

Department of State.

CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, 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

SAM H. JONES FURNITURE & APPLIANCES, INC.

was filed in the office of the Secretary of State on the 10th day of February A.D. One Thousand Nine Hundred Fifty-four and duly recorded on Film No. 84 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

Blackfoot

in the County of

Bingham

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 10th day of February, A.D., 54 .

Secretary of State.

By

Acting Secretary of State

Domestic

ARTICLES OF INCORPORATION
OF
SAM H. JONES FURNITURE & APPLIANCES, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all of whom are bona fide residents of the State of Idaho, and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and that we hereby make, acknowledge, publish, declare and certify the following to be our Articles of Incorporation:

ARTICLE ONE

The name of this corporation shall be Sam H. Jones Furniture & Appliances, Inc..

ARTICLE TWO

The objects and purposes for which this corporation is formed are as principal, agent, or otherwise, to do in any part of the world any and every of the things herein set forth to the same extent as natural persons might and could do. In furtherance thereof, and not in limitation of the general powers conferred by the laws of the State of Idaho, we expressly provide that this corporation shall have the following objects, powers, rights and privileges:

(a) To acquire, own or operate any type of mercantile establishment at wholesale or retail, and to buy, sell, barter, exchange and generally deal in all types of goods, wares and merchandise.

(b) To engage in and carry on any general manufacturing, processing, merchandising or marketing business.

(c) To carry on the general business of repairing, storing, cleaning, altering or otherwise caring for or servicing or improving all manner and types of goods, wares and merchandise.

(d) To manufacture, construct, assemble, grow, raise, buy, sell, lease, hire, barter, exchange, repair, operate, transport,

install and deal in goods, wares and merchandise of every type or nature.

(e) To engage in any farming or agricultural pursuit and to buy, grow, raise, harvest, process, store, exchange and otherwise deal in farm produce and raise, feed, care for, buy, sell, hire, lease and otherwise deal in livestock, and to transact all business incidental or appurtenant thereto..

(f) To maintain and operate storage warehouses and cold storage plants and establishments, and the storage and deposit of goods and merchandise of every type and description, and to conduct all business appertaining thereto, including making advances on goods and merchandise stored and deposited with it, to have and to receive all the rights and emoluments thereunto belonging.

(g) To act as a factor, agent, or commission merchant, and receive, hold or dispose of property under consignment.

(h) To draw, accept, endorse, discount, buy, sell, and deliver checks, drafts, bills of exchange, notes, bonds, debentures, trust receipts, mortgages, contracts, conditional sales contracts, evidences of debt, assignments, orders, securities, and other obligations of all kinds and to guarantee payment thereof whether executed, drawn, accepted, assumed or created by it or by any other corporation, partnership or persons, or business enterprise, whenever necessary or convenient and to acquire, assign, own, sell, mortgage, pledge, and otherwise dispose of and deal in stocks, bonds, mortgages, securities, notes, contracts and commercial paper of corporations, partnerships, associations, or individuals.

(i) To apply for, or purchase or otherwise acquire, and to grant licenses for, the use of, and to sell, assign or otherwise deal in and use, patents, patent rights, privileges, licenses, trade marks, trade names, devices and improved or secret processes of every sort and description necessary or incidental to the purposes specified hereinabove.

(j) To purchase, hold, sell, improve, lease and enjoy real estate; to erect, manage, care for and maintain, extend and alter buildings thereon, and to lease, mortgage, encumber, and sell the same in such parts or parcels, improved or unimproved, and on such terms as to time and manner as may be agreed upon.

(k) To purchase, lease, or otherwise acquire, in whole or part, the business, good will, rights, franchises and property of every kind, and to undertake the whole or any part of the assets or liabilities, of any person, firm, association, or corporation engaged in or authorized to conduct any business similar to any business authorized to be conducted by this corporation, or by owning property necessary for its purposes, and to pay for the same in cash, in the stock or bonds of this company, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incident to the conduct of such business.

