

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, **FRED E. LUKENS**, 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

ALLEN-BRIGHT FURNITURE COMPANY

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **eighteenth** day of **January**, 19 **29**.

original articles of amendment, as provided by Section 23 and 24 under Chapter 262 of the 1929 Session Laws of the State of Idaho, changing name to **THE ALLEN COMPANY**, enlarging purposes and objects, extending corporate existence to perpetuity, reducing number of directors from five to three, (provisions for increase specified in the By-laws,) and adding Articles numbered **EIGHTH**, **NINTH**, **TENTH**, and **ELEVENTH** to Articles of Incorporation.

and that the said articles of amendment contain the statement of facts required by law, and are recorded in Book A-23 of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the name of the **ALLEN-BRIGHT FURNITURE COMPANY** is changed to **THE ALLEN COMPANY**, the purposes and objects are enlarged, the corporate existence extended to perpetuity, designating the principal place of business its registered office, number of directors are reduced from five to three, (provisions for increase specified in the By-laws,) and Articles numbered **EIGHTH**, **NINTH**, **TENTH**, and **ELEVENTH** are added to the Articles of Incorporation.

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 **eighteenth** day
of **January**, in the year of our Lord
one thousand nine hundred and **twenty**,
and of the Independence of the United States of
America the One Hundred and **Fifty-Second**.

Secretary of State.

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
ALLEN-WRIGHT FURNITURE COMPANY

ALLEN-WRIGHT FURNITURE COMPANY, a corporation incorporated under the laws of the State of Idaho, does hereby certify:

FIRST - That it was duly incorporated under the laws of the State of Idaho on the 23rd day of February, 1929, with its principal place of business in the City of Boise, Ada County, Idaho.

SECOND - That on the 13th day of January, 1930, at the meeting of the stockholders of said Company duly called and held as provided by law and the By-Laws of the corporation, waiver of notice of meeting and consent to the adoption of the resolution hereinafter set forth being first obtained in writing, which meeting was held at the office of the Company, 817 Bannock Street, Boise, Idaho, at 7:30 P. M. and at which meeting were present in person or by proxy all of the stockholders of the Company representing all of the stock of said Company, the stockholders of the Company representing all of such stock of said Company voted in favor of amending the Articles of Incorporation to enlarge the purposes and objects of the Company in accordance with the amendment of Article Second of said Articles as shown by the resolution hereinafter set forth, to make the principal place of business of the corporation its registered office, to extend the corporate existence in perpetuity, to reduce the Board of Directors from five Directors to three Directors, to provide that the number of Directors should be specified in the By-Laws and such number from time to time might be increased or decreased in such manner as prescribed by the By-Laws in accordance with the resolution hereinafter set forth, and by adding thereto additional Articles to be numbered Eighth, Ninth, Tenth and Eleventh in the form according to the resolution hereinafter set forth and in relation thereto the following resolution was adopted by all of the stockholders of the corporation present in person or by proxy at said meeting representing all of the capital stock of said Company, and said Articles of Incorporation were amended as follows, to-wit:

RESOLUTION

BE IT RESOLVED By the stockholders of ALLEN-WRIGHT FURNITURE COMPANY, there being all of the shareholders of the Company in meeting for that purpose duly assembled, that the name of the Company be and the same hereby is changed from Allen-Wright Furniture Company to THE ALLEN COMPANY; that the purposes and objects of the Company be and hereby are enlarged in accordance with the amendment of Article Second of said Articles as hereinafter set forth; that the principal place of business of the corporation be and hereby is made its registered office; that the corporate existence be and hereby is made in perpetuity; that the Board of Directors be and hereby is reduced from five directors to three directors and 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 by the By-Laws, provided the number of the directors of the corporation shall not be less than three and in case of any increase the additional directors may be elected by those 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; that additional Articles be and hereby are added to the Articles of Incorporation of the Company to be numbered Eighth, Ninth, Tenth and Eleventh and to be in the form hereinafter set forth; and

BE IT FURTHER RESOLVED, That subdivision of Article First of the Articles of Incorporation of said Company heretofore filed with the Secretary of State of the State of Idaho and with the County Recorder of Ada County, Idaho, be amended to read as follows:

FIRST

That the name of this corporation is and shall be THE ALLEN COMPANY.

