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**ARTICLES OF AMENDMENT AND RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
FOR  
PARMA FURNITURE COMPANY**

The undersigned, under the provisions of Title 30, Chapter 29, Idaho Code, submits to the Secretary of State the following Articles of Amendment and Restatement amending and restating the articles of incorporation of the corporation in their entirety to read as follows:

**ARTICLE I**

**Name of the Corporation**

The name of the corporation is Parma Furniture Company.

**ARTICLE II**

**Authorized Shares**

**2.1 Number of Shares; Classes of Stock.** The corporation is authorized to issue 10,000 shares of a single class of voting common stock having a par value of Ten Dollars (\$10.00) per share.

**2.2 Preemptive Rights.** The corporation elects to have preemptive rights with respect to its stock.

**2.3 Voting of Common Stock.** Except as otherwise required by law, each outstanding share in the class of voting common stock is entitled to one vote on each matter voted on at a shareholder's meeting.

**ARTICLE III**

**Registered Office Address and Agent**

The address of the registered office of the corporation is 108 3<sup>rd</sup> Street, Parma, Idaho 83660. The name of the registered agent at such address is Wade A. Hillard, Jr.

#### **ARTICLE IV Incorporator**

The name and address of the Incorporator of the corporation is:

Joan C. Hilliard  
P.O. Box 249  
Parma, ID 83660

#### **ARTICLE V Address for Notices**

The mailing address of the corporation is: PO Box 249, Parma, Idaho 83660-0249.

#### **ARTICLE VI Board of Directors**

**6.1 Number of Directors.** The size of the Board of Directors shall be as set forth in the Bylaws of the corporation.

**6.2 Vacancy.** Any vacancy occurring in the Board of Directors, including any directorship to be filled by reason of any increase in the number of Directors, may be filled by the affirmative majority vote of the Shareholders. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office, if any.

**6.3 Cumulative Voting.** The corporation elects to authorize its shareholders holding shares of voting common stock to cumulate their votes for directors of the corporation.

#### **ARTICLE VII Liability of Directors**

No Director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a Director; provided that this Article VII shall not eliminate the liability of a Director for any act or omission for which such elimination of liability is not permitted under the provisions of Title 30, Chapter 29, Idaho Code.

#### **ARTICLE VIII Indemnification**

**8.1 Indemnification.** The corporation shall indemnify any Director or officer of the corporation made a party to a proceeding because the person is or was a Director or an officer of the corporation against liability incurred in that proceeding; provided, however, no indemnification pursuant to this provision shall indemnify any Director or officer from or on


account of (1) receipt of a financial benefit to which the Director or officer is not entitled; (2) an intentional infliction of harm on the corporation or its shareholders; (3) any unlawful distribution; or (4) an intentional violation of criminal law.

**8.2 Advancement of Expenses.** The corporation shall pay for or reimburse the reasonable expenses incurred by a Director or an officer who is a party to a proceeding in advance of the final disposition of the proceeding to the fullest extent permitted by law.

The directors and shareholders of the corporation approved and adopted the foregoing Articles of Restatement by unanimous vote in the manner required by Title 30, Chapter 29 of the Idaho Code and by the original Articles of Incorporation of the corporation on the date set forth below.

The foregoing Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of the corporation.

Dated this 1st day of January, 2024.

  
WADE A. HILLIARD, JR., PRESIDENT