

## 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

*SUPERB SLEEP CENTERS, INC.  
OF CALDWELL*

was filed in the office of the Secretary of State on the 20th day of October A.D., One Thousand Nine Hundred seventy-five 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 *Boise, Idaho* in the County of

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 20th day of October, A.D., 19 75 .

Pete T. Cenarrusa  
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION  
OF  
SUPERB SLEEP CENTERS INC. OF CALDWELL

WE, THE UNDERSIGNED natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Superb Sleep Centers, Inc. of Caldwell.

ARTICLE II - DURATION

Duration of this corporation is perpetual.

ARTICLE III - PURPOSES

The purposes for which this corporation is organized are:

- a. To own and operate retail sales stores to primarily sell mattresses, beds, bedding and related furnishings and accessories.
- b. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares or stock, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipts or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association, or corporation, or any government or subdivision, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use

its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

- c. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.
- d. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

#### ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 25,000 shares of par value stock at a value of \$1.00 per share. All stock of the corporation shall be of the same class, common, and shall have the same rights and preferences. Fully-paid stock of this corporation shall not be liable to any further call or assessment. Debt of the corporation shall be subject to the rules of the Corporate Commissioner. There will be no indebtedness at the time of organization.

#### ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

#### ARTICLE VI - SHAREHOLDER RIGHTS

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine. Shareholders shall have pre-emptive rights to acquire unissued shares of the stock of this corporation.

#### ARTICLE VII - CAPITALIZATION

This corporation will not commence business until consideration of a value of at least \$1,000.00 has been received for the issuance of shares.

#### ARTICLE VIII- INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office and the name of its original registered agent at such address is: William E. Morris, 4636 Berkshire Dr., Boise, Idaho 83704

#### ARTICLE IX - DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation is three. The names and addresses of persons who are to serve as Directors until the first annual meeting of stockholders are:

NAME, STREET ADDRESS, CITY AND STATE

Larry Spargo, P.O. Box 843, Ontario, Oregon

John DeMeyer, Mountain Home, Idaho

William E. Morris, 4636 Berkshire Dr., Boise, Idaho

#### ARTICLE X - INCORPORATORS

The Name and address of each Incorporator and shares subscribed are as follows:

NAME, STREET ADDRESS, CITY AND STATE:

SHARES SUBSCRIBED

John DeMeyer, 375 N2d East, Mountain Home,  
Idaho

One Share

Larry Spargo, P.O. Box 843, Ontario, Oregon

One Share

William E. Morris, 4636 Berkshire Dr.  
Boise, Idaho

One Share

ARTICLE XI

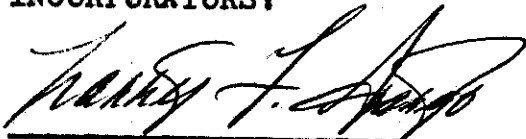
COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

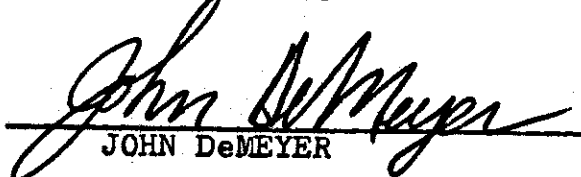
No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

DATED this 17<sup>th</sup> day of OCTOBER, 1975

INCORPORATORS:

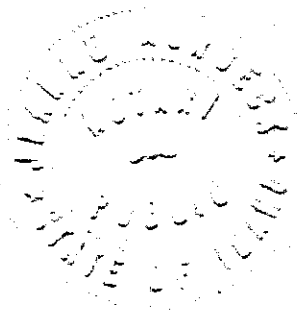
  
LARRY SPARGO

  
JOHN DeMEYER

  
WILLIAM E. MORRIS

STATE OF IDAHO       )  
COUNTY OF ADA       ) ss

I, Jeanne Morbeck, Notary Public, hereby  
certify that on the 17<sup>th</sup> day of October, 1975,  
Larry Spargo, John DeMeyer, and William E. Morris, personally  
appeared before me who, being by me first duly sworn, severally  
declared that they are the persons who signed the foregoing  
document as Incorporators and that the statements therein  
contained are true.



Jeanne Morbeck  
NOTARY PUBLIC  
Residing at Boise

My Commission Expires:

Jan. 8, 1979