



**CERTIFICATE OF INCORPORATION  
OF**

THE MOTH SHOP, 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: January 16, 1987



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

OF

THE MOTH SHOP, INC.

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KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age, citizens of the United States and residents of the State of Idaho, in order to form a corporation do hereby voluntarily associate ourselves together under and pursuant to the laws of the State of Idaho and do hereby certify and declare as follows:

ARTICLE I

NAME

The name of this corporation to be used in all its dealings and transactions is THE MOTH SHOP, INC.

ARTICLE II

PURPOSE

The purpose of the corporation is for the sale of new and used furniture and appliances, and to further engage in any and all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE III

DURATION

The corporation is to have perpetual existence.

#### ARTICLE IV

##### REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's initial registered office in the State of Idaho is 1195 North Haskett, City of Mountain Home, County of Elmore, State of Idaho 83647. The name of the corporation's initial registered agent is Larry Mangini, 1195 North Haskett, Mountain Home, Idaho 83647.

#### ARTICLE V

##### STOCK

The total authorized number of par value shares of stock is 10,000. The aggregate par value of the total authorized number of par value shares is \$10,000.00.

#### ARTICLE VI

##### CLASS OF STOCK

The Corporation is authorized to issue only one class of stock and all issued stock shall be held of record by not more than fifteen (15) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

#### ARTICLE VII

##### INCORPORATORS

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

NAMES	ADDRESSEES	SHARES
Larry Mangini	1195 North Haskett Mtn. Home, ID 83647	3,000
Betty June Mangini	1195 North Haskett Mtn. Home, ID 83647	3,000

#### ARTICLE VIII

##### DIRECTORS

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 the shareholders or until their successors are elected and qualify are:

Larry Mangini  
1195 North Haskett  
Mountain Home, ID 83647

Betty June Mangini  
1195 North Haskett  
Mountain Home, ID 83647

#### ARTICLE IX

##### TRANSFER OF SHARES

No stock of this corporation shall be issued or transferred to any person who is not an officer or director of this corporation, except with the consent of the board of directors evidenced by a resolution duly passed at a regular meeting of the board or at a special meeting called for that purpose. Every shareholder who for any reason shall cease to be an officer or director, his personal representatives, legatees or assigns shall be required to offer in writing to sell to the board of directors the number of shares of the

capital stock held by them to such person or persons as the board of directors shall designate by a resolution duly passed at and for the same sum per share as is determined by the parties to be the net worth of the corporation divided by the number of shares issued for the said corporation.

#### ARTICLE X

##### POWERS

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred hereon on stockholders, directors and officers are subject to this reserved power.

#### ARTICLE XI

##### OFFICERS

Until the first annual meeting of the stockholders and the election and qualification of the officers, the following persons shall serve as the officers:

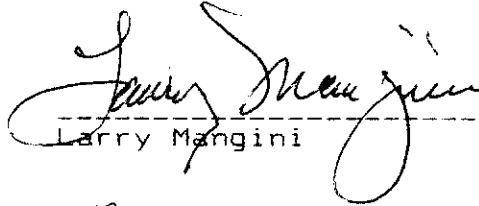
President: Larry Mangini

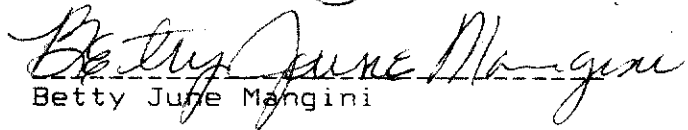
Vice-President: Betty June Mangini

Treasurer: Larry Mangini

Secretary: Betty June Mangini

IN WITNESS WHEREOF, We have hereunto set our hand  
and seals this 13 day of January, 1987.

  
\_\_\_\_\_  
Larry Mangini

  
\_\_\_\_\_  
Betty June Mangini

STATE OF IDAHO,                    )  
                                          ) ss.  
County of Elmore.                )

ON THIS 13 day of January in the year 1987,  
before me, the undersigned, a Notary Public in and for said  
State, personally appeared LARRY MANGINI and BETTY JUNE  
MANGINI, 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 in this certificate  
first above written.

  
\_\_\_\_\_  
NOTARY PUBLIC FOR IDAHO  
Residing at:  
My Commission Expires: