

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

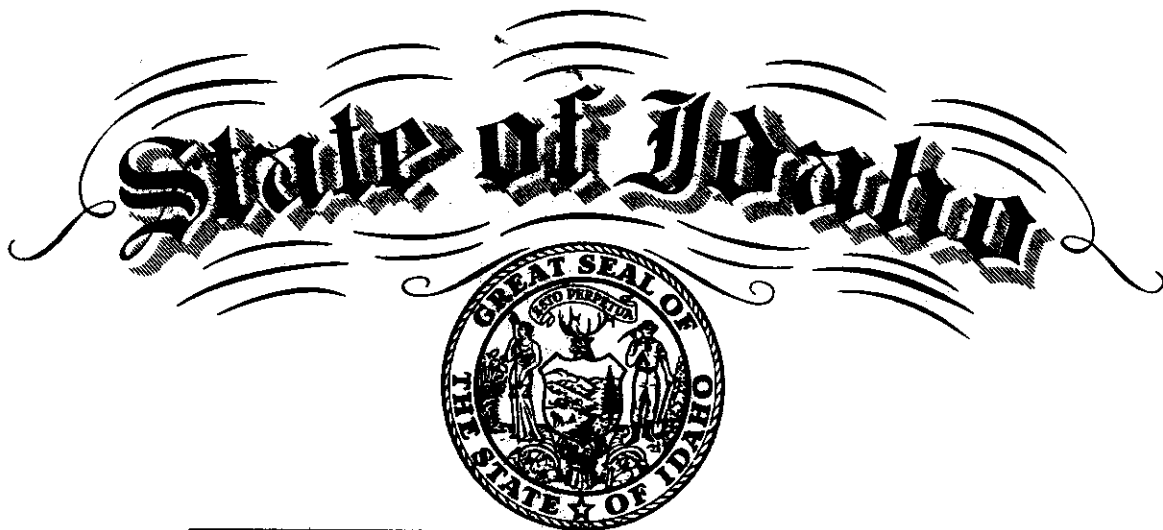
RAY BORMER CO.

was filed in the office of the Secretary of State on the **Tenth** day of **January**, **Sixty-six** A.D. One Thousand Nine Hundred **and** **microfilm** duly recorded on Film No. 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 **Soda Springs,** **Caribou,** 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 **10th** day of **January**, **66** A.D., 19 .

Secretary of State.



## 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

**TOP FURNITURE CO., INC.**

was filed in the office of the Secretary of State on the **Tenth** day

of **January** A.D. One Thousand Nine Hundred **Sixty-Six** 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,**

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 **10th** day of **January**, A.D., 19**66**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
TOP FURNITURE CO., INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of Idaho, do hereby certify as follows:

ARTICLE I.

The name of this corporation shall be TOP FURNITURE CO., INC.

ARTICLE II.

The period of existence and the duration of the life of this corporation shall be perpetual.

ARTICLE III.

The purposes for which said corporation is formed are:

(a) To engage in the wholesale and retail household furniture and appliance business. To carry on the business of buying, selling, leasing household furniture and appliances of whatever description.

To manufacture, buy, sell, exchange, lease, import, export and generally deal in all kinds of household furniture, office and business furniture, electric appliances of all kinds, radio and television sets, decorations, pictures and any and

ARTICLES OF INCORPORATION  
OF  
RAY HORNER CO.

KNOW ALL MEN BY THESE PRESENTS: -

That we, the undersigned, all full-age citizens of the United States and of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end we hereby agree as follows:

ARTICLE I.

Corporate Name

The name of this corporation shall be Ray Horner Co.

ARTICLE II.

Place of Business

The said corporation is organized and the place of its general business shall be at Soda Springs, in the County of Caribou, State of Idaho. Branch places of business, transfer and registry offices may be established at such other place or places in this or any other state of the United States as the board of directors may deem advisable.

ARTICLE III.

Period of Existence

The existence of said corporation shall be perpetual or until otherwise dissolved or disincorporated, pursuant to law.

ARTICLE IV.

Corporate Purposes

Said corporation shall have the following specific purposes:

1. To own and operate variety stores and to buy, sell and deal in variety goods, electrical appliances, radio and television sets and equipment and to provide service for such appliances and radio and television equipment.
2. To buy, sell, rent or lease or otherwise deal with real estate and to mortgage or hypothecate the same for the purpose of raising funds in the normal course of the operation of said business.
3. To buy, sell, hold or deal in the stock or securities of any other corporation.
4. To do any and all other things whatsoever not prohibited by law which may be reasonably necessary or convenient in the operation of a variety business or a radio and television business including buying and selling at wholesale or retail and the servicing of such appliances and equipment.

ARTICLE V.

Capital Stock

The capital stock of this corporation shall be in the sum of \$50,000.00 and shall be divided into 500 shares having par value of \$100.00 per share. The certificates of stock shall be signed by the president and the secretary or in the absence of the president, by the vice-president and secretary.

The board of directors may close the stock books of the corporation not more than fifteen days before the date of payment of any regular or special dividend, and the stock holders of record at the time of such closing shall be regarded by the corporation as the stockholders in fact for the purpose of receiving dividends.

#### ARTICLE VI.

The names of the incorporators and first officers of said corporation, their respective places of residence and the stock to which they have subscribed are as follows:

<u>Name</u>	<u>Office</u>	<u>No. of Shares</u>	<u>Address</u>
Raymond G. Horner	President and Director	299	Soda Springs, Idaho
Leonard O. Kingsford	Vice-President and Director	1	Soda Springs, Idaho
Mary H. Horner	Secretary-Treasurer and Director	200	Soda Springs, Idaho

The officers of this corporation shall consist of a board of three directors, a president, a vice-president and a secretary-treasurer. Said officers may be, but shall not be required to be, members of the board of directors.

