

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

INLAND BUSINESS INTERIORS, INC.  
File number C 116000

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: August 6, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*[Signature]*

Aug 6 10 31 AM '96  
SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF  
INLAND BUSINESS INTERIORS, INC.

IDAHO SECRETARY OF STATE  
DATE 08/06/1996 0900 16339

CK #: 1074 CUST# 69735

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ARTICLE I.

The name of this corporation is INLAND BUSINESS INTERIORS, INC., and its existence shall be perpetual.

ARTICLE II.

The purposes of this corporation are to engage in the business of contracting commercial interior design services; and also to engage in any business, trade, or activity which may be lawfully conducted by a corporation organized under the Idaho General Business Corporations Act.

ARTICLE III.

The total authorized shares of this corporation are 50,000 shares of common stock without par value.

ARTICLE IV.

The street address of the initial registered office of the corporation in the State of Idaho is 1113 Sherman Avenue, Couer D'Alene, Idaho 83814, and the name of the initial registered agent of the corporation at such address is Jeanne Worrell.

ARTICLE V.

The number of directors of the corporation and the manner in which such directors are to be elected shall be as set forth in the Bylaws. The names and address of the initial directors who shall serve until their successors are elected and shall qualify are as follows:

Jeanne Worrell  
1113 Sherman Avenue  
Couer D'Alene, Idaho 83814

#### ARTICLE VI.

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for:

- (a) Any breach of the director's duty of loyalty to the corporation or its shareholders;
- (b) Acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director;
- (c) Provisions under Section 30-1-48, Idaho Code;
- (d) Any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

If the Idaho General Business Corporations Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Idaho General Business Corporations Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

#### ARTICLE VII.

A. The corporation shall indemnify its directors to the full extent permitted by the Idaho General Business Corporations Act now or hereafter in force. However, such indemnity shall not apply on account of: (a) any breach of the director's duty of loyalty to the corporation or its shareholders; (b) acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law; (c) conduct of the director finally adjudged to be in violation of 30-1-48 of the Idaho Code; or (d) any transaction with respect to which it was finally adjudged that such director personally received a benefit of money, property, or services to which the director was not legally entitled. The corporation shall advance expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate directors' resolution or contract.

B. The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. It is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions. Such Bylaws, resolutions, contracts, or further arrangements shall

include but not be limited to implementing the manner in which determinations as to any indemnify or advancement of expenses shall be made.

C. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

#### ARTICLE VIII.

The name and address of the incorporator is as follows:

Jeanne Worrell  
1113 Sherman Avenue  
Couer D'Alene, Idaho 83814

DATED this 1st day of August, 1996.

Jeanne Worrell, Incorporator  
Jeanne Worrell, Incorporator

#### CONSENT TO SERVE AS REGISTERED AGENT

I, JEANNE WORRELL, hereby consent to serve as Registered Agent in the State of Idaho for INLAND BUSINESS INTERIORS, INC. I understand that as agent for the corporation, it will be responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation, or of any changes in the Registered Office of the corporation for which I am agent.

DATED August 1, 1996.

Jeanne Worrell  
JEANNE WORRELL  
1113 Sherman Avenue  
Couer D'Alene, Idaho 83814