



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

DIERS HOME IMPROVEMENT CENTER INC.

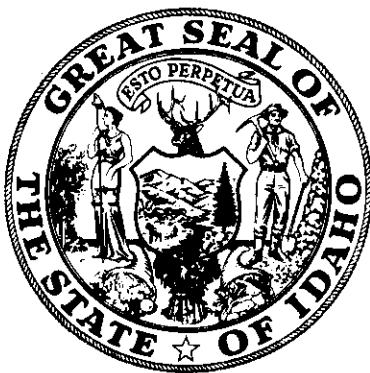
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

DIERS HOME IMPROVEMENT CENTER INC.

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 December 12, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

Dec 8 3 35 PM '80
SECRETARY OF STATE

FOR

DIERS HOME IMPROVEMENT CENTER INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, acting as an Incorporator under the laws of the State of Idaho, does hereby adopt these Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be Diers Home Improvement Center Inc.

ARTICLE II

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

ARTICLE III

The period for the duration of the existence of the Corporation is perpetual.

ARTICLE IV

The address of the Corporation's registered office is 318 Sunset Drive, Arco, Idaho 83213, and the Corporation's registered agent at the foregoing address is Robert F. Diers.

ARTICLE V

The amount of the total authorized capital stock of the Corporation is 20,000 shares consisting of 10,000 shares of common stock and 10,000 shares of preferred stock, all shares having a par value of \$1 per share.

ARTICLE VI

A statement of the preferences, privileges and restrictions granted to or imposed upon the respective classes of shares or the holders thereof are as follows:

A. Dividends: The holders of the preferred and common shares shall be entitled to receive out of any funds of the Corporation at the time legally available for the declaration of dividends, dividends paid in equal amounts per share for each share of outstanding preferred and common stock.

B. Liquidation: In the event of either voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation, the holders of the preferred shares shall be entitled to receive all of the assets of the Corporation.

C. Insolvency: At the time of the insolvency of the Corporation, the preferred shares, as a class, shall be entitled to elect a number of directors which is equal to one director plus a number equal to the smallest number of directors who would constitute a majority of the authorized number of directors. The holders of common shares, as a class, may elect the remaining members of the Board of Directors. Six months after such time as the Corporation is no longer insolvent, the right of the holders of the preferred shares to vote, as provided for in this Paragraph, shall cease, but be subject to renewal from time to time upon the same terms and conditions.

At any time after the voting power to elect a majority of the Board of Directors shall have become vested in the holders of the preferred shares, as provided in this Paragraph C, the Secretary of the Corporation may, and upon the request of the record holders of at least 10% of the preferred shares then outstanding addressed to him at the principal office of the Corporation shall call a special meeting of the holders of the preferred shares and of the common shares for the election of directors. The meeting shall be held at the place and upon the notice provided in the By-Laws of the Corporation for the holding of annual meetings. If such meeting is not so called within ten days after personal service of the request, or within 15 days after the mailing of the same by certified mail within the United States of America, then the record holders of at least 10% of the preferred shares then outstanding may designate in writing one of their number to call such meeting. The person so designated may call the meeting at the place and upon the notice above provided. For this purpose, the preferred shareholders shall have access to the stock books of the Corporation. At any meeting so called or at any annual meeting held while the holders of the preferred shares have the voting power to elect a

majority of the Board of Directors, the holders of at least 40% of the then-outstanding preferred shares present in person or by proxy, shall be sufficient to constitute a quorum for the election of directors as herein provided. The terms of office of all persons who are then directors of the Corporation at the time of such meeting shall terminate upon the election by the holders of the preferred shares of the number of directors they are entitled to elect. The persons so elected as directors by the holders of the preferred shares, together with such persons, if any, as may be elected as directors by the holders of the common shares, shall constitute the duly elected directors of the Corporation. In the event the holders of the common shares fail to elect the number of directors which they are entitled to elect at such meeting, additional directors may be appointed by the directors elected by the holders of the preferred shares.

Whenever the holders of the preferred shares shall be divested of the voting powers provided for in this Paragraph, the term of office of all persons who are at that time directors of this Corporation shall terminate upon the election of their successors by the holders of the common shares.

D. Liquidation, Merger and Consolidation: Only the holders of the preferred shares shall be entitled to vote upon the proposed liquidation, winding-up, merger or consolidation of the Corporation.

E. Preemptive Rights: The holder of each class of stock shall have full and complete preemptive rights. At any time the Corporation proposes to issue unissued or treasury shares or securities convertible into shares or the right to subscribe to or acquire shares of either preferred or common stock of the Corporation, the Corporation must first offer the right to acquire such shares, convertible securities, subscriptions, or rights to the holders of the stock of the same class as to which the shares, convertible securities, subscriptions or rights are to be issued for. Each shareholder to whom there has been an offering made shall have the right to purchase, in the same proportion as their present holding bears to the already-outstanding and issued shares of the Corporation. The terms of purchase to be determined by the directors of the Corporation.

F. Common Stock: The holders of common shares issued and outstanding, except where otherwise provided by law or by these Articles of Incorporation, shall have and possess the exclusive right to notice of shareholders meetings

and exclusive voting rights and powers. The holders of the preferred shares shall not be entitled to any notice of shareholders meetings or to vote upon the election of directors or upon any question affecting the management or affairs of the Corporation, except where such notice or vote is required by law or by these Articles of Incorporation.

ARTICLE VII

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

Robert Diers, Route 1, Arco, ID 83213;

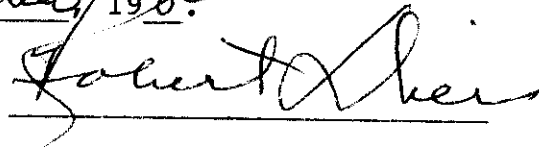
Robert F. Diers, Route 1, Arco, ID 83213;

John Steve Diers, 318 S. Johnson, Pocatello, ID 83201.

ARTICLE VIII

The Incorporator is Robert Diers, whose address is 318 Sunset Drive, Arco, Idaho 83213.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the statutes of the State of Idaho, we, the undersigned, constituting the Incorporator of this Corporation, have executed these Articles of Incorporation on this 4th day of December, 1980.



STATE OF IDAHO)
) : ss
County of Bannock)

On this 4th day of December, 1980, before me, the undersigned Notary Public in and for said State and County, personally appeared Robert Diers, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereto set my hand and seal the day, month and year first in this Certificate written.

Mary Lou Lancaster
NOTARY PUBLIC FOR IDAHO
Residing at: Pocatello, Idaho

(SEAL)