

# State of Idaho

## Department of State

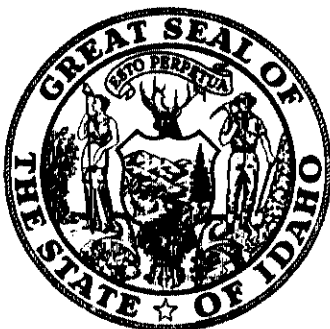
### CERTIFICATE OF INCORPORATION OF

THE ENGLISH GROUP, 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: September 8, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*[Signature]*

**ARTICLES OF INCORPORATION**

**OF**

**THE ENGLISH GROUP, INC**

RECEIVED  
SEC. OF STATE

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Know all men by these presence that we, the undersigned, all being of full age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify in writing as follows:

**ARTICLE I**

**NAME**

The name of said corporation shall be The English Group, Inc.

**ARTICLE II**

**PURPOSES AND POWERS**

The purposes and powers for which said corporation is formed are as follows:

1. To manufacture, distribute, inventory, sell, trade and deal in furniture, appliances, equipment and home furnishings and accessories of all types and kinds.
2. To purchase and acquire, through issuance of its capital stock or otherwise, and to own, hold, lease, sell, exchange, subdivide, mortgage, operate, improve, landscape, maintain, equip, and otherwise develop, occupy or use, and deal in, any and all types of real estate, any and all other types of property, real or personal, of every kind and description whatsoever.
3. To manufacture, produce, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign, distribute, transfer or otherwise dispose of and deal in any and all items of personal property.
4. To make, enter into, perform and carry out contracts of every kind and nature including, but not limited to, contracts and agreements of partnership and joint venture, with any person, firm, association, corporation or other legal entity for the purpose of engaging in any and all kinds of lawful business enterprises and ventures.

5. To acquire the goodwill, rights, property interests, franchises, options and assets of all other kinds and nature, and to undertake in whole or in part, the liabilities of any person, firm, association, corporation or other legal entity upon such terms and conditions as may be agreed upon, and to pay for the same in cash, stocks, bonds, debentures, or other securities of this corporation or otherwise.
6. To license, franchise, or in any other way establish or contract for the sale, distribution, or dissemination of any and all types of products manufactured, assembled, formulated, prepared or otherwise made available by this corporation.
7. To incur debt and to borrow, and to secure the payment of money in any lawful manner, including the issuance of bonds, warrants, debentures, notes or other evidences of indebtedness as may be necessary to accomplish and further the lawful activities of this corporation.
8. To acquire, by purchase or otherwise, shares of its own corporate stock, and to cancel the same or any part thereof, or to hold any or all of such stock for resale as treasury stock, or for the purpose of making stock dividends to its shareholders and to restrict the transferability of its outstanding shares to the extent reasonably necessary to protect the interests and rights of the corporation and its shareholders.
9. To acquire, by purchase or otherwise, stock, partnership interests, or other interests in any corporation, general partnership, limited partnership, or other legal entity.
10. Without limiting any of the objects, purposes or powers of the corporation enumerated hereinabove, it is hereby expressly declared and provided that said corporation shall have the power to do all acts or things necessary, incidental, or convenient to the promotion, either directly or indirectly of the interests of the corporation, or to enhance the value or render profitably any of its property or rights, and to carry on its business, or for the purpose of obtaining and furthering any of its objects, as hereinabove defined and specified, to do any and all acts and things which may now or hereafter be authorized or permitted by law.

The purposes specified hereinabove shall be construed both as purposes and power of this corporation, and shall be in no way limited or restriction by reference to, or inference from, the terms of any other clause in this or any other Article. The purposes and powers specified in each of the clauses herein shall be regarded as independent, and the enumeration of specified 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 things be deemed to exclude another which is not so expressed, although it be of a like kind or nature. Enumeration of this Article and of the purposes and powers of this corporation shall not be held to limit or restrict in any manner the general powers conferred upon business corporation by the laws of the state of Idaho, all of which powers and purposes are hereby expressly claimed.

### **ARTICLE III**

#### **DURATION**

The corporation shall have perpetual existence.

### **ARTICLE IV**

#### **REGISTERED OFFICE**

The registered office of said corporation shall be located in the County of Twin Falls, State of Idaho, and that the address of said registered office shall be 320 Main Avenue North, Twin Falls, Idaho 83301.

### **ARTICLE V**

#### **REGISTERED AGENT**

The registered agent for the corporation, for the purpose of receiving notices, service of process, shall be Gregory N. English, 320 Main Avenue North, Twin Falls, Idaho 83301.

### **ARTICLE VI**

#### **STOCK**

The capital stock of this corporation shall be composed entirely of stock of no par value, and the authorized number of shares of no par value stock shall be 5,000, which stock shall be common stock and shall be non assessable.

### **ARTICLE VII**

#### **OUTSTANDING SHARES**

The amount of capital stock of said corporation which has actually been subscribed for is 1 share, and the following is the name and address of said subscriber:

No. of Shares  
Subscribed

Gregory N. English

806 Cypress Way  
Twin Falls, ID 83301

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ARTICLE VIII

BOARD OF DIRECTORS

The business of the corporation shall be managed and controlled by a board of directors consisting of not less than one person, nor more than three, the exact number to be determined from time to time, by the shareholders.

That the initial Board of Directors shall be comprised of three persons, to wit:

Name of Director

Address of Director

Terry J. Garner

P.O. Box 41  
Kimberly, ID 83341

Gala Jill English

806 Cypress Way  
Twin Falls, ID 83301

Gregory N. English

806 Cypress Way  
Twin Falls, ID 83301

ARTICLE IX

INCORPORATOR

The following is the name and address of the incorporator:

J. Evan Robertson  
P.O. Box 1906  
Twin Falls, ID 83303

IN WITNESS WHEREOF, the undersigned has set his hand this 4<sup>th</sup> day of September, 1993.

  
J. Evan Robertson

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