

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

BOYDS FURNITURE, INC.  
File number C 117227

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 25, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sari Smock*

ARTICLES OF INCORPORATION

OF  
BOYDS FURNITURE, INC

Nov 25 2 42 PM '96

SECRETARY OF STATE  
STATE OF IDAHO

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

FIRST: The name of the Corporation is Boyds Furniture, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the Corporation is organized is to carry on furniture retail sales together with all related activities and the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number os shares which the Corporation shall have authority to issue is 10,000 shares, with a par value of \$50.00 per share.

FIFTH: There are no provisions denying pre-emptive rights.

SIXTH: The internal affairs of the Corporation shall be governed by a duly adopted Code of Bylaws which shall be consistent with these Articles of Incorporation and the laws of the State of Idaho.

SEVENTH: The address of the initial registered office of the Corporation is 902 Main Ave St. Maries, ID 83861, County of Benewah, State of Idaho, and the name of the registered agent at such address Clyde F. Boyd

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IDAH0 SECRETARY OF STATE  
DATE 11/25/1996 0900 41795  
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EIGHTH: The number of directors constituting the initial Board of Directors of the Corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and shall qualify, are:

CLYDE F BOYD	902 Main Ave St. Maries, IDAHO 83861
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SHARON L. BOYD	902 Main Ave St. Maries, IDAHO 83861
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NINTH: The name and address of each incorporator is:

CLYDE F. BOYD	902 Main Ave St. Maries, Idaho 83861
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SHARON L. BOYD	902 Main Ave St. Maries, Idaho 83861
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Dated this 1st day of OCT, 1996.

  
Clyde F. Boyd

  
Sharon L. Boyd

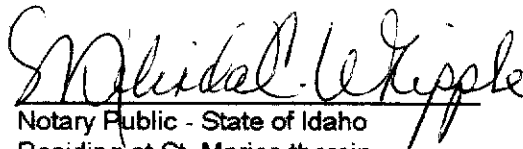
STATE OF IDAHO )

: ss

County of Benewah )

On this 1<sup>st</sup> day of October, 1996 before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Clyde F. Boyd and Sharon L. Boyd, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



Notary Public - State of Idaho  
Residing at St. Maries therein  
My commission expires 9/21/98