BE IT FURTHER RESOLVED, that subdivision of Article Second of the Articles of Incorporation of said Company heretofore filed with the Secretary of State of the State of Idaho and with the County Recorder of Ada County, Idaho, be amended to read as follows:

SECOND

That the purposes and objects for which this corporation is formed are:

(a) To buy, sell, store, warehouse, deal in and handle in every manner, materials of every kind used in the manufacture and finishing of furniture and decorations in furnishing and decorating houses, offices, business establishments, and public buildings and offices;

(b) To do a general furniture and house goods business; to manufacture, repair, alter, purchase, sell, exchange, import, export, let, sublet, lease, rent, sell on installments, hire and deal in, as principal and on its own behalf, as well as agent or factor for others, all kinds of rugs, carpets, curtains, tapestries, laces, embroideries, and pictures of every kind, silverware, jewelry, statuary, bronze relics, works of art, books, bric-a-bracs, glass, and all kinds of articles used or intended to be used or capable of being used in furniture or furnishings in beautifying any private or public building, office, business establishment, park or garden; and as principal and on its own behalf or as agent for others, to plan, equip, furnish, beautify, and decorate any public or private building, garden or park whatsoever;

(c) To buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property and goods, wares and merchandise of every kind, nature and description;

(d) To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of, any bonds, mortgages, securities, or evidence of indebtedness issued or created by any other corporation, including municipal corporations and irrigation districts, or any political subdivision or governmental agency, and shares of the capital stock of any corporation however created or organized; and to issue and exchange therefor, in the manner permitted by law, shares of the capital stock, bonds or other obligations of this corporation; and while the holder or owner of any such shares of capital stock, scrip, certificates, bonds, mortgages or other securities or evidence of indebtedness, to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

(e) To conduct a general real estate, agency and brokerage business, and to act as agent, broker, or attorney-in-fact for any person, firm or corporation in buying, selling, leasing, managing, and dealing in and with real estate, wheresoever situated and whether improved or unimproved, and generally to deal with, improve, cultivate and develop real estate and real

property, whether used for agricultural, business, residence, or other purposes; and to act as trustee in deeds of trust or mortgages on real or personal property, or any evidences of value secured thereby, and to take and hold in trust for others, real and personal property of all kinds, and to lend and invest money on its own account and for others;

(f) To purchase, take on lease or in exchange, or otherwise acquire any lands and buildings in the State of Idaho, or elsewhere, and any estate or interest in or any rights connected with any such lands and buildings, and to develop and turn to account any land or property acquired by or in which the Company is interested, and to prepare building sites and to reconstruct, alter, improve, decorate, furnish and maintain offices, flats, houses, factories, warehouses, buildings, works and conveniences of all kinds, and to manage buildings and other property, whether belonging to the Company or not, and to collect rents and income and supply tenants and other advantages, and to acquire and take over any business or undertaking carried on upon or in connection with any land or building which the Company may desire to acquire or become interested in, and to dispose of, remove or put an end thereto, or otherwise deal with the same as may seem expedient, and to carry on and promote the establishment and carrying on upon any property in which the Company is interested or any business which may conveniently be carried on or in connection with such property and the establishment of which may seem calculated to enhance the value of the Company's interest in such property or to facilitate the disposal of the same, and to advance and lend money to such persons and on such terms as may seem to the best interest of the Company;

(g) To lend money and negotiate loans, to draw, accept, endorse, discount, buy, sell and deliver bills of exchange, promissory notes, bonds, debentures, coupons and other choses in action and securities, to issue on commission, subscribe for, take, acquire and hold, sell, exchange and deal in shares, stocks, bonds, obligations and securities, and to form, promote, subsidize and assist companies, syndicates and partnerships of all kinds, to give any guarantee for the payment of money, or the performance of any obligation or undertaking, to undertake and execute any trusts, to acquire, improve, manage, work, develop, exercise all rights in respect of, lease, mortgage, sell, dispose of, turn to account and otherwise deal with property of all kinds, and to enter into any arrangements with any authorities, municipal, local, or otherwise, that may seem conducive to the Company's objects, or any of them, and to obtain, from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions, and generally to undertake any business, undertaking, transaction or operation which may seem to the Company capable of being carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's rights or property;

