

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

RUNGE FURNITURE COMPANY

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: May 18, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By *Jamie Chadwick*

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SEC. OF STATE

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ARTICLES OF INCORPORATION

OF

RUNGE FURNITURE COMPANY

The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be Runge Furniture Company.

ARTICLE II

PURPOSE

The purposes of the corporation are to engage in any and lawful businesses for which corporations may be organized under the Idaho Business Corporation Act and to perform, undertake and have all of said powers that are authorized and granted by said Act to corporations organized under the laws of the State of Idaho.

In addition thereto, the corporation shall have those powers as are defined by Section 30-1-4, Idaho Code.

The corporation shall be entitled to enter into such agreements of indemnity of its officers, directors, employees and agents as are authorized by Section 30-1-5, Idaho Code.

The corporation shall have the right to purchase, take,

receive or otherwise acquire, hold and own stock of this corporation or of any other corporation as is authorized by Section 30-1-6, Idaho Code.

ARTICLE III

DURATION

The duration of this corporation is perpetual.

ARTICLE IV

REGISTERED OFFICE

The address of the corporation's initial registered office in the State of Idaho is Runge Furniture Company, 303 Spokane Avenue, Coeur d'Alene, Idaho. The name of the corporation's initial registered agent at said address is A. Glenn Mabile, Controller.

ARTICLE V

STOCK

The total authorized number of par value shares of stock is 15,000 shares of common stock, having a par value of \$100.00 per share. The aggregate par value of the total authorized number of par value shares is \$1,500,000.00. The corporation shall not be authorized to issue shares of stock without par value.

This corporation shall not issue any class of stock other than common stock possessing and holding equal voting rights. None of the common stock issued by said corporation shall be assessable. The rights and privileges of all stockholders holding common stock issued by this corporation shall be equal.

ARTICLE VI

PREEMPTIVE RIGHTS

Pursuant to Section 30-1-26, Idaho Code, shareholders shall have a preemptive right to acquire unissued, treasury shares or securities convertible into shares under such terms and conditions as the Board of Directors may fix for the purposes of providing a fair and reasonable opportunity for shareholders to exercise such equal rights.

ARTICLE VII

DIRECTORS

The number of directors constituting the initial Board of Directors is four (4). 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 qualified are:

Jimmy L. Runge	2301 Royal Anne Drive Coeur d'Alene, Idaho 83814 One (1) share capital stock
Donna K. Runge	2301 Royal Anne Drive Coeur d'Alene, Idaho 83814 One (1) share capital stock
John D. Runge	4900 East French Gulch Road Coeur d'Alene, Idaho 83814 One (1) share capital stock
Nancy J. Runge	4900 East French Gulch Road Coeur d'Alene, Idaho 83814 One (1) share capital stock

ARTICLE VIII

INCORPORATORS

The name and address of each incorporator is:

Jimmy L. Runge	2301 Royal Anne Drive Coeur d'Alene, Idaho 83814 One (1) share capital stock
Donna K. Runge	2301 Royal Anne Drive Coeur d'Alene, Idaho 83814 One (1) share capital stock
John D. Runge	4900 East French Gulch Road Coeur d'Alene, Idaho 83814 One (1) share capital stock
Nancy J. Runge	4900 East French Gulch Road Coeur d'Alene, Idaho 83814 One (1) share capital stock

ARTICLE IX

DIRECTOR MEETINGS

Pursuant to Section 30-1-44, Idaho Code, the directors of the corporation may take corporate action if a consent in writing setting forth the action so taken shall be signed by all directors, without necessity of formal meeting, and by consent resolutions. In the event of committee business, action may be taken without a meeting, if consent in writing setting forth the action taken is signed by all members of the committee by consent resolution.

ARTICLE X

NUMBER AND ELECTION OF DIRECTORS

The number of directors of said corporation shall, pursuant to Section 30-1-36, Idaho Code consist of three (3) persons as a

minimum and not more than five (5) as a maximum. The number of directors shall fixed by the Bylaws of the corporation.

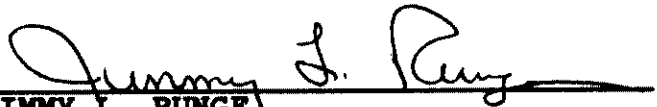
ARTICLE XI


BYLAWS

Pursuant to Section 30-1-27, Idaho Code, the Board of Directors of this corporation shall have the power to adopt the initial Bylaws for the corporation. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested within the authority of the shareholders, provided however, that the Board of Directors by a two-thirds (2/3) majority shall have the power and authority to adopt, alter, amend, repeal or adopt new Bylaws for and on behalf of the corporation.

ARTICLE XII

These Articles of Incorporation have been effected in triplicate this 12th day of May, 1992.


JIMMY L. RUNGE


DONNA K. RUNGE

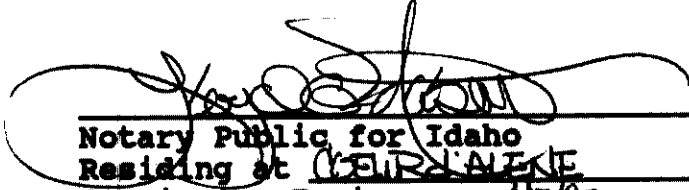

JOHN D. RUNGE


NANCY J. RUNGE

STATE OF IDAHO)
 : ss.
County of Kootenai)

On this 12th day of May, 1992, before me LOYD A. MASON,
the undersigned Notary Public, personally appeared JIMMY L. RUNGE,
DONNA K. RUNGE, JOHN D. RUNGE, and NANCY J. RUNGE, known or
identified to me to be the incorporators of the corporation that
executed the instrument or the person who executed the instrument
on behalf of said corporation, and acknowledged to me that such
corporation executed the same.

(SEAL)



Notary Public for Idaho
Residing at BOURBON
Commission Expires: 4/15/97

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