The first board of officers and directors, as above named, shall hold office until their successors are elected and qualified.

#### ARTICLE VII.

The rights, duties, obligations and powers of the various officers and directors of this corporation together with other rules and regulations for the governing of said corporation shall be adopted by the stock holders of said corporation in the form of by-laws, such by-laws to be adopted at the first annual meeting of the stockholders to be held on the second Monday of January, 1966. Unless otherwise provided by said by-laws, the annual stockholders' meeting of said corporation shall be held annually thereafter on the second Monday of January in each year.

#### ARTICLE VIII.

Said corporation may enter into any kind of contract or agreement, cooperative or profit sharing plan with its officers or employees that the corporation may deem advantageous or expedient or otherwise to reward or pay persons for their services as the directors may deem fit.

IN WITNESS WHEREOF, the parties to this agreement have hereunto set their hands this 31st day of December, 1965.

Raymond G. Horner  
Leonard O. Kingsford  
Mary H. Horner

all household implements and accessories.

To build, maintain and operate retail stores and warehouses for storage of its inventory, and equipment for transporting its products and supplies.

(b) To engage in the business of buying, selling and servicing household furniture, office and business furniture and electric appliances of all kinds; to own, lease, establish, equip, maintain and operate, service, repair and supply stations in stores and warehouses where the corporation may carry on any of its business.

(c) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any of the objects herein set forth and to do every other act or acts, thing or things incidental or appurtenant to, or connected with or growing out of said corporation.

(d) To borrow money or otherwise incur indebtedness without limit as to the 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 instruments for the payment of money, negotiable and non-negotiable, secured and unsecured;

(e) To purchase or otherwise acquire the whole of any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise

STATE OF IDAHO     )  
                              : ss.  
County of Caribou)

On this 6th day of January, 1966, before me, Helen B. Kingsford, a Notary Public in and for said State personally appeared Raymond G. Horner, Mary H. Horner and Leonard O. Kingsford, 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.

Helen B. Kingsford  
NOTARY PUBLIC for Idaho, residing at  
Soda Springs, Idaho.  
My commission expires: August 14, 1969.

all the powers necessary or convenient for the conduct, management and carrying on of such business;

(f) To purchase, insofar as the same may be done without impairing the capital of this corporation, except as otherwise prohibited by law, and to hold, pledge and reissue shares of its own capital stock, but such stock so acquired and held shall not be entitled to vote nor to receive dividends;

(g) To have, exercise, enjoin and participate in all the powers now or hereafter granted to corporations organized under the laws of this State, and particularly all of the powers and privileges granted to corporations under Chapter 1, Title 30, Idaho Code, including any future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business or businesses and for the carrying into effect of any and all the aforesaid objects and purposes;

(h) To carry on any of the foregoing or closely related businesses as principal, agent, lessors, lessees, assignors, assignees, licensees, or otherwise which can be generally carried on in connection with any of the pursuits aforesaid.

#### ARTICLE IV.

The capital stock of this corporation shall be in the amount of \$50,000.00, divided into 100 shares of non-assessable common stock of the par value of \$500.00 per share.

#### ARTICLE V.

The principal place of business of this corporation



shall be in the City of Boise, County of Ada, State of Idaho, at 1310 Vista Avenue, which is hereby designated as the address of its registered office.

#### ARTICLE VI.

The names and post office addresses of the incorporators and the number of shares subscribed by each are:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>	<u>Value</u>
Stanley E. Whitman	2508 Hayden Way, Boise, Ida.	1	\$500.00
Lila B. Whitman	2508 Hayden Way, Boise, Ida.	1	\$500.00
W. Anthony Park	1521 North Garden, Boise, Ida.	1	\$500.00

#### ARTICLE VII.

The management of this corporation shall be vested in a board of not less than three (3) directors and a maximum number as may be fixed by the By-Laws. The directors shall be elected at the annual meeting of the stockholders, to be held at a time and place designated by the By-Laws.

#### ARTICLE VIII.

The Board of Directors of this corporation by a majority vote shall have the power to repeal or amend the By-Laws thereof, and to adopt a new code of By-Laws if in their discretion that becomes proper.

#### ARTICLE IX.

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

#### ARTICLE X.

No contract, act or other transaction between this

corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are financially or otherwise interested in or are directors or officers of such other corporation; and any director, individually, or any firm of which such director may be a member, may be a party to or may be financially or otherwise interested in, any contract or transaction of this corporation; provided, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of this corporation, or to a majority thereof on the date of such contract or transaction; and any director of this corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract, act or transaction, and may vote thereat to authorize such contract, act or transaction with like force and effect as if he were not such director or officer of such other corporation or was not otherwise interested therein.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 10 day of Jan, 1966.

Stanley E. Whitman

Lila B. Whitman

W. Anthony Fork


STATE OF IDAHO )

ss. .

County of Ada

On this 10 day of June, 1966, before me,  
the undersigned, a Notary Public in and for said State,  
personally appeared STANLEY E. WHITMAN, LILA B. WHITMAN and  
W. ANTHONY PARK, 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 certi-  
ficate first above written.

  
Notary Public for Idaho  
Residing at Boise, Idaho