

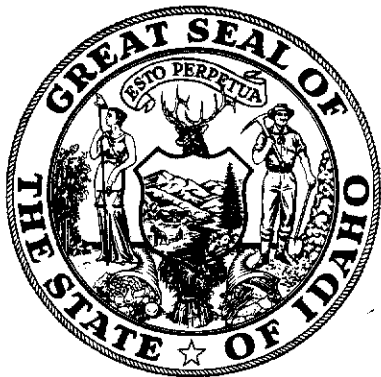
CERTIFICATE OF INCORPORATION  
OF

FRICK'S FINE FURNITURE, INC.

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: May 1, 1985



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
FRICK'S FINE FURNITURE, INC.

THE UNDERSIGNED, TODD WALKER, a person over 18 years of age, for the purpose of forming a business corporation under the laws of the State of Idaho signs and delivers in duplicate to the Secretary of State of the State of Idaho the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be FRICK'S FINE FURNITURE, INC.

ARTICLE II

The period of the duration of the corporation shall be perpetual.

ARTICLE III

The purposes for which the corporation is formed are as follows:

1. To engage in the manufacture, assembly and sale of furniture and related activities, and to perform and do all things necessary or desirable in connection with such operation.
2. To engage in generally and carry on any lawful business or trade which may, in the judgment of the Board of Directors, at any time be necessary, useful or advantageous to the corporation.
3. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Idaho, and to

the extent not prohibited by law, this corporation shall also have the following powers:

- (a) To acquire by purchase or otherwise and to hold, own, cancel, reissue, sell, pledge, and otherwise deal in the stock of this corporation or any other corporation as allowed by law.
- (b) To acquire, by purchase or otherwise, and to hold, own, cancel, reissue, sell, pledge and otherwise to deal in the bonds, debentures, notes and securities and obligations of this or any other corporation.
- (c) To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes and objects of this corporation or which is calculated directly or indirectly to promote the welfare or interest of the corporation or enhance the value or render profitable any of its property or rights.
- (d) To do any and all of the things provided in this Article to the same extent a natural person might do acting in any place and capacity, alone or with others.

#### ARTICLE IV

The total number of shares of stock authorized and which may be issued by this corporation is 50,000 which shall have \$0.00 (zero) par value per share.

#### ARTICLE V

The corporation will not commence business until consideration of the value of \$500.00 has been received for the issuance of shares.

#### ARTICLE VI

The name of the initial registered agent of the corporation and the address of the initial registered office of the corporation are TODD WALKER, N. 7224 Government Way, Dalton Gardens, Idaho.

#### ARTICLE VII

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 permitted by law, and all rights of stockholders or others are subject to this reservation.

#### ARTICLE VIII

##### Miscellaneous provisions:

1. The number of directors of the corporation shall be fixed as provided in the Bylaws, and may be changed from time to time by amending the Bylaws as therein provided, but the number of directors shall not be less than three, unless there be fewer than three stockholders, in which event there may be as few directors as there are stockholders.
2. In furtherance of and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to make, alter and repeal the Bylaws of the corporation, subject to the power of the stockholders of the corporation to change or repeal such Bylaws.
3. The corporation may enter into contract and otherwise transact business as vendor, purchaser or otherwise, with its directors, officers and stockholders and with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, stockholders, 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 stockholder may be necessary to obligate the corporation thereon, and absent fraud, no such action shall be avoided by the corporation nor shall any such officer, director or stockholder be required to account

for, or be held liable to the corporation by reason of stock ownership in, or any fiduciary relationship to, the corporation for any profits 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 stockholders 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.

4. Any contract, transaction or act of the corporation or of the directors or of any officers of the corporation which shall be ratified by a majority of a quorum of the stockholders of the corporation at any annual meeting or any special meeting called for such purpose or by all of the stockholders in writing with or without a meeting shall, insofar as permitted by law, be as valid and as binding as though ratified by every stockholder of the corporation at a regular meeting called for such purpose.
5. The pre-emptive rights of the shareholders to require additional shares or treasury shares of the corporation shall be denied.

#### ARTICLE IX

There will initially be two (2) directors, whose names and post office addresses are as follows:

<u>Name</u>	<u>Post Office Address</u>
TODD WALKER	N. 7224 Government Way Dalton Gardens, ID
MARK WALKER	N. 1622 Division Spokane, WA 99207


The term of office of the initial directors shall be until the first annual meeting of the stockholders of the corporation, to be held on May 15, 1985, and until their successors are elected and qualified.

#### ARTICLE X

The name and post office address of the incorporator are as follows:

TODD WALKER  
N. 7224 Government Way  
Dalton Gardens, ID

IN WITNESS WHEREOF, the incorporator has signed these Articles of Incorporation in duplicate on this 26th day of April, 1985.

  
\_\_\_\_\_  
TODD WALKER

#### CONSENT TO SERVE AS REGISTERED AGENT

I, TODD WALKER, hereby consent to serve as Registered Agent, in the State of Idaho, for FRICK'S FINE FURNITURE, INC. I understand that as agent for the corporation it will be my responsibility to receive service of process in the name of the corporation, to forward all mail to the corporation, and to immediately notify the office of the Secretary of State in the

event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

4/26/85  
Date

Todd Walker  
TODD WALKER

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