

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

APPLIANCE MART, INC.

was filed in the office of the Secretary of State on the 10th day of October A.D., One Thousand Nine Hundred seventy-five and will be duly recorded on ~~Film~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for *Perpetual Existence* from the date hereof, with its registered office in this State located at Boise, Idaho in the County of Ada

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 10th day of October, A.D., 19 75 .

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

VERNON K. SMITH
Attorney at Law
1900 Main Street
Boise, Idaho
Ph. 345-1125

ARTICLES OF INCORPORATION

OF

APPLIANCE-MART, INC.

KNOW ALL MEN BY THESE PRESENTS: That We, the undersigned, being three or more natural persons of full age, at least two-thirds of whom are citizens of the United States or of its territories or possessions, do hereby voluntarily associate ourselves together for the purpose of becoming a private corporation under the Laws of the State of Idaho, by and under the provisions of the Statutes of the State of Idaho, providing for the formation of a general domestic business corporation, and we do hereby certify as follows:

Article I

The name of this corporation shall be:

APPLIANCE-MART, INC.

Article II

The general nature of the business and object and purpose proposed to be transacted and carried on by this corporation, to the same extent as natural persons might or could do, are as follows:

1. To engage in all phases of the general business of an appliance store in relation to the purchase, acquisition, leasing,

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manufacturing, processing, selling, transporting, distribution of furniture, commodities, merchandise, and any and all types of appliances including, not limited to, household, commercial, and office furniture; all types of refrigeration, appliances and refrigeration equipment, ranges, stoves, ovens, furnaces, heaters, and any and all heating and cooling equipment of every kind, brand, form, make, and description, and all other articles usually sold or handled in the general appliance and furniture business, and to conduct the same as a retail business and/or wholesale business or through the dealership thereof, and to operate and conduct all businesses incidental thereto, including the repair and service directly or indirectly related thereto.

2. To conduct and carry on any and all business of manufacturers, merchants, both wholesale and retail, importers or exporters, without limitation as to the class of products or merchandise and to act as agent, broker, factor, founder, or middleman in any capacity of said manufacturing of or dealing in furniture, appliances, merchandise of every kind and description, and to employ agents, brokers, salesmen, employees or servants of every nature for carrying on of said business of the corporation and to engage in and conduct any and all lines of mercantile business, either as principal or agents for others or on a commission, royalty, consignment, or otherwise.

3. To maintain, establish and operate and/or lease stores, warehouses and other places for carrying out any of the purpose of the corporation.

4. To produce, manufacture, buy, or otherwise acquire, and to sell both retail and wholesale, broker and otherwise dispose of, import, export, and generally deal and trade in wood, lumber, logs, timber, poles, ties, posts, and all forest products, and by-products of any forest products, and all types of building

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materials of every sort, nature, and description.

5. To manufacture builders' supplies of every kind and nature including lime, cement, plaster, painters' supplies, and hardware, and to deal in all kinds of builders' supplies and lumber and lumber by-products either at wholesale or retail, or on commission, or as a broker, or otherwise.

6. To buy, lease, or otherwise acquire, build, construct maintain and sell, mortgage or convey sawmills, lumber yards, lumber businesses, machinery and equipment necessary for the manufacturing of lumber, wood products, and wood by-products.

7. To buy, lease or otherwise acquire, build, construct, erect, maintain and sell, mortgage or convey any and all types of buildings and structures and all appurtenances thereto or related thereto.

8. To organize and conduct the business of hauling of any and all commodities and materials, both intra-state and inter-state, and to transport such commodities and materials of every description by means of motor vehicles, airplanes, and vehicles of every kind however propelled, and to do generally all and every other thing necessary and incident to the business of a transportation company.

9. To engage in the business of transporting property of all descriptions as a private carrier or for hire by motor vehicle or other means of conveyance as a common carrier or contract, carrier, and to acquire, own, operate, lease, and dispose of like businesses; and to purchase, acquire, lease, trade, sell, or otherwise dispose of any and all types of transportation permits for intra-state and inter-state transportation including all public utility permits and all interstate commerce permits and interstate commerce certificates of public convenience and necessity.

10. To build, construct, lease, rent, purchase, buy or

otherwise acquire, and to use, operate, sell, trade, or otherwise dispose of a machine and repair shop in connection with the operation of a truck transportation services and to deal in parts of every kind and nature in connection with the operation of said trucking operation and repair shop and all other articles of merchandise of a kindred nature and to deal in articles and supplies generally dealt with by persons engaged in the operation of a machine and repair shop and transportation operation and business.

