

State of Idaho



Department of State

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

GEM FURNITURE COMPANY

was filed in the office of the Secretary of State on the **Ninth** day of **May** A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** 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 **Boise** in the County of **Ada.**

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 **9th** day of **May**, A.D., 19**61**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
GEM FURNITURE COMPANY

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are natural persons of full age, citizens of the United States of America and residents of the State of Idaho, have this day voluntarily associated ourselves together, and do hereby and by these Articles of Incorporation unite and associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho for the purposes hereinafter stated.

I.

The name of this corporation shall be "GEM FURNITURE COMPANY".

II.

The term for which this corporation shall exist shall be in perpetuity.

III.

The location and post office address of the registered office of this corporation in the State of Idaho shall be Boise, Ada County, Idaho.

IV.

The objects and purposes for which this corporation is formed shall be and are:

(1) To buy, sell, trade, manufacture, deal in and deal with goods, wares and merchandise of every kind and nature, and

to carry on such business as wholesalers, retailers, importers and exporters; to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business; and to carry on the business of interior decorating and furnishing of every nature and description.

(2) To purchase, lease or otherwise acquire real and personal property of all kinds in the United States or elsewhere, and to sell, exchange, lease, mortgage or otherwise deal with the whole or any part of such property or rights; and generally to do anything or perform any act which, in the judgment of the directors or stockholders of the company, shall be necessary or proper and conducive to the best interests of said company in accomplishing any of the objects or purposes herein set out.

(3) To purchase or otherwise acquire, lease, assign, mortgage, pledge, sell or otherwise dispose of any trade names, trademarks, processes, inventions, formulae, patents, patent rights or letters patent, processes of any nature whatsoever, either of the United States or of any foreign countries, and to accept and grant licenses thereunder.

(4) To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust,

debentures, securities, obligations, notes and other evidences of indebtedness of any corporation, stock company or association, nor or hereafter existing, and whether created by or under the laws of the State of Idaho, or otherwise, and while owners of any such shares of the capital stock or bonds or other property, to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person for that purpose from time to time, to the same extent as natural persons might or could do.

(5) To purchase, hold, sell and reissue the shares of the stock of this corporation.

(6) To buy, lease or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will and assets of any person, firm, association or corporation, either foreign or domestic, engaged in any business in which this corporation would have the right to engage under these Articles of Incorporation.

(7) To carry on any business whatsoever which the corporation may deem proper or convenient in connection with the purposes herein expressed, or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation, or to enhance the value of its property.

(8) To deal in and with goods, wares, merchandise and all other forms of personal property, without limitation, or any interest therein, whether within the State of Idaho or

elsewhere, to the same extent that a natural person might so do.

(9) To borrow money and otherwise incur indebtedness, without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, drafts, bills of exchange, negotiable instruments and all other evidence of indebtedness, negotiable or non-negotiable, whether secured or unsecured.

(10) For the purpose of securing all or any of its contracts, obligations or liabilities to convey, transfer, assign, deliver, mortgage, pledge or otherwise hypothecate all or any part of the property or assets at any time held or owned by this corporation.

(11) To conduct its business and exercise all or any of its powers as above specified, or otherwise, in the State of Idaho, or in any other state, territory or colony of the United States, the District of Columbia, or any other part of the world, as fully and to the same extent as natural persons might or could do, either alone or in association with others, and at its option to have one or more offices or places of business as shall be determined by its Board of Directors within the State of Idaho, in addition to its registered and principal place of business as set out in these Articles.

(12) It is the intention of the incorporators of this company that the foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific

objects and powers shall not be construed to limit or restrict in any manner the powers of the corporation, but said corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects hereinabove enumerated or incidental to the purposes and objects hereinabove named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which is permitted under the laws of the State of Idaho, under which this corporation is organized, to the same extent and as fully as a natural person might or could do.

V.

The business of this corporation shall be managed and conducted by a Board of at least ~~three~~ Directors, the first board to be elected at the first meeting of the stockholders of this corporation and the entire board to be elected annually thereafter at the annual meeting of the stockholders of this corporation.

VI.

The Board of Directors of this corporation may meet and transact the business of this corporation either at the principal place of business herein designated, or at such other place within or without the State of Idaho as may be at any time determined by the Board of Directors.

VII.

This corporation shall have a total authorized capital stock of ONE HUNDRED THOUSAND DOLLARS (\$100,000.00), divided into One Thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) per share.

VIII.

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

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
Alexander G. Findlay	Boise, Idaho	1	\$100.00
Marjorie C. Findlay	Boise, Idaho	1	\$100.00
Gaylord E. Krahn	Boise, Idaho	1	\$100.00
Marilyn C. Krahn	Boise, Idaho	1	\$100.00

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 28th day of April, 1961.

Alexander G. Findlay

Marjorie C. Findlay


Gaylord E. Krahn

Marilyn C. Krahn

STATE OF IDAHO)
) ss.
County of Ada)

On this 28th day of April, 1961, before me, a notary public in and for said state, personally appeared ALEXANDER G. FINDLAY, MARJORIE C. FINDLAY, GAYLORD E. KRAHN, and MARILYN C. KRAHN, 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.



Notary Public for Idaho
Residing at Boise, Idaho