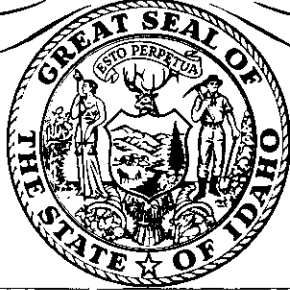


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

THOMPSON FURNITURE CO., INC.

was filed in the office of the Secretary of State on the **Twenty-fourth** day of **December**, A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **121** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

Gooding

in the County of

Gooding

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **24th** day of **December**, A.D., 19**62**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
THOMPSON FURNITURE CO., INC.

KNOW ALL MEN BY THESE PRESENT: That we the undersigned, all of whom are citizens of the United States of America, and residents of the State of Idaho, and each of whom is over the age of 21 years, have associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho and for that purpose do make, sign, and acknowledge in triplicate these Articles of Incorporation.

ARTICLE I

The name of this Corporation shall be THOMPSON FURNITURE CO., INC.

ARTICLE II

The purpose and objects for which this corporation is formed are:

To conduct and carry on a general retail furniture and appliance business; to buy and sell furniture, office and store fixtures, rugs, carpets, appliances of all kinds, both new and second-hand, gifts, and to generally deal in goods, equipment, furnishings, appliances, furniture and all other types of personal property and merchandise generally bought and sold by general retail and furniture appliance businesses, and incidentally thereto acquire, own and control under lease or otherwise and sell real estate, buildings and personal property necessary to or convenient for the conduct and operation of said business to buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer, trade, and deal in and with all kinds of personal property as may be necessary or convenient

in carrying out any of the above purposes to borrow money, to draw, make, accept, endorse, guarantee, transfer, assign, execute and issue bonds, 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 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; 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 agency thereof; 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.

ARTICLE III

This corporation shall have a perpetual existence.

ARTICLE IV

The location and post office address of its registered office in this State shall be 318 Main, Gooding, Idaho.

ARTICLE V

The number of directors of the corporation shall be as specified in the by-laws and such number may from time to time be increased or decreased in such manner as may be prescribed in said by-laws provided the number of directors of the corporation shall not be less than three. 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 VI

The total number of shares which the corporation is authorized to issue is 2500 shares. The aggregate par value of said shares is \$250,000 and the par value of each share is \$100.00.

ARTICLE VII

The Board of Directors of said corporation are hereby given the power to repeal and amend the by-laws of said corporation and to adopt any new by-laws.

ARTICLE VIII

The capital stock of this corporation shall be non-assessable; and the private property of the shareholder in this corporation shall not be liable for the debts, obligations and liabilities of this corporation.

ARTICLE IX

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the 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 a 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 transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

ARTICLE X

The names and post office address of the incorporators and the number of shares subscribed by each are as follows:

A. C. Thompson	Gooding, Idaho	One Share
Herbert Jones	Arcadia, Calif.	One Share
Eldred T. Jones	Arcadia, Calif.	One Share

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 22nd day of December, 1962.

A. C. Thompson
Eldred T. Jones
Herbert Jones

STATE OF IDAHO)
 * SS.
Gooding County)

On the 22nd day of December, 1962, before me the undersigned, a Notary Public in and for said County and State, personally appeared A. C. Thompson, Herbert Jones and Eldred T. Jones, 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 affixed my official seal, the day and year in this certificate first above written.

Charles C. Shaw
Notary Public for said State;
Residing at Gooding, Idaho.

My Commission Expires 10/12/64