11. To purchase, acquire, manufacture, lease, use, operate, sell, transport, distribute, and otherwise dispose of any and all types of machinery and equipment of any nature, type or description which shall or might enhance the objects of this corporation.

12. To purchase, acquire, improve, develop, divide, subdivide, lease, mortgage, exchange, trade, sell, barter, dispose of, and otherwise deal in any and all real property and any and every estate and interest therein, and choses in action secured thereby, judgements resulting therefrom, and other personal property collateral thereto, in making or obtaining loans upon such property, in supervising, managing and protecting such property and loans and all interests in and claims affecting the same, in effecting insurance against fire and liability and all other risks thereon, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to; to purchase, lease, build, construct, erect, occupy, and manage buildings or machinery sheds, stores or works of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and buildings belonging to or to be acquired by this corporation, or any other person, firm or corporation.

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13. To purchase, handle, acquire, lease, exchange, trade, sell, barter, transport, distribute, dispose of, and otherwise deal in any and all personal property of every kind, type and description whatsoever.

14. To purchase, handle, acquire, exchange, lease, trade, sell, barter, transport, distribute, dispose of, deal in and generally trade in, store, carry and warehouse any and all kinds of goods, wares, merchandise, provisions and supplies incident to or connected with or to do all things necessary or convenient which are incident to or connected with the general business of this corporation.

15. To purchase, acquire, hold and dispose of stocks, bonds and other obligations of indebtedness of any other corporation; to purchase, acquire, hold and dispose of stocks, bonds and other obligations of indebtedness of any corporation; domestic or foreign, owning or controlling any articles which are or might be or become useful in the business of this corporation, and to purchase, acquire, hold and dispose of stocks, bonds, or other obligations of indebtedness of any corporation, domestic or foreign, engaged in any business similar to that of this corporation, or engaged in the manufacture, use or sale of property, or in the construction or operation of works necessary or useful in the business of this corporation, or in which, or in connection with which, the manufactured articles, products or property of this corporation may be used, or of any corporation with which this corporation is or may be authorized to consolidate according to law, and this corporation may issue in exchange therefor the stock, bonds, or other obligations of this corporation.

16. To purchase, subscribe for or otherwise acquire and to hold the shares, stock, bonds, or other obligations of indebtedness of any corporation, domestic, or foreign, and to sell or

exchange the same, upon the distribution of assets or divisions of profits, to distribute any such shares, stocks, bonds, or other obligations of indebtedness or proceeds thereof among the shareholders of this corporation.

17. To borrow or raise money for any purpose of this corporation, and to secure the same and interest, or for any other purpose, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of this corporation now owned or hereafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promisory notes, security agreements, security interests, or other obligations or negotiable instruments.

18. To purchase, lease, or otherwise acquire, hold, own, use, employ, mortgage, convey, and dispose of patent rights, letters patent, processes, devices, inventions, trademarks, formulas, goodwill, franchises, and property and rights of every kind, and to take over the whole or any part of the assets or liabilities of any person, firm, association or corporation engaged in or authorized to be conducted by this corporation, or owning property necessary or suitable for its purposes, and to pay for same in cash, in the stock or bonds of this corporation, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

19. To employ, terminate, and in any manner acquire employment of persons, or to contract with independent contractors, for the purpose of effecting the objectives of this corporation.

20. To execute, make and enter into any contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs or for the obligations of this corporation.

21. To organize, promote, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law.

22. To exercise generally the powers customarily exercised by business corporations, and particularly the powers provided by the laws of the State of Idaho, referring especially to Section 30114 of the Idaho Code, in any State of the United States and throughout the world.

23. To carry on any other business or do anything in connection with the objectives and purposes above mentioned that may be necessary or proper to accomplish successfully or promote the said objectives and purposes.

The foregoing clauses by reason of the specific enumeration of powers, shall not be held to restrict the power of this corporation to do any of the things within the purview of its general powers.

Article III

This corporation shall have a perpetual existence.

Article IV

The principal office of this corporation shall be located in the city of Boise, Ada County, State of Idaho; and Richard S. Manok shall be the resident agent for this corporation in the State of Idaho for any and all purposes required by law until a Board of Directors should decide otherwise.

Article V

The amount of authorized capital stock of this corporation shall be TEN THOUSAND AND NO/100's (\$10,000.00) DOLLARS, divided into TEN THOUSAND (10,000) shares of common stock of the par value of ONE AND NO/100's DOLLARS, Per share.

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The stock, as above mentioned, shall be of one class, namely, common stock, and shall all be voting.

Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and the holder of such shares shall not be liable for any further payment thereon.