(h) To generally carry on as financiers and to undertake and carry out all such operations and transactions as an individual capitalist may lawfully undertake and carry out; to organize and incorporate and re-organize subsidiary corporations and joint stock companies and associations for any purpose permitted by law; to transact and carry out all kinds of agency business and in particular in relation to buying and selling of

real estate and other property, in the negotiation of loans and the investment of money, the collection and receipt of money, and the selling and obtaining of insurance and surety bonds of all kinds and character; to enter into, make, perform and carry out contracts of every sort and kind connected with its business with any person, firm association or corporation, either private, public or municipal, and with the Government of the United States or any state or territory thereof;

(i) To borrow or raise money for the purpose of its incorporation, to issue its bonds, notes or other obligations for money so borrowed, or in payment of or in exchange for any real or personal property, or rights or franchises acquired, or other values received by the corporation, and to secure such obligations by pledge or mortgage under deed of trust, or otherwise, of or upon the whole or any part of the property at any time held by this corporation, and to sell or pledge such bonds, or to discount such notes or other obligations, for its proper corporate purposes;

(j) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association or corporation;

(k) 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;

(l) To carry on a general wholesale and retail business in goods, wares, food products, commodities and merchandise of all kinds and generally to purchase, buy, sell, prepare for market, trade and deal in and with all such merchandise, articles of trade, things and materials as are or may be sold in general or department stores; to buy, sell, trade and deal in, at wholesale and retail, groceries, provisions, food supplies, wares, vegetables, produce and all other articles and things incidental to a grocery, vegetable, food supply, poultry, fish, game, produce and provision mercantile business; to purchase grains, flour and products thereof, and acquire, purchase, lease and hold all real and personal property for the purpose of such business, and to do all things necessary or convenient in connection therewith;

(m) To carry on all or any of the business of manufacturers, merchants, wholesale and retail, importers, exporters, without limitation as to class of produce and merchandise, but especially of food products and dry goods of every class and description, including laces, embroideries, and white goods, linens, silks, notions, ribbons, handkerchiefs, gloves and wearing apparel of all kinds, curtains, textile fabrics of every kind and nature, household fittings, fixtures, furniture and furnishings, and all articles and

commodities of personal and household use and consumption;

(n) To act as agent, factor, broker, middleman, forwarder, or in any other capacity, for manufacturers of or dealers in goods, wares, food products, commodities and merchandise of every kind and description, and to employ agents, brokers, salesmen, employees and servants for carrying on any business of the corporation, and to engage in and conduct any or all lines of mercantile business either as principal or as agent for others, or on commission, consignment or otherwise;

(o) To establish and maintain stores, wherein all such goods, wares, food products, merchandise, commodities and other tangible property of any and all kinds, will or may be kept for sale, lease or disposition, or other dealings may be had with relation thereto; and in which stores there will or may be shops, booths, counters, refreshments, rests and other rooms and places set apart for carrying on and conducting any and all kinds of trades, occupations, vocations, pursuits, arts and crafts, either by the corporation as principal or as agent, or by its lessees or licensees as may be lawful where carried on or conducted. And to lease, let, or demise sections, rooms, parts or portions of such store or stores to such individuals, firms, associations or corporations, who will or may use and occupy the same for any lawful purpose;

(p) To apply for, procure and obtain by purchase or otherwise any and all kinds of letters patent, trade-marks, licenses and/or grants, both foreign and domestic, for inventions, improvements, secret processes, designs, trade-marks and labels, useful or desirable in connection with the Company's business, and to exploit and develop any and all such inventions, improvements, trade-marks, licenses, grants and processes controlled in whole or in part by the Company;

(q) To acquire, hold, sell, re-issue, or cancel any shares of its own capital stock, provided, however, that this corporation may not use any of its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of this corporation, and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

(r) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

(s) The Board of Directors shall have the power and authority to sell, assign, mortgage, convey or otherwise dispose of any or all of the property and assets of the corporation on such terms and conditions as they shall prescribe, whether for cash or property, or bonds or stock in other corporations.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation

to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (g), inclusive, of paragraph Second of these Articles of Incorporation, shall, except as otherwise expressly provided, in nowise be limited or restricted by reference to or inference from the terms of any other subparagraph or clause of paragraph Second of these Articles, or of any other paragraph or article of these Articles of Incorporation.

