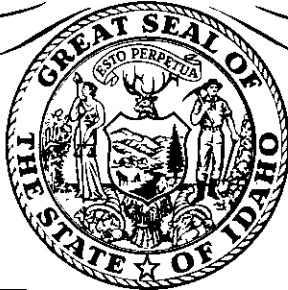


# State of Idaho



## 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

#### **ASSOCIATED INTERIOR CONTRACTORS, INC.**

was filed in the office of the Secretary of State on the **Twenty-eighth** day of **January,** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **122** 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

**Pocatello**

in the County of

**Bannock**

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 **28th** day of **January**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION  
of  
ASSOCIATED INTERIOR CONTRACTORS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural citizens over the age of 21 and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general laws of the State of Idaho do hereby certify, as follows:

ARTICLE I

The name of the corporation shall be "Associated Interior Contractors, Inc."

ARTICLE II

The purposes of the Corporation are:

A. To engage in the general business of interior decorating of residential or commercial buildings or offices and to purchase, hold, own, possess or otherwise acquire any and all materials, furnishings, decorations, tools or other assets requisite to the operation of the interior decorating business; and to sell, mortgage, lease or otherwise sell, assign, transfer or convey any item of personal property requisite to the operation of the interior decorating business.

B. To engage in any business related or unrelated to that described in Clause A. of this Article and from time to time authorized or approved by the Board of Directors of this Corporation.

C. To own and possess real estate; and to acquire the same by purchase, lease, gift, inheritance or otherwise, as provided by law; and to sell, assign, mortgage, transfer or convey any real estate acquired pursuant to this Article.

D. To act as a partner or as a joint venture in any transaction.

E. To do all things requisite and necessary toward the promotion and establishment of the general business of interior decorating.

F. To have and exercise all rights and powers from time to time granted to a corporation by law.

ARTICLE III

The Corporation is to have perpetual existence.

#### ARTICLE IV

The location and Post Office address of its registered office in this State shall be 740 North Arthur, Pocatello, Ban-  
nock County, Idaho.

#### ARTICLE V

The total value of the capital stock of this corporation is Twenty Five Thousand (\$25,000) Dollars, and the number of shares into which it is divided is Two Hundred Fifty (250) shares of the par value of One Hundred (\$100) Dollars each. Of the said total capital stock, Fifty (50) shares of the aggregate value of Five Thousand (\$5,000) Dollars are common stock, and Two Hundred (200) shares of the aggregate value of Twenty Thousand (\$20,000) Dollars are preferred stock.

The following rights, privileges and conditions shall attach to the preferred shares:

1. The holders of preferred stock shall be entitled to receive in each year out of the surplus net profits of the corporation a fixed yearly dividend of four percentum, payable as may be authorized by the directors before any dividend shall be set apart or paid on the common stock.

2. The dividends upon preferred stock shall be cumulative so that if in or for any year dividends amounting to four percent shall not be paid on the preferred stock, the deficiency shall be a charge upon the net earnings of the corporation and be payable subsequently before any dividend shall be set apart or paid upon the common stock.

3. Dividends on the common stock also may be declared payable as authorized by the directors, but only out of surplus net profits of the corporation for any fiscal or calendar year remaining after the payment of the full yearly dividend on the preferred stock for such year, as well as all of the dividends previously accrued and remaining unpaid upon the preferred stock.

4. The holders of preferred stock shall not be entitled to any further dividends or share of profits beyond the said cumulative yearly dividend of four per cent per annum unless there shall remain, after the payment of a dividend upon the common stock of four percent per annum, surplus net profits of the corporation to be distributed and the directors of said corporation by appropriate resolution declare a dividend upon all of the remaining balance or any part of the surplus net profits. In such an event, all stock, common and preferred, shall share alike in the remaining balance of the surplus net profits so distributed.

5. The corporation reserves the right and is hereby empowered to redeem all preferred stock issued hereunder within five years of the date of issue or at any time thereafter in the manner to be provided by the By-laws of this corporation.

6. In the case of the liquidation or the dissolution of the corporation, and in the event the preferred stock issued, as herein provided, shall not have been redeemed, as above specified, the holders of the preferred stock shall be entitled to be paid in full, both the par value of their shares and the accrued dividend charge, before any amount shall be paid to the holders of the common stock; but on any such liquidation or dissolution, after the payment of the holders of the common stock of its par value, the remaining assets and funds shall be divided pro rata among the holders of both classes of capital stock.

7. No holder of preferred stock shall be entitled to cast any vote on account of ownership of any such preferred stock.

The following rights, privileges and conditions shall attach to the common stock:

1. The holders of common stock in this corporation shall be entitled, in addition to the rights and privileges above specified, to one vote for each and every share of common stock standing in his, her or its name at any or all meetings of the stockholders of the corporation.

2. The shares of common stock shall constitute the only voting stock in said corporation.

#### ARTICLE VI

The names and the postoffice addresses of the incorporators, and the number of shares of capital stock subscribed by each are, as follows:

<u>Name</u>	<u>Address</u>	<u>Capital Stock</u>	
		<u>Kind</u>	<u>Number</u>
Richard C. Bailey	740 North Arthur Pocatello, Idaho	Common	1
Lois Elaine Bailey	740 North Arthur Pocatello, Idaho	Common	1
James Annest	Box 107 Burley, Idaho	Common	1

#### ARTICLE VII

The Board of Directors shall consist of three (3) directors. During the term of their office, or thereafter, the number of directors may be increased or decreased from time to time, as provided by the By-laws; provided, however, that the number of directors constituting the Board shall not be less than three (3) nor more than five (5), and all directors must be holders of common stock in the Corporation.

#### ARTICLE VIII

The power to appeal and amend the Bylaws and adopt new Bylaws is hereby conferred upon the directors, as well as upon the holders of shares of common stock to be exercised by such vote of the directors, or of the allotted shares of common stock, as the case may be; provided that no amendments shall be voted unless a majority of the common stock of the corporation outstanding shall be represented and voting.

#### ARTICLE IX

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director, individually, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Company which shall authorize such contract or transaction with like force and effect as if he were not director or officer of such other corporation and not so interested.

IN WITNESS WHEREOF, We have hereunto set our hands  
and seals this 17<sup>th</sup> day of January, 1963.

Richard C. Bailey  
Lois Elaine Bailey  
James Annest

STATE OF IDAHO       )  
                              ) ss  
County of Cassia     )

On this 17<sup>th</sup> day of January, 1963, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Richard C. Bailey and James Annest, known to me to be two of 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.

Nathaniel Merrill  
Notary Public  
For the State of Idaho  
Residing at Burley, Idaho

STATE OF IDAHO       )  
                              ) ss  
County of Cassia     )

On this 17<sup>th</sup> day of January, 1963, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Lois Elaine Bailey, known to me to be one of the persons whose names are subscribed to the within instrument, and acknowledged to me that she 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.

Nathaniel Merrill  
Lois Elaine Bailey  
Notary Public  
For the State of Idaho  
Residing at Burley, Idaho