All shares of stock shall be issued with the understanding that any subsequent transfer of same is restricted to the extent that any stockholder desiring to sell, assign or transfer his interest in any share or shares of stock shall first offer said share or shares of stock for sale to the other existing stockholders for par value before offering same for sale, assignment, transfer or other disposition to a non-stockholder.

In the event two or more stockholders should desire to accept the offer for the sale of said stock it is understood that the transferor may sell his stock to whomever of the stockholders he should so desire at the price then agreed upon.

Article VI

The capital stock of this corporation, after the value for same has been paid in, shall not be subject to assessment to pay debts of the corporation, and no paid up stock and no stock issued as fully paid shall be assessable or assessed, at any time whatsoever.

Article VII

The private property of the stockholders of this corporation shall not be subject to the payments of the corporate debts in any amount or to any extent whatsoever.

*Law Offices
Vernon H. Smith
1900 Main Street
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Article VIII

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, or as hereinafter provided for in these Articles, and all rights conferred upon stockholders herein are granted subject to this reservation.

Article IX

The Board of Directors shall consist of three Directors, but this number may be increased or decreased from time to time as may be provided for in the by-laws of this corporation.

Article X

The Board of Directors by a majority vote shall have the power to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, and to adopt any amendments hereto.

Article XI

A voluntary sale, lease, or exchange of all the assets of this corporation may be authorized, if the corporation is able to meet its liabilities then matured, by a majority vote of the shareholders as determined at a meeting of the shareholders, duly called for that purpose, and if the corporation be unable to meet its liabilities then matured, then such authorization for the sale, loan or exchange of said assets may be given by the majority vote of the Board of Directors.

Article XII

The Board of Directors by a majority vote shall have the power to repeal or amend the code of by-laws and to adopt a new code of by-laws.

Article XIII

The name and post office address of each of the incorporators and the number of shares of stock subscribed by each are as follows:

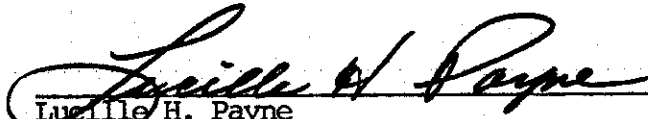
<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Lucille H. Payne	2717 Hill Road Boise, Idaho	One
Richard S. Manok	3423 Mountain View Drive Boise, Idaho	One
Robert J. Miller	3423 Mountain View Drive Boise, Idaho	One

Article XIV

The names and addresses of the first Board of Directors are:

Lucille H. Payne	2717 Hill Road	Boise, Idaho
Richard S. Manok	3423 Mountain View Drive	Boise, Idaho
Robert J. Miller	3423 Mountain View Drive	Boise, Idaho

IN WITNESS WHEREOF, We, the undersigned, being each of the original subscribers to the capital stock here and above mentioned, do make and file this certificate, and do hereby declare and certify that the facts herein stated are true, and accordingly, have hereunto set out hand on this 24th day of September 1975.


Lucille H. Payne


Richard S. Manok


Robert J. Miller

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1900 Main Street
Boise, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

THIS IS TO CERTIFY, That on this 24th day of Sept, 1975,
before me, a Notary Public in and for said State, personally
appeared Lucille H. Payne, known to me to be one of the persons
whose name is subscribed to the within instrument, and acknowledged
to me that she executed the same as her own free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official notarial seal the day and year in this certificate
first above written.

Sharon K. Morley
Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 7/18/76

STATE OF IDAHO)
) ss.
County of Ada)

THIS IS TO CERTIFY, That on this 24th day of Sept, 1975,
before me, a Notary Public in and for said State, personally
appeared Richard S. Manok, known to me to be one of the persons
whose name is subscribed to the within instrument, and acknowledged
to me that he executed the same as his own free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official notarial seal the day and year in this certificate
first above written.

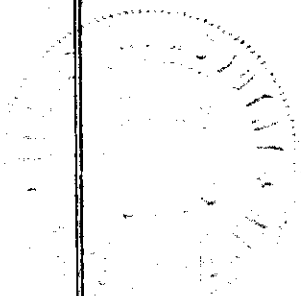
Sharon K. Morley
Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 7/18/76

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Vernon H. Smith
1900 Main Street
Boise, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

THIS IS TO CERTIFY, That on this 24th day of Sept, 1975,
before me, A Notary Public in and for said State, personally
appeared Robert J. Miller, known to me to be one of the persons
whose name is subscribed to the within instrument, and acknowledged
to me that he executed the same as his own free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official notarial seal the day and year in this certificate
first above written.


Harold K. Novotny
Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 7/18/76

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1900 Main Street
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