BE IT FURTHER RESOLVED, That subdivision or Article Third of the Articles of Incorporation of said Company heretofore filed with the Secretary of State of the State of Idaho and with the County Recorder of Ada County, Idaho, be amended to read as follows:

THIRD

The location and post office address of the registered office of the corporation is the City of Boise, County of Ada, State of Idaho.

BE IT FURTHER RESOLVED, That subdivision or Article Fourth of the Articles of Incorporation of said Company heretofore filed with the Secretary of State of the State of Idaho and with the County Recorder of Ada County, Idaho, be amended to read as follows:

FOURTH

The corporation is to have perpetual existence.

BE IT FURTHER RESOLVED, That subdivision or Article Fifth of the Articles of Incorporation of said Company heretofore filed with the Secretary of State of the State of Idaho and with the County Recorder of Ada County, Idaho, be amended to read as follows:

FIFTH

The number of Directors of the corporation shall be as specified in the By-Laws, provided the number of the Directors of the corporation shall not be less than three, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws. 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.

BE IT FURTHER RESOLVED That the Articles of Incorporation of said Company heretofore filed with the Secretary of State of the

State of Idaho and with the County Recorder of Ada County, Idaho, be further amended by adding thereto subdivisions or Articles to be known as and numbered Eighth, Ninth, Tenth and Eleventh, and that the following subdivisions or Articles so numbered be and hereby are added to and made a part of the Articles of Incorporation of the Company and that said Articles be and hereby are amended by the addition of said subdivisions or Articles as follows:

EIGHTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or pay debts of the corporation.

NINTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient and for the best interests of the corporation, provided, that if the corporation is able to meet its liabilities then matured, such authorization shall be given or such act ratified and confirmed by a majority vote of the shareholders represented in person or by proxy at any annual meeting of the shareholders or at any meeting duly called for that purpose.

TENTH

No contract or other transaction between the corporation and any other 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 any 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 and may vote thereat to 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.

ELEVENTH

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the shareholders, represented in

person or by proxy, at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

AND BE IT FURTHER RESOLVED, That the President and Secretary of the Company be and hereby are directed to cause articles of amendment to be prepared in triplicate originals setting forth the amendment and the adoption thereof and filed in accordance with the Statutes of the State of Idaho in such case made and provided.

IN WITNESS WHEREOF, the said ALLEN-WRIGHT FURNITURE COMPANY has caused these Articles of Amendment to be signed and verified by the President and Secretary of the Company and its corporate seal to be hereto affixed, in triplicate, this 13th day of January, 1930.

ALLEN-WRIGHT FURNITURE COMPANY,

By O. H. Allen
President

ATTEST:

Mary D. Allen
Secretary

STATE OF IDAHO)
COUNTY OF ADA) ss.

On this 13th day of January, 1930, before me, J. L. Eberle, a Notary Public, personally appeared O. H. Allen, known to me to be the President of Allen-Wright Furniture Company referred to in the above and foregoing Articles of Amendment, and Mary D. Allen, known to me to be the Secretary of said Allen-Wright Furniture Company, the corporation described in the above instrument, and they thereupon severally acknowledged to me that they executed such instrument and Articles of Amendment as President and Secretary respectively of said corporation; and being first duly sworn, each for himself or herself and not one for the other, said O. H. Allen and Mary D. Allen depose and say that they have read the above and foregoing instrument and know the contents thereof and that the statements therein contained are true and correct.

O. H. Allen
Mary D. Allen

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

J. L. Eberle
Notary Public for Idaho
Residence: Boise, Idaho