

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

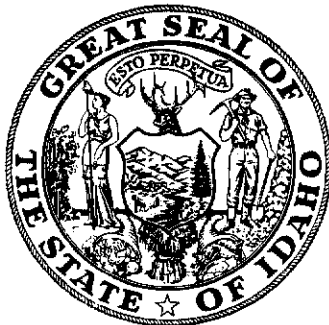
THE QUILT SHOP, INC.

File number C 114395

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: April 1, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

Apr 1 3 11 PM '96
SECRET
STATE

ARTICLES OF INCORPORATION
OF
THE QUILT SHOP, INC.

The undersigned, acting as the incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

- FIRST: The name of the corporation is THE QUILT SHOP, INC.
- SECOND: The period of its duration is perpetual.
- THIRD: The purpose or purposes for which the corporation is organized are: transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
- FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares at no par value.
- FIFTH: The address of the initial registered office of the corporation is 4020 E. 300 N., Rigby, Idaho, and the name of its initial registered agent at such address is Ronald L. Hedelius.
- SIXTH: The number of directors constituting the initial Board of Directors of the corporation is four (4) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:
- | | |
|--------------------|--|
| RONALD L. HEDELIUS | 4020 E. 300 N.
Rigby, ID 83442 |
| ROGER L. SMITH | 390 N. Karey Lane
Idaho Falls, ID 83402 |
| FLORENCE HEDELIUS | 4020 E. 300 N.
Rigby, ID 83442 |
| MARILYN SMITH | 390 N. Karey Lane
Idaho Falls, ID 83402 |
- SEVENTH: Except as prohibited by Idaho Code Section 30-1-54(2), as currently in effect, the directors shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

IDAHO SECRETARY OF STATE
DATE 04/02/1996 0900 50711
FILE # 8855 CUST# 28149
CORP 100.00= 100.00
10

= C

EIGHTH: The name and address of each incorporator is:

RONALD L. HEDELIUS

4020 E. 300 N.
Rigby, ID 83442

ROGER L. SMITH

390 N. Karey Lane
Idaho Falls, ID 83402

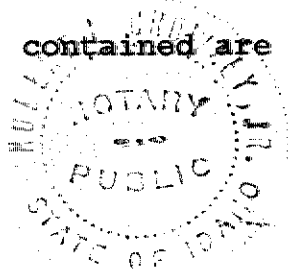
DATED: March 29, 1996

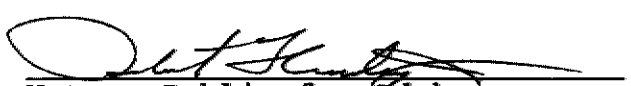

RONALD L. HEDELIUS


ROGER L. SMITH

STATE OF IDAHO)
 : ss.
County of Jefferson)

I, Robert L. Crowley, Jr., a Notary Public, do hereby certify that on the 29th day of March, 1996, personally appeared RONALD L. HEDELIUS and ROGER L. SMITH, who being by me first duly sworn, declared to me that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.




Notary Public for Idaho
Residing at: Rigby, Idaho
My Commission Expires: 4/10/98