

# State of Idaho



## Department of State

### CERTIFICATE OF AMENDMENT OF ARTICLES 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

**PETERSEN FURNITURE CO.**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Tenth** day of **February** 19**66**

original articles of amendment, as provided by Section 30-146, 30-147, 30-151, 30-152, Idaho Code, Agreement of Merger, merging **EMCO, INC.**, with and into **PETERSEN FURNITURE CO.**, both Idaho corporations, with the latter the surviving corporation, and changing the corporate name to:

**EMCO FURNITURE CO.**

and that the said articles of amendment contain the statement of facts required by law, and ~~will be~~ **microfilm** recorded on ~~Film~~ **XXXXXX** No. of Record of Domestic Corporations of the State of Idaho

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 **Tenth** day of **February** A. D. 19**66**

Secretary of State

## AGREEMENT OF MERGER

This Agreement of Merger made and entered into this 1<sup>st</sup> day of January, 1966, by and between PETERSEN FURNITURE CO. (hereinafter sometimes referred to as "Petersen" or "Surviving Corporation"), an Idaho corporation, and its Directors or a majority of them, and ENCO, INC. (hereinafter sometimes referred to as "ENCO"), an Idaho corporation, and its Directors or a majority of them,

WHEREAS, Petersen is a corporation organized and existing under the laws of the State of Idaho, having been incorporated on October 31, 1949 with an authorized capital stock of 1,000 shares, all of which are common stock without a nominal or par value, of which 360 shares are issued and outstanding, the present stated value of which as fixed by the Board of Directors of Petersen now amounts to \$139.00 per share; and

WHEREAS, ENCO is a corporation organized and existing under the laws of the State of Idaho, having been incorporated on February 13, 1957 with an authorized capital stock of 100 shares, all of which are common stock without a nominal or par value, of which 100 shares are issued and outstanding, the present stated value of which as fixed by the Board of Directors now amounts to \$695.00 per share; and

WHEREAS, the Boards of Directors of Petersen and ENCO, respectively, deem it advisable and in the best interests of the corporations and their stockholders that ENCO be merged into Petersen, and the corporations, respectively, desire that they so merge under and pursuant to the laws of the State of Idaho;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein set forth and for the purpose of prescribing the terms and conditions of merger, and the mode of carrying the same into effect, the parties hereto covenant and agree as follows:

(1) Merger. As soon as this Agreement shall have been adopted and approved by the votes of the holders of two-thirds of the common stock of Petersen and of the common stock of ENCO at separate meetings of the stockholders of each of said corporations in accordance with the requirements of the laws of the State of Idaho and that fact shall have been certified hereon by the respective secretaries of each of such corporations and this Agreement, so adopted and certified, shall have been signed, acknowledged and filed all as required by the provisions of Section 30-152, Idaho Code, thereupon ENCO shall be deemed to have merged with and into Petersen which shall survive the merger and which shall have the name provided in paragraph (2) hereof.

(2) Name and Purposes of Surviving Corporation. The name of the surviving corporation shall be Ennis Furniture Co. The purposes for which the surviving corporation is formed and the nature of the business to be transacted by it shall be as set forth in the Articles of Incorporation of Petersen, as amended, on the effective date of the merger, and the Articles of Incorporation, as amended, at the effective date of the merger shall be the Articles of Incorporation of the surviving corporation until further amended as provided by law.

(3) By-Laws of Surviving Corporation. On the effective date of the merger the By-Laws of Petersen, as heretofore amended, shall be the By-Laws of the surviving corporation until the same shall be altered, amended,

or repealed, or until new By-Laws shall be adopted, in accordance with the provisions thereof.

(4) Directors and Officers of Surviving Corporation. Persons who are directors of Petersen on the effective date of the merger shall be and remain and continue to be directors of the surviving corporation, and such directors shall hold office until the first annual meeting of the shareholders of the surviving corporation after the effective date of the merger and until their respective successors are elected or appointed in the manner provided by the By-Laws thereof. The first annual meeting of the shareholders of the surviving corporation after the effective date of the merger shall be the annual meeting provided for by the By-Laws thereof for the year 1966. All persons who, upon the effective date of the merger, shall be executive or administrative officers of Petersen shall be and remain and continue to be the officers of the surviving corporation, subject to the provisions of the By-Laws of the surviving corporation. The officers and directors of the surviving corporation who will serve as hereinabove set forth are as follows:

Officers:	R. C. Ennis	President
	Richard W. Ennis	Vice President and Treasurer
	Paul B. Ennis	Secretary

which persons shall also constitute the Board of Directors. The first regular meeting of the Board of Directors of the surviving corporation after the effective date of the merger shall be held as soon as practicable thereafter

(5) Conversion of Shares. Immediately upon the effective date of the merger, each share of stock of ENCO outstanding shall automatically become and be converted into common stock of the surviving corporation, at

the rate of 5 shares of the common stock of the surviving corporation for each one share of the common stock of ENCO, and each outstanding certificate representing shares of common stock of ENCO shall thereupon be deemed for all corporation purposes to evidence the ownership of the number of fully paid nonassessable shares of common stock of the surviving corporation into which such shares of common stock of ENCO shall have been so converted.

