

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

CHARLES V. EMMEL & ASSOCIATES, INC.

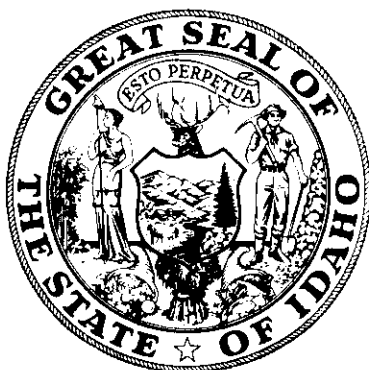
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

CHARLES V. EMMEL & ASSOCIATES, 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: *February 26, 1982.*



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Muriel E. Artich*

ARTICLES OF INCORPORATION

OF

CHARLES V. EMMEL & ASSOCIATES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, do hereby certify as follows:

ARTICLE I: NAME

The name of the corporation is CHARLES V. EMMEL & ASSOCIATES, INC.

ARTICLE II: PURPOSES AND POWERS

The purposes and objectives for which the corporation is formed are:

(a) To engage in the business of interior and exterior design and decorating, and to provide planning, services, materials and furnishings related thereto, including the sale of materials and furnishings at retail or at wholesale.

(b) To buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, franchises, privileges, rights, goods, wares and merchandise of every kind, nature and description.

(c) To buy, sell, convey, lease, let, mortgage, exchange or otherwise acquire and dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds of wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do and without limit as to amount.

(d) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon.

RECEIVED
82 FEB 26 AM 11:04
SECRETARY OF STATE

(e) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof.

(f) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law.

(g) To acquire, hold, sell, reissue or cancel any shares of its own capital stock, provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation; and provided further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

(h) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

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

(j) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association, or corporation.

(k) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said state, or under any Act amendatory thereof or supplemental thereto or substituted therefor.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (k), inclusive, of paragraph Second of these Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

ARTICLE III: TERM

The corporation is to have perpetual existence.

ARTICLE IV: ADDRESS AND REGISTERED AGENT

The location and post office address of the initial registered office of the corporation is P. O. Box 1755, Boise, Idaho 83701. *No 2210 Broadway*

The registered agent is Charles V. Emmel, P. O. Box 1755, Boise, Idaho 83701. *as per Kathryn 83706*

ARTICLE V: AUTHORIZED SHARES

The amount of capital stock of this corporation shall be and is ten thousand (10,000) shares of stock of the par value of Ten Dollars (\$10.00) each, which authorized stock shall not be issued until fully paid for and once so issued shall be nonassessible.

ARTICLE VI: INCORPORATOR

The names and post office addresses of the incorporator and first directors and the number of shares subscribed for by each are as follows:

<u>Name and Address</u>	<u>No. of Subscribed Shares</u>	<u>Office</u>
Charles V. Emmel 1813 East Boise Avenue Boise, Idaho 83706 Incorporator & Director	100	President & Treasurer

ARTICLE VII: LIABILITY OF SHAREHOLDERS

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

ARTICLE VIII: DIRECTORS

The number of directors of the corporation shall be as specified in the bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the bylaws, provided that the number of directors of the corporation shall not be less than one. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

ARTICLE IX: PREEMPTIVE RIGHTS

The stockholders of the corporation shall have preemptive and preferential rights of subscription to any new shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

ARTICLE X: DISSOLUTION

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by resolution of the Board of Directors approved by stockholders of a majority of the shares upon such terms and conditions as it may deem expedient for the best interests of the corporation.

ARTICLE XI: CONFLICTS OF INTEREST

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

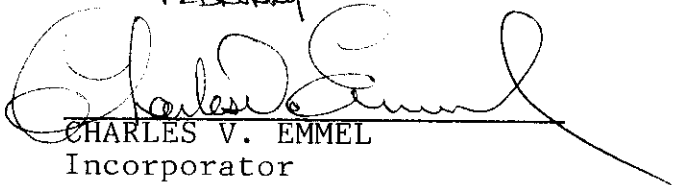
ARTICLE XII: AMENDMENTS

The Board of Directors is expressly authorized to repeal and amend the bylaws of the corporation and to adopt new bylaws, and the 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 law, by a majority vote of the stockholders, represented in person or by proxy, at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

ARTICLE XIII: RESTRICTION AND REPURCHASE OF STOCK

The sale of the stock of the corporation by any shareholder may be restricted by the bylaws to require that any shareholder desiring to sell his shares or any part thereof must first notify the Board of Directors of his desire to sell said interest, and grant to the corporation or its other shareholders the right of first refusal to purchase said shares in accordance with the terms of the bylaws.

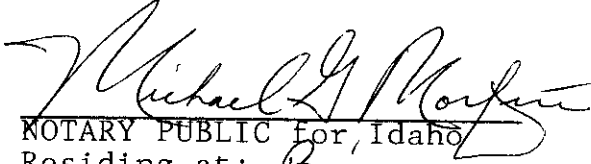
IN WITNESS WHEREOF, the incorporator has executed these Articles on the 19th day of ~~January~~^{FEBRUARY}, 1982.


CHARLES V. EMMEL
Incorporator

STATE OF IDAHO)
) ss.
County of Ada)

On this 19 day of ~~January~~ ^{February}, 1982, before me, a Notary Public in and for said State, personally appeared CHARLES V. EMMEL, known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that he executed the same.

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


NOTARY PUBLIC for Idaho
Residing at: Boise