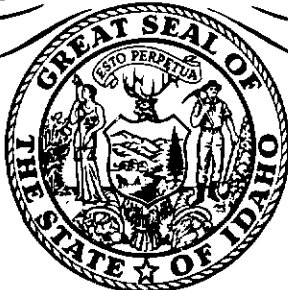


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

NELSON'S FABRIC TREE, INC.

was filed in the office of the Secretary of State on the **seventh** day of **July** A.D., One Thousand Nine Hundred **seventy-two** and ~~will be~~ /duly recorded on ~~Film No.~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Lewiston, Idaho** in the County of **Nez Perce**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **7th** day of **July**, A.D., **73**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
NELSON'S FABRIC TREE, INC.

WE, the undersigned all of whom are of full age and citizens of the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of Idaho; and we hereby set forth, declare, certify and adopt the following Articles of Incorporation.

ARTICLE I. The name of the corporation is NELSON'S FABRIC TREE, INC.

ARTICLE II. The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to or inference from the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed; now, therefore, the object, business, and purposes of this corporation shall be as follows, to-wit:

To engage in and conduct a retail sales business for the sale of sewing machines and fabrics of every kind and nature, and to engage in and conduct a business for the maintenance and repair of sewing machines.

To establish, purchase, lease as lessee, or otherwise acquire, to own, operate and maintain, and to sell, mortgage, deed in trust, lease as lessor, and otherwise dispose of retail stores and departments therein; to buy, sell, trade, deal in, and deal with goods, wares, merchandise of every kind and nature, and to carry on such business as wholesaler, retailer, importer, and exporter;

to acquire all merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business.

To acquire, own, rent, buy and sell such real and personal property, vehicles, equipment, machinery and all other facilities deemed necessary and expedient for the conduct of the business of the corporation.

To borrow money, and to make and issue notes, bonds, debentures, obligations, and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, or otherwise, and to secure the same by mortgage, pledge, or otherwise, and generally to make and perform agreements and contracts of every kind and description.

To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of, or turn to account or deal with, all or any part of the property of the corporation.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental to or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

ARTICLE III. The duration of the corporation is perpetual existence.

ARTICLE IV. The location and address of the registered office of the corporation in the State of Idaho, is Lewiston Shopping Center, Lewiston, County of Nez Perce, State of Idaho.

ARTICLE V. The total authorized number of par value shares is Ten Thousand (10,000) with a par value of Ten Dollars (\$10.00) per share. The aggregate par value of the total authorized number of par value shares is One Hundred Thousand Dollars (\$100,000.00).

ARTICLE VI. The stock of the corporation consists of Ten Thousand (10,000) shares of common stock, all of the same class, with a par value of Ten Dollars (\$10.00) per share. At all meetings of the stockholders and at all

elections of directors every stockholder of record shall be entitled to one vote for each share of stock standing in his name on the books of the corporation.

ARTICLE VII. The names and post office address of each of the incorporators and the number of shares for which each subscribes is as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>	<u>Aggregate Par Value</u>
Henry F. Nelson	Lewiston, Idaho	1	\$10.00
Marie J. Nelson	Lewiston, Idaho	1	\$10.00
Patrick H. Nelson	Moscow, Idaho	1	\$10.00
Barbara Nelson	Moscow, Idaho	1	\$10.00
	TOTAL	<u>4</u>	<u>\$40.00</u>

ARTICLE VIII. Only stockholders shall be eligible and qualify for the Board of Directors.

ARTICLE IX. The holders of stock of this corporation shall not be held individually responsible as such stockholders for any debts, contracts, liabilities or engagements of the corporation, and shall not be liable for assessments to restore impairments in the capital of the corporation, nor shall such stock be liable to assessment for any purpose.

ARTICLE X. Unless otherwise determined by the Board of Directors no holder of stock of the corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any stock of any class which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes and whether out of unissued shares authorized by the certificate of incorporation of the corporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issue thereof, and whether issued for cash, labor done, personal property, or real property, or leases thereof, nor shall he be entitled to any right of subscription to any thereof; nor, unless otherwise determined by the Board of Directors,

shall any holder of any shares of the capital stock of the corporation be entitled as such, as a matter of right, to purchase or subscribe for any obligation which the corporation may issue or sell that shall be convertible into or exchangeable for any shares of the stock of the corporation of any class or classes, or to which shall be attached or appurtenant any warrant or warrants or other instrument or instruments that shall confer upon the holder or holders of such obligation the right to subscribe for or purchase from the corporation any shares of its capital stock of any class or classes.

IN WITNESS WHEREOF, we, the undersigned, being each of the original subscribers to the capital stock hereinbefore named, and being all of the incorporators hereinabove named, for the purpose of forming a corporation to do business within and without the State of Idaho, and in pursuance of the Business Corporation Act of the State of Idaho, being Chapter 1 of Title 30 of the Idaho Code, and the acts amendatory thereof and supplemental thereto, do make and file these articles, hereby declaring and certifying that the facts hereinabove stated are true, and do respectively agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set our hands and seals this 29th day of JUNE, 1972.

Henry F. Nelson
Henry F. Nelson

Marie J. Nelson
Marie J. Nelson

Patrick H. Nelson
Patrick H. Nelson


Barbara Nelson
Barbara Nelson

STATE OF I D A H O)
County of Nez Perce) ss.

On this 29th day of JUNE, 1972, before me,
the undersigned, a Notary Public in and for the State of
Idaho, personally appeared HENRY J. NELSON, MARIE J.
NELSON, PATRICK H. NELSON and BARBARA NELSON, known to
me to be the persons whose names are subscribed to the
within 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.

(SEAL)


Notary Public in and for the State
of Idaho, Residing at Lewiston,
therein.