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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
ALLEY FABRIC NOOK, INC.

The undersigned, acting as incorporators of a Corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I.

NAME

The name of the Corporation is Alley Fabric Nook, Inc.

ARTICLE II.

AUTHORIZED SHARES

The total amount of capital of this Corporation is ONE HUNDRED THOUSAND DOLLARS (\$100,000.00), divided into shares, each of the par value of ONE and NO/100 (\$1.00) DOLLAR per share. All of said stock shall be common stock and non-assessable having equal voting rights, powers, preferences, and restrictions.

ARTICLE III.

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 6485 Harrison Street, Bonners Ferry, Idaho 83805, and the name of its initial registered agent at such address is MICK M. MELLETT.

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ARTICLE IV.

INCORPORATORS

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
MICK M. MELLETT	6485 HARRISON STREET, BONNERS FERRY, IDAHO 83805
MARGARET M. MELLETT	6485 HARRISON STREET, BONNERS FERRY, IDAHO 83805
SCOTT LUCAS	239 MICA ROAD, NAPLES, IDAHO 83847
ANGELA LUCAS	239 MICA ROAD, NAPLES, IDAHO 83847

ARTICLE V.

VOTING ENTITLEMENT OF SHARES

1. Except as provided in sections (2) and (4) of this Article, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholder's meeting. Only shares are entitled to vote.

2. This corporation is not entitled to vote treasury shares. The shares of this corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.

3. Section (2) of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

4. Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company,

or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

ARTICLE VI.

PURPOSE

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

ARTICLE VII.

DURATION

The period of its duration is perpetual.

ARTICLE VIII.

BOARD OF DIRECTORS

The business of the Corporation shall be managed and conducted by a Board of Directors of not less than one (1) and not more than two (2) Directors. All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of its board of directors, subject to any limitation set forth in a shareholder agreement authorized under Section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be four (4) and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

NAME ADDRESS

MICK M. MELLETT, 6485 HARRISON STREET, BONNERS FERRY, IDAHO 83805

MARGARET M. MELLETT, 6485 HARRISON STREET, BONNERS FERRY, IDAHO 83805

SCOTT LUCAS, 239 MICA ROAD, NAPLES, IDAHO 83847

ANGELA LUCAS, 239 MICA ROAD, NAPLES, IDAHO 83847

ARTICLE IX.

INDEMNIFICATION

The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

ARTICLE X.

LIMITATION OF LIABILITY

No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of Section 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

IN WITNESS WHEREOF, I have subscribed these duplicate Articles of Incorporation this

8 day of February, 2011.



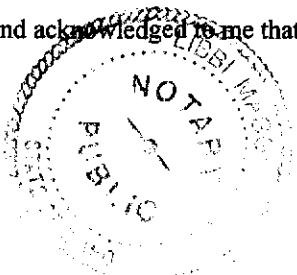
MICK M. MELLETT

Margaret M. Mellett
MARGARET M. MELLETT
Scott Lucas
SCOTT LUCAS

Angela Lucas
ANGELA LUCAS

STATE OF IDAHO :
ss
County of Boundary :

On this 8 day of February, 2011, before me, the undersigned Notary Public, personally appeared MICK M. MELLETT, known/or identified to me to be the person whose name is subscribed to the foregoing instrument as incorporators, and acknowledged to me that he executed the same.



Libby Maggi
Notary Public for Idaho
Residing at Bonners Ferry
My Comm. Exp.: 7-31-2015

STATE OF IDAHO :
ss
County of Boundary :

On this 8 day of February, 2011, before me, the undersigned Notary Public, personally appeared MARGARET M. MELLETT, known/or identified to me to be the person whose name is subscribed to the foregoing instrument as incorporators, and acknowledged to me that she executed the same.



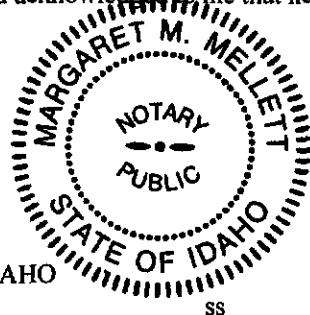
Libby Maggi
Notary Public for Idaho
Residing at Bonners Ferry
My Comm. Exp.: 7-31-2015

STATE OF IDAHO :

ss

County of Boundary :

On this 7 day of February, 2011, before me, the undersigned Notary Public, personally appeared SCOTT LUCAS, known/or identified to me to be the person whose name is subscribed to the foregoing instrument as incorporators, and acknowledged to me that he executed the same.



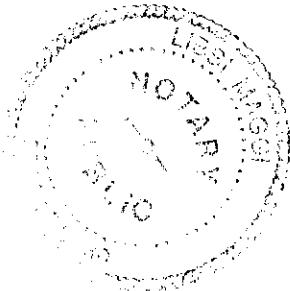
Margaret M. Mellett
Notary Public for Idaho
Residing at Bonners Ferry
My Comm. Exp.: 2-22-2017

STATE OF IDAHO

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County of Boundary :

On this 8 day of February, 2011, before me, the undersigned Notary Public, personally appeared ANGELA LUCAS, known/or identified to me to be the person whose name is subscribed to the foregoing instrument as incorporators, and acknowledged to me that she executed the same.



Libby Maggi
Notary Public for Idaho
Residing at Bonners Ferry
My Comm. Exp.: 7-31-2015