris I. Acuff
DORIS I. ACUFF

STATE OF IDAHO)
)ss.
County of Kootenai)

On this 22nd day of May, 1989, before me, *Arlene Pischner*, the undersigned Notary Public, personally appeared DORIS I. ACUFF, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

Arlene Pischner
Notary Public for Idaho
Residing at Coeur d'Alene
Comm. expires: 12-12-92