

ARTICLES OF INCORPORATION

**FILED**

OF

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NATIONAL MATTRESS, INC.

STATE OF IDAHO

The undersigned, being over the age of eighteen (18), acting as incorporator of a Corporation under the Idaho Business Corporation Act hereby adopts, in duplicate, the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be:

NATIONAL MATTRESS, INC.

ARTICLE II

DURATION OF CORPORATION

The period of duration of the Corporation shall be perpetual.

IDAHO SECRETARY OF STATE

12/10/1999 09:00  
CK: 3009 CI: 96492 IN: 272584

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ARTICLE III

CORPORATE PURPOSES

The purpose or purposes for which the Corporation is organized are:

To engage in and carry on any lawful business or trade and to exercise all powers granted to a corporation formed under the Idaho Business Corporation Act, including any amendments thereto or successor statute that may hereinafter be enacted.

ARTICLE IV

CAPITALIZATION

The aggregate number of shares that the Corporation shall have the authority to issue is 10,000 shares of common stock having a par value of \$0.00 per share. There shall be no other class or shares of stock in the Corporation. The Corporation shall have the right to purchase,

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take, receive or otherwise acquire, hold, own, pledge, transfer and dispose of its own shares, to the extent of both its unrestricted and unreserved capital surplus.

## ARTICLE V

### NO PREEMPTIVE RIGHTS

The owners of shares of stock of the Corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends, or otherwise.

## ARTICLE VI

### NO CUMULATIVE VOTING

Each shareholder entitled to vote at any election for Directors shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has a right to vote, and no shareholder shall be entitled to cumulate his votes.

## ARTICLE VII

### GENERAL PROVISIONS

#### Section 1.

The Board of Directors shall have full power to adopt, alter, amend, or repeal the Bylaws or adopt new Bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend, or repeal the Bylaws.

#### Section 2.

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the Corporation are granted subject to this reservation.

#### Section 3.

The Corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its Directors, officers, and shareholders and with Corporations, associations, firms, and entities in which they are or may be or become interested as Directors,

officers, shareholders, members, or otherwise, as freely as though such adverse interests did not exist, even though the vote, action, or presence of such Director, officer, or shareholder may be necessary to obligate the Corporation upon such contracts or transactions; and in the absence of fraud, no such contract or transaction shall be avoided and no such Director, officer, or shareholder shall be held liable to account to the Corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of Directors and officers of the Corporation (but not in the case of shareholders who are not Directors or officers), the nature of the interest of such Director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the Corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a Director or officer of the Corporation is interested in any Corporation, association, firm, or entity shall be sufficient disclosure as to such Director or officer with respect to all contracts and transactions with that Corporation, association, firm, or entity.

### ARTICLE VIII

#### REGISTERED OFFICE AND ADDRESS

The address of the initial registered office of the Corporation is 6235 Sunshine Street, Suite 3 , Coeur d'Alene, Idaho, 83815, and the name of its initial registered agent at such address is Michael O'Neill, 6235 Sunshine Street, Suite 3, Coeur d'Alene, Idaho, 83815.

### ARTICLE IX

#### BOARD OF DIRECTORS

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the Directors shall be prescribed in the Bylaws, but the number of first Directors shall be three (3), unless the number of shareholders shall be less than three, in which event the number of the first Directors may be equal to the number of shareholders, and they shall serve until the first annual meeting of shareholders or until their successors are elected and qualified; the names and post office addresses of the first Directors are as follows:

#### Name

#### Address

Michael O'Neill

6235 Sunshine Street, Suite 3  
Coeur d'Alene, Idaho 83815

Sondra O'Neill

6235 Sunshine Street, Suite 3  
Coeur d'Alene, Idaho 83815

ARTICLE X

INCORPORATORS

The name and address of each incorporator is:

Name

Address

Michael O'Neill

6235 Sunshine Street, Suite 3  
Coeur d'Alene, Idaho 83815

Executed in duplicate this 7<sup>th</sup> day of December 1999.

A handwritten signature in cursive script, appearing to read "Michael O'Neill", written over a horizontal line.

Michael O'Neill