(l) To acquire, lease, exchange, own, hold, maintain and operate or cause to be operated trucks and truck lines, whether as private, common or public carrier.

(m) Subject to the provisions of law, the company may purchase, hold, sell or transfer 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 its capital.

(n) To hold, purchase or otherwise acquire, or be interested in, and to sell, assign, pledge or otherwise dispose of, shares of the capital stock, bonds, or other evidence of debt issued or created by any other corporation, whether foreign or domestic and whether now or hereafter organized; and while the holders of such 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.

(o) To manufacture, buy, sell and deal in chemicals, chemical compounds and chemically prepared proprietary articles.

(p) In the purchase or acquisition of property, business,

rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limits as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether unsecured or secured by mortgage, pledge, deed of trust or otherwise.

ARTICLE THREE

That the location and Post Office address of the registered office and principal place of business of said corporation in the State of Idaho is Blackfoot, in the County of Bingham, State of Idaho.

ARTICLE FOUR

That the duration of this corporation shall be perpetual unless dissolved by process of law.

ARTICLE FIVE

That the amount of capital stock of said corporation shall be ONE HUNDRED THOUSAND AND NO/100 DOLLARS (\$100,000.00) divided into one hundred thousand shares of the par value of ONE DOLLAR (\$1.00) per share and that from time to time the amount of such stock may be issued in such amounts and proportions as shall be determined by the Board of Directors as may be permitted by law, subject, however, to the provisions made hereafter; and that the holders, owners or possessors of such stock shall be entitled to such rights, voting power and preferences and shall be subject to such restrictions as may be now or hereafter created or imposed by law.

ARTICLE SIX

(a) That save as hereinafter provided, no share or interest in the company shall at any time be transferred to any person not already a shareholder, so long as any shareholder is willing to purchase said share or interest at the same price and on the same terms as would govern upon a transfer to a person not already a shareholder.

(b) That in order to ascertain whether any shareholder is willing to purchase any such share or interest, at such price and upon such terms, the person, whether a shareholder of the company or not, proposing to transfer the same, hereinafter called the "retiring shareholder", shall give notice in writing by registered mail or personal service, to the company and to each of the other shareholders at the address listed on the corporation books, that he desires to transfer the same, specifying the price and terms proposed, and such notice shall constitute the company his agent for the sale of the share or other interest to any shareholder or shareholders of the company at the price and upon the terms specified.

(c) That if any one or more shareholders hereinafter referred to as the "purchasing shareholder," desire to purchase such share or interest for the price and terms offered they shall give notice thereof to the company or the retiring shareholder, and the retiring shareholder shall thereupon be bound to transfer such share or interest according to the terms of the offer.

(d) That if in any case the retiring shareholder after becoming bound as aforesaid, makes default in transferring such share or interest, the company may receive the purchase money and shall thereupon cause the name of the purchasing shareholder to be entered upon the register as the holder of such share or interest, and shall hold the purchase money in trust for the retiring shareholder, his executors, administrators or assigns, and the receipt of the company for the purchase money shall be a good discharge to the purchasing shareholder, and he shall not be bound to see to the application thereof, and after the name of the purchasing shareholder has been entered in the register in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person, and the purchasing shareholder shall be deemed and taken to be the owner of the said share or interest.

(e) In case more than one shareholder desires to purchase the share or interest of the retiring shareholder so offered for sale and the purchasing shareholders don't otherwise agree among themselves, the share or interest transferred shall be transferred to the purchasing shareholders in proportion to their respective shares or interests in the company at the time of the offer, making all necessary adjustments to avoid fractions of shares and for that purpose giving the preference in all cases to shareholders who have the largest holdings.

