

ARTICLES OF INCORPORATION
of
2 Day's Floor Covering, Inc.

FILED
99 MAR 17 AM 8:32
SECRETARY OF STATE
STATE OF IDAHO

The undersigned person, acting as incorporator of a small business corporation under the laws of the State of Idaho as contained in Title 30 of the Idaho code entitled "General Business Corporation Act," hereby adopts the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is 2 Day's Floor Covering, Inc..

ARTICLE II
SHARES

The total number of shares which the corporation shall have authority to issue is 100 shares of no par value stock. All of said stock shall be known as common stock and shall be nonassessable.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Jennifer L Day
803 West Young
Bannock County
Pocatello, Idaho 83204

ARTICLE IV
PLACE OF BUSINESS

The address of the registered office shall be:

803 West Young
Bannock County
Pocatello, Idaho 83201

IDAHO SECRETARY OF STATE
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ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by law for the purpose of laying floor coverings.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Jennifer L Day
803 West Young
Pocatello, Idaho 83204

Dennis Paul Day
803 West Young
Pocatello, Idaho 83204

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of duty of loyalty, (ii) acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director of Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock in this corporation held by him or her without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date in which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

ARTICLE IX INCORPORATORS

The name and address of the incorporator is:

Jennifer L Day
803 West Young
Pocatello, Idaho 83204

ARTICLE X DURATION

The period of duration of this corporation shall be perpetual.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

Jennifer L. Day
Jennifer L. Day
803 West Young
Pocatello, Idaho 83201

State of Idaho, County of Bannock, ss:

Subscribed and sworn to (or affirmed) before me this 4 day of March, 1999.

Jennifer Bowman
Notary Public
My Commission Expires 4/10/2001