(6) Effect of Merger. Upon the merger becoming effective the surviving corporation shall possess all the rights, privileges and franchises possessed by ENCO except as otherwise provided by law. The surviving corporation shall be vested with all property, real, personal, or mixed, and all debts due on whatever account to ENCO, and shall be taken and be deemed to be transferred to and vested in the surviving corporation, without further act or deed. The surviving corporation shall be responsible for all the liabilities and obligations of ENCO in the same manner as if such surviving corporation had itself incurred such liabilities or obligations, but the liabilities of ENCO or of its shareholders, directors or officers shall not be affected, nor shall the rights of the creditors thereof or of any persons dealing with such corporation be impaired by such merger, and any claim outstanding or action or proceeding pending by or against ENCO may be prosecuted to judgment as if such merger had not taken place, or the surviving corporation may be proceeded against or substituted in its place.

(7) Right to Amend Articles of Incorporation. The surviving corporation hereby reserves the right to amend, alter, change, or to repeal its amended Articles of Incorporation in the manner now or hereafter prescribed by statute; and all rights or powers conferred herein and in such amended Articles of Incorporation on stockholders, directors and officers are subject to this reservation.

IN WITNESS WHEREOF, PETERSEN FURNITURE CO. and ENCO, INC. have caused this Agreement to be signed in their corporate names by their respective Presidents and their respective Secretaries under the seals of the corporations, and also by all of their respective Boards of Directors, all as of the day and year first above written.

ATTEST:

Paul B. Ennis  
Paul B. Ennis, Secretary

PETERSEN FURNITURE CO.

By R. C. Ennis  
R. C. Ennis, President

R. C. Ennis  
R. C. Ennis

Richard W. Ennis  
Richard W. Ennis

Paul B. Ennis  
Paul B. Ennis

All of the Members of the Board of Directors of Petersen Furniture Co.

ENCO, INC.

ATTEST:

Paul B. Ennis  
Paul B. Ennis, Secretary

By Richard W. Ennis  
Richard W. Ennis, President

Richard W. Ennis  
Richard W. Ennis

R. C. Ennis  
R. C. Ennis


Paul B. Ennis  
Paul B. Ennis

All of the Members of the Board of Directors of Enco, Inc.

Certificate of Secretary of Petersen Furniture Co.

I, PAUL B. ENNIS, of Boise, Ada County, State of Idaho, hereby certify that I am Secretary of Petersen Furniture Co., a corporation incorporated under the laws of the State of Idaho, having its principal office at Boise Idaho; that at a meeting of the shareholders of the common stock of that corporation separately called for the purpose of considering the foregoing Agreement of Merger held at the principal office thereof on the 31<sup>st</sup> day of January 1966, at which meeting the entire voting power of the corporation was present in person, the foregoing Agreement of Merger was adopted by the unanimous vote of stockholders representing all of the voting power of the corporation. I further certify that such meeting was duly and legally called and that the owners of all the issued and outstanding stock in the corporation were personally present at the meeting and thereupon executed, in writing, their waiver of notice and consented therein to the consideration of any and all business to come before the meeting.

Dated: January 31<sup>st</sup>, 1966.

  
Secretary

Certificate of Secretary of ENCO, INC.

I, PAUL B. ENNIS, of Boise, Ada County, State of Idaho, hereby certify that I am Secretary of ENCO, INC., a corporation incorporated under the laws of the State of Idaho, having its principal office at Boise, Idaho; that at a meeting of the shareholders of the common stock of that corporation separately called for the purpose of considering the foregoing Agreement of Merger held at the principal office thereof on the 31<sup>st</sup> day of January 1966, at which meeting the entire voting power of the corporation was present in person, the foregoing Agreement of Merger was adopted by

the unanimous vote of stockholders representing all of the voting power of the corporation. I further certify that such meeting was duly and legally called and that the owners of all the issued and outstanding stock in the corporation were personally present at the meeting and thereupon executed in writing, their waiver of notice and consented therein to the consideration of any and all business to come before the meeting.

Dated: January 30<sup>th</sup>, 1966.

[Signature]  
Secretary

Petersen Furniture Co. has caused the foregoing Agreement of Merger, adopted and certified as above, to be signed by its President and Secretary under its corporate seal this 30<sup>th</sup> day of January, 1966.

PETERSEN FURNITURE CO.

By [Signature]  
President

By [Signature]  
Secretary

ATTEST:

[Signature]  
Assistant Secretary

ENCO, INC. has caused the foregoing Agreement of Mergers, adopted and certified as above, to be signed by its President and Secretary under its corporate seal this 30<sup>th</sup> day of January, 1966.

ENCO, INC.

By [Signature]  
President

By [Signature]  
Secretary

ATTEST:


[Signature]  
Assistant Secretary



STATE OF IDAHO )  
                  ) ss.  
County of Ada )

On this 3<sup>rd</sup> day of January in the year 1966, before me,  
a Notary Public in and for the State of Idaho, personally appeared  
R. C. ENNIS known to me to be the President of PETERSEN FURNITURE CO.,  
the corporation that executed the instrument or the person who executed the  
instrument on behalf of said corporation, and acknowledged to me that said  
corporation executed the same.


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

  
Notary Public for the State of Idaho  
Residing at: Boise, Idaho

STATE OF IDAHO )  
                  ) ss.  
County of Ada )

On this 2<sup>nd</sup> day of January in the year 1966, before me,  
a Notary Public in and for the State of Idaho, personally appeared  
RICHARD W. ENNIS, known to me to be the President of ENCO, INC., the  
corporation that executed the instrument or the person who executed the  
instrument on behalf of said corporation, and acknowledged to me that said  
corporation executed the same.

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

  
Notary Public for the State of Idaho  
Residing at: Boise, Idaho