



**CERTIFICATE OF INCORPORATION
OF**

QUILTS, LTD.

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: **June 1, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION

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CLERK OF STATE

QUILTS, LTD.

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WE, THE UNDERSIGNED, Hereby incorporate ourselves under the Idaho
Business Corporation Act [8830-1-1ff. I.C.].

ARTICLE I

The name of the corporation is:

QUILTS, LTD.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The purpose for which the corporation is organized is the transaction
of any or all lawful business for which corporations may be organized under the
act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority
to issue is 5,000, such shares to be of the same class and of \$1 par value each.

ARTICLE V

The address of the initial registered office of the corporation is:

114 Dandelion E.
Sun Valley ID 83353

and the name of its initial registered agent at such address is MARIAN CONLEY.

ARTICLE VI

The number of directors constituting the initial board of directors is
two, and the names and addresses of the persons who are to serve as directors until

the first annual meeting of shareholders, or until their successors shall be elected and qualify, are:

BEVERLY B. REEVES	Box 391	Ketchum ID 83340
		and
MARIAN CONLEY	Box 1700	Sun Valley ID 83353

ARTICLE VII

The name and address of each incorporator, are:

BEVERLY B. REEVES	Box 391	Ketchum ID 83340
		and
MARIAN CONLEY	Box 1700	Sun Valley ID 83353

Executed at Sun Valley, Idaho, this June 1, 1989.

Beverly B. Reeves
BEVERLY B. REEVES

Marian Conley
MARIAN CONLEY