



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

DUTCH'S FURNITURE AND APPLIANCES, INC.

was filed in the office of the Secretary of State on the **Sixteenth** day of **May**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **123** 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

Twin Falls

in the County of

Twin Falls

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 **16th** day of **May**, A.D., 19**63**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

DUTCH'S FURNITURE AND APPLIANCES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are citizens of the United States of America, and over the age of twenty-one years, have voluntarily this day associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and in pursuance thereof do hereby sign and acknowledge the following Articles of Incorporation, in triplicate, and do state as follows:

ARTICLE I.

Name

The name of this corporation shall be DUTCH'S FURNITURE AND APPLIANCES, INC.

ARTICLE II.

Location and Post Office Address

That the location and post office address of this corporation shall be 151 Main Street, W., Twin Falls, Idaho, and the registered office of this corporation shall be at said address, but branch offices may be established either within or without the State of Idaho.

ARTICLE III.

Objects and Purposes

That the objects and purposes for which this corporation is formed and the powers which it shall possess are as follows:

(a) To engage in the carrying on of a general business of purchase, acquisition, manufacture, selling, and in all manners dealing with furniture, fixtures and appliances, and all related properties and products; to carry on such business at such place or places as may be determined from time to time, by the Board of Directors of this corporation; also to buy, sell, lease, acquire, own, hold, let or otherwise dispose of properties of all kinds, both real and personal, that may be necessary, incident, or convenient to the carrying on of said business.

(b) To purchase, secure, use, own, sell and enjoy any and all franchises useful and beneficial for the prosecution of the business of this corporation.

(c) To receive, acquire, hold, purchase, dispose of, convey, mortgage, or lease real and personal property; dispose of, sell, lease, mortgage, assign, transfer or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation; and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge, or otherwise dispose of or deal in shares, bonds, securities and debentures, and other evidences of indebtedness of other corporations, domestic or foreign, and while the holder of any shares of stock, to exercise all the rights and privileges of ownership, including the right to vote thereon to the same extent as a natural person might or could do.

(d) To purchase, acquire, hold, sell, transfer

and reissue the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital stock of this corporation.

(e) To enter into contracts or obligations of any type or kind essential, necessary, or proper to the transaction of its ordinary affairs, or for the purposes of the corporation.

(f) To borrow money on its notes, bonds or other obligations for the general purposes of the corporation, and to mortgage, pledge and give in trust any and all of its property, real and personal, to secure the payment thereof;

(g) To do all things incident to the general business of this corporation in the State of Idaho, in the other states, territories, and colonial possessions of the United States and in foreign countries, and to have one or more offices and places of business in or out of the State of Idaho, and to acquire, receive, hold, purchase, lease, mortgage, dispose of or convey real and personal property situated in or out of the State of Idaho; and there to hold such meetings of stockholders or directors as may seem necessary to the operation of their business;

(h) To do and perform all other things that may be found necessary or convenient or expedient to accomplish the stated purposes of this corporation. AND IT IS HEREBY DECLARED that in the interpretation of this clause, the meaning of any of the objects of the company shall not be restricted by reference to or inference from any other object or the name of the company, or by juxtaposition of two or more objects, and

that in the event of any ambiguity, this clause shall be construed in such manner as to widen and not to restrict the powers of the company.

(c) To pay the expenses of and preliminary and incidental to the formation, establishment and registration of this corporation.

ARTICLE IV.

Capital Stock

The capital stock of this corporation shall be Fifty Thousand Dollars (\$50,000.00), which is divided into Five Hundred (500) shares of no par value, all of which stock shall be non-assessable. Each and every share of such stock shall have the same rights and privileges as those enjoyed by each and every other of said shares. The amount of paid-in capital with which this corporation shall begin doing business shall be approximately \$5,000.00.

ARTICLE V.

Sale of Stock

The Board of Directors of this corporation shall have the power and authority from time to time to authorize the sale of and to sell, for cash or otherwise, all or any portion of the unissued and/or of the treasury stock of this corporation without said stock or any part thereof being first offered to the shareholders of this corporation.

ARTICLE VI.

Duration

The duration of this corporation shall be perpetual.

ARTICLE VII.

Authority to Make By-Laws

The authority to make By-Laws of this corporation is hereby expressly vested in the Board of Directors of this corporation, subject to the power of the shareholders to change or repeal them.

ARTICLE VIII.

Effective Date of Corporation Doing Business

The effective date of this corporation to commence business shall be on the 15th day of May, 1963, and thence forward.

ARTICLE IX.

Directors

The number of the directors of this corporation shall not be less than three (3) nor more than nine (9); the number, qualifications, terms of office, manner of election, time and place of meeting, and the powers and duties of directors shall be such as are prescribed by the By-Laws of this corporation.

ARTICLE X.

Incorporators.

The names and post office addresses of the incorporators and the number of shares subscribed by each, as well as the names of the directors who shall hold office and manage the affairs of the corporation for a period of one year after its incorporation and/or until their successors are elected and qualified at the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares Subscribed</u>
A. L. Standley		One
Joe1 H. McCord	Twin Falls, Idaho Mile High Road	One
Richard Parsell	Boise, Idaho 285 Horizon Drive Boise, Idaho	One

IN WITNESS WHEREOF, the incorporators have hereunto set their hands this 13th day of May, 1963.

A. L. Standley
Joe1 H. McCord
Richard Parsell

STATE OF IDAHO)
)
 ss.
County of Twin Falls)

THIS IS TO CERTIFY that on this 13 day of May, 1963, before me, the undersigned, a Notary Public in and for the State aforesaid, personally appeared A. L. STANLEY, to me known to be one of the individuals described in and who executed the within and foregoing instrument, and acknowledged to me that he signed the same as his free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN UNDER my hand and official seal this day and year in this certificate first above written.

Notary Public in and for the
State of Idaho residing at
Twin Falls, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

THIS IS TO CERTIFY that on this 13th day of May, 1963, before me, the undersigned, a Notary Public in and for the State aforesaid, personally appeared JOEL H. McCORD and RICHARD PARSELL, to me known to be the individuals described in and who executed the within and foregoing instrument, and severally acknowledged to me that they signed the same as their free and voluntary act and deed for the uses and purposes herein mentioned.

GIVEN UNDER my hand and official seal this day and year in this certificate first above written.

Joel W. McCord
Notary Public in and for the
State of Idaho residing at
Boise, Idaho