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# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

A-J GALLERY OF BOISE, 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: November 16, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Angie Holt*

ARTICLES OF INCORPORATION  
OF  
A-J GALLERY OF BOISE, INC.

NOV 16 3 15 PM '93  
SECRETARY OF STATE

The undersigned, acting as the incorporator of A-J GALLERY OF BOISE, INC., a corporation organized under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation is A-J GALLERY OF BOISE, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The purpose or purposes for which the corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation has authority to issue is Twenty Thousand (20,000) shares of common stock with \$1.00 par value.

ARTICLE V

The address of the initial registered office of the corporation is 3502 S. Pimmit, Boise, Idaho 83706, and the name of its initial registered agent at such address is Jane C. Cliff.

## ARTICLE VI

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares as provided under the Idaho Business Corporation Act.

## ARTICLE VII

If at any time the holders of a majority or more of the shares of the corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge or hypothecation of the shares of the corporation or any part thereof to which agreement the corporation shall become a party, the corporation shall thereupon observe and carry out on its part the terms of any such agreement and shall refuse to recognize any sale, transfer, assignment, pledge or hypothecation of any of the shares covered by such agreement, unless the same is in conformity with the terms and conditions of such agreement. Provided, however, that a copy of such agreement shall be filed in the principal office of the corporation, and provided further that notice of the existence of such provision shall be noted conspicuously on the face or back of each and every certificate of shares subject to terms and conditions of any such agreement.

## ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation is four (4), and the names and address of such persons who are to serve as directors until the first

meeting of shareholders or until their successors are elected and shall qualify are as follows:

Ann M. DeWitt  
787 E. Ridgefield Dr.  
Boise, ID 83706

Jane C. Cliff  
3502 S. Pimmit Place  
Boise, ID 83706

Paul DeWitt  
787 E. Ridgefield Dr.  
Boise, ID 83706

Jeffrey R. Cliff  
3502 S. Pimmit Place  
Boise, ID 83706

ARTICLE IX

The name and address of the incorporator is as follows:

Jane C. Cliff  
3502 S. Pimmit Place  
Boise, ID 83706

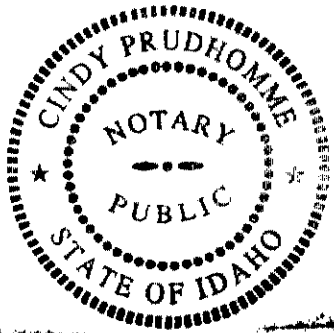
IN WITNESS WHEREOF, the undersigned have hereunto executed these Articles of Incorporation this 12<sup>th</sup> day of November, 1993.

  
\_\_\_\_\_  
Jane C. Cliff

STATE OF IDAHO            )  
                                  ): ss.  
County of Ada            )

The undersigned, a Notary Public for the State of Idaho, do hereby certify that on this 12<sup>th</sup> day of November, 1993, personally appeared before me, JANE C. CLIFF, who being by me first duly

sworn, declared that she is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.



*Cindy Prudhomme*  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires: 09-03-99