ARTICLE SEVEN

That save and except the stock subscribed for by these incorporators in the amounts set out hereafter and the designation of stock dividends, if any, no capital stock of the said corporation shall at any time be issued or allotted, except upon the terms of the then existing shareholders having the prior right to subscribe for and take such additional capital stock at par, in proportion to their holdings, subject to such regulations and adjustments as the directors from time to time determine upon, with a view to avoiding the allotment of fractional shares.

ARTICLE EIGHT

The power to make, amend or repeal by-laws shall be in the shareholders, who may designate such power upon the directors as provided by law, provided that such power may be exercised by a majority vote of the allotted shareholders or directors, as the case may be.

ARTICLE NINE

The business of such corporation shall be managed by a board of not less than three nor more than fifteen directors, the number, qualifications, terms of office, manner of election and powers and duties of such directors shall be such as may be prescribed by law, these articles, and such by-laws as may be adopted.

ARTICLE TEN

The following named persons shall serve as officers and directors until their successors are duly elected and qualified, to-wit:

Sam H. Jones, Blackfoot, Idaho, director and chairman of the board of directors;

Samuel Doyle Jones, Blackfoot, Idaho, director and president;

Clarence H. Jones, Blackfoot, Idaho, director and vice-president;

Clyde V. Kofoed, Blackfoot, Idaho, director and secretary.

Ralph Curtis, Pocatello, Idaho, director.

ARTICLE ELEVEN

That the amount of capital stock of said corporation which has been actually subscribed is \$10.00, and the following are the names and post office addresses of each subscriber and incorporator and the number and par value of shares subscribed for by each;

<u>Names</u>	<u>Post Office Address</u>	<u>Shares</u>	<u>Value</u>
Sam H. Jones	Blackfoot, Idaho	one	\$1.00
Emily Jones	Blackfoot, Idaho	one	\$1.00
Samuel Doyle Jones	Blackfoot, Idaho	one	\$1.00
Lucille G. Jones	Blackfoot, Idaho	one	\$1.00
Clarence H. Jones	Blackfoot, Idaho	one	\$1.00
Marcine G. Jones	Blackfoot, Idaho	one	\$1.00
Clyde V. Kofoed	Blackfoot, Idaho	one	\$1.00
Shirley Kofoed	Blackfoot, Idaho	one	\$1.00
Ralph Curtis	Pocatello, Idaho	one	\$1.00
Orva Curtis	Pocatello, Idaho	one	\$1.00

IN WITNESS WHEREOF, We have hereunto subscribed our names this 8th day of February, 1954.

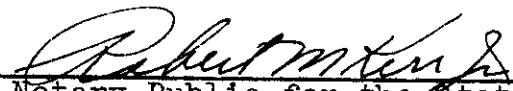
Sam H. Jones
Sam H. Jones
Samuel Doyle Jones
Samuel Doyle Jones
Clarence H. Jones
Clarence H. Jones
Clyde V. Kofoed
Clyde V. Kofoed
Ralph Curtis
Ralph Curtis

Emily Jones
Emily Jones
Lucille G. Jones
Lucille G. Jones
Marcine G. Jones
Marcine G. Jones
Shirley Kofoed
Shirley Kofoed
Orva Curtis
Orva Curtis

STATE OF IDAHO)
 : ss.
County of Bingham)

On this 8th day of February, 1954, before me, Robert M. Kerr, Jr., a Notary Public in and for said State, personally appeared Sam H. Jones, Emily Jones, Samuel Doyle Jones, Lucille G. Jones, Clarence H. Jones, Marcine G. Jones, Clyde V. Kofoed, and Shirley Kofoed, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they 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 Blackfoot, Idaho

My commission expires:
January 19, 1958.

STATE OF IDAHO)
 : ss.
County of Bingham)

On this 8th day of February, 1954, before me, Robert M. Kerr, Jr., a Notary Public in and for said State, personally appeared Ralph Curtis and Orva Curtis, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they 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 Blackfoot Idaho

My commission expires:

January 19, 1955