

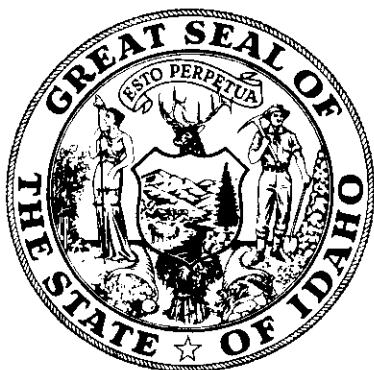
CERTIFICATE OF INCORPORATION  
OF

KETCHUM FURNITURE AND FLOOR COVERINGS, 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 KETCHUM FURNITURE AND FLOOR COVERINGS, INC., 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 October 16, 19 79.



SECRETARY OF STATE

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Corporation Clerk

FILED

ARTICLES OF INCORPORATION

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OF

KETCHUM FURNITURE AND FLOOR COVERINGS, INC.

SECRETARY OF  
STATE

We, the undersigned natural persons of the age of 21 years or more, acting as incorporators of a corporation under the Idaho Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be KETCHUM FURNITURE AND FLOOR COVERINGS, INC.

ARTICLE II

The corporation shall exist perpetually, unless sooner dissolved or disincorporated according to law.

ARTICLE III

The purpose or purposes for which the corporation is organized shall be as follows:

- (a) To pursue the business of general retail and wholesale merchandising.
- (b) To buy, sell, acquire, lease, borrow, invest, or otherwise deal in real and personal property of all kinds, it being the intention of the incorporators to authorize the corporation to pursue and engage in any lawful activity or business within or without the State of Idaho, as the Board of Directors shall determine.
- (c) To do any and every act and thing incident to the exercise, accomplishment and fulfillment of the foregoing objects and purposes and to exercise any and all rights now or hereinafter permitted under the corporation laws of the State of Idaho.

ARTICLE IV

The total capitalization of the corporation shall be FIFTY THOUSAND (\$50,000.00) DOLLARS, which

shall consist of one class of common stock, consisting of Fifty Thousand (50,000) shares with a par value of ONE (\$1,00) DOLLAR per share.

#### ARTICLE V

The corporation will not commence business until consideration of the value of at least One Thousand (\$1,000.00) Dollars has been received for the issuance of shares.

#### ARTICLE VI

The address of the initial registered office of the corporation is P. O. Box 515, Sun Valley, Idaho 83353, and the name of its initial registered agent at such address is Larry Meyers.

#### ARTICLE VII

The management and general control of the affairs of the corporation and the care, custody and control of the corporation property shall be entrusted to a Board of Directors to be elected annually by the stockholders, which Board is empowered to adopt, repeal, alter and amend by-laws, resolutions, rules and regulations for the government and management of the corporation as it from time to time in their judgement considers is advisable. The Board of Directors shall consist of not less than three (3) nor more than seven (7) members, to be determined by a vote of the stockholders.

#### ARTICLE VIII

After the election of the Board of Directors, the Board shall elect from its members the following officers of the corporation: President and Secretary-Treasurer. These officers shall have the authority as may be prescribed by the Board of Directors from time to time.

#### ARTICLE IX

The names and addresses of the persons who are to serve as directors and officers until the

first annual meeting of stockholders or until their successors are elected and shall qualify are:

Larry Myers            President            P. O. Box 515  
Sun Valley, Idaho 83353

Mike Root            Secretary-Treas.    P. O. Box 515  
Sun Valley, Idaho 83353

ARTICLE X

The name, address and amount of shares issued to each incorporator is:

Larry Merers            P. O. Box 515            5,000 Shares  
Sun Valley, Idaho 83353

Mike Root            P. O. Box 515            5,000 Shares  
Sun Valley, Idaho 83353

Jon McGowan            P. O. Box 205            5,000 Shares  
Sun Valley, Idaho 83353

  
Incorporator

  
Incorporator

  
Incorporator

STATE OF IDAHO    )  
                          ) ss.  
COUNTY OF BLAINE )

I, Greta J. Malone, a Notary Public, hereby certify that on the 4th day of October, 19 79, personally appeared before me Larry Meyers, Mike Root and Jon McGowan 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 contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4th day of October, 19 79.

  
Notary Public

Residing at Hailey, Idaho