



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

**SURPLUS FURNITURE OF MOSCOW, INC.**

was filed in the office of the Secretary of State on the 12th day of August A.D., One Thousand Nine Hundred seventy and will be duly recorded on ~~Film No.~~ microfilm 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 Moscow, Idaho in the County of Latah

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 12th day of August, A.D., 19 70.

Pete T. Cenarrusa  
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION  
O F  
SURPLUS FURNITURE OF MOSCOW, INC.

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, ROY C. BURKE, JANET BURKE and JAMES B. DeMEERLEER, each being a natural person of full age and a citizen of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify as follows:

FIRST

That the corporate name of this corporation shall be:

SURPLUS FURNITURE OF MOSCOW, INC.

SECOND

That the purposes and objects for which said corporation is formed are as follows:

- (a) To carry on and conduct the business of retail or wholesale merchants of furniture, fixtures, household appliances, household furnishings, and floor coverings of every type and character and all business incidental or in any way connected therewith.
- (b) To buy, sell, exchange, contract for, own and hold personal property of every character and description and to sell, mortgage, lease and otherwise dispose of the same.
- (c) To construct, acquire, operate, hire, lease, mortgage, sell or otherwise dispose of such real property as may be necessary or incidental to the carrying on of the business of the corporation.

- (d) To purchase, lease, or otherwise acquire in whole or in part, the business, assets, good will, rights, franchises and property of every kind and to take over the whole or any part of such assets and/or liabilities of any firm, person, association, or corporation engaged in or having authority to engage in the same general type of business authorized to be conducted by this corporation, or owning property, either real or personal, necessary or suitable for its purposes, and to pay for the same in cash or in the stocks and bonds of this corporation, or otherwise; and 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 incidental to the carrying on of such business.
- (e) To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, assign, transfer, or otherwise dispose of shares of capital stock of this corporation.
- (f) To enter into any contract, pension trust, cooperative agreement or profit sharing plan with its officers and/or employees which the corporation may deem advantageous or expedient or to otherwise reward or pay such persons for their services as the directors of the corporation may deem fit.
- (g) To borrow money for the purposes of this corporation and to issue bonds, notes or debentures or other evidences of the indebtedness therefor and to secure the same by mortgage or pledge of personal property, including the income of the corporation, or by mortgage of real or personal property, executed in trust or otherwise.
- (h) To exercise generally the powers customarily exercised by business corporations and particularly the powers provided by the laws of the State of Idaho referring especially to §30-114, Idaho Code.
- (i) To carry on any other business, or to do anything in connection with the objects and purposes above mentioned that may be necessary or proper to accomplish successfully or promote the said objects and purposes.

The foregoing clauses, by reason of the specific enumeration of these powers, shall not be held to restrict the power of the corporation to do any of the things within the purview of its general purposes.

### THIRD

That this corporation shall have perpetual existence.

### FOURTH

That the location and post office address of the registered office of this corporation in the State of Idaho and its principal place of business shall be as follows:

430 West Third Street  
Moscow, Latah County, Idaho

### FIFTH

That the capital stock of this corporation shall consist of FIFTY THOUSAND (50,000) SHARES of common stock, having a par value of ONE DOLLAR (\$1.00) per share and an aggregate par value of FIFTY THOUSAND DOLLARS (\$50,000.00); each of such shares shall be non-assessable when fully paid for.

The capital stock of this corporation shall not be divided into classes, but shall consist of one class only, that being common stock; and each share of stock shall be entitled to one vote in all matters wherein the shareholders of this corporation shall be entitled to vote, and each share shall in all respects be equal to every other share.

The capital stock shall be transferred only in accordance with such rules and regulations as are established by the By-Laws of the corporation and all restrictions relative to the transfer of shares of stock of the corporation shall be noted on the stock certificates issued by the corporation.

### SIXTH

That the name and post office address of each of the incorporators, and the number of shares of the capital stock of this corporation described in the preceding paragraph subscribed to by each is as follows:

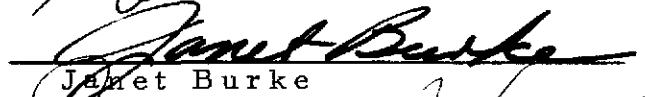
| <u>Name</u>         | <u>Address</u>        | <u>Shares</u> |
|---------------------|-----------------------|---------------|
| ROY C. BURKE        | Clarkston, Washington | 1             |
| JANET BURKE         | Clarkston, Washington | 1             |
| JAMES B. DeMEERLEER | Moscow, Idaho         | 1             |

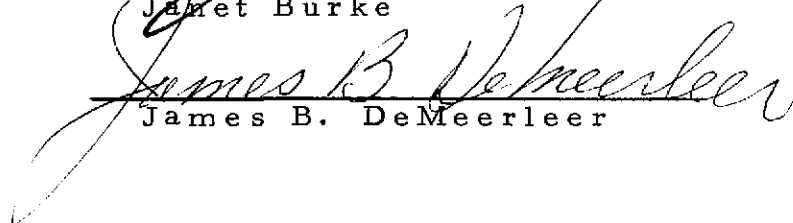
SEVENTH

That the right and power to adopt, repeal, alter, rescind and amend the by-laws of this corporation and to adopt new by-laws is hereby expressly conferred upon the Board of Directors of this corporation as provided in §30-132(7), Idaho Code.

WITNESS our hands this 10<sup>th</sup> day of August, 1970.

  
Roy C. Burke

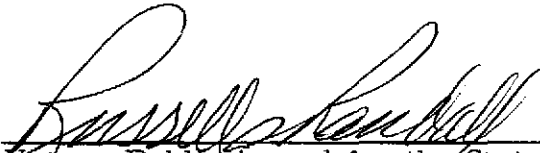
  
Janet Burke

  
James B. DeMeerleer

STATE OF IDAHO                    )  
  ) ss.  
County of Nez Perce                )

On this 10<sup>th</sup> day of August, 1970, before me, the undersigned, a Notary Public in and for said State, personally appeared ROY C. BURKE, JANET BURKE and JAMES B. DeMEERLEER, known to me to be the persons whose names are subscribed to the foregoing 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 hereinabove first written.

  
\_\_\_\_\_  
Notary Public in and for the State of  
Idaho, residing at Lewiston, therein.