

**ARTICLES OF INCORPORATION  
OF  
REAL DEALS, INC.**

**FILED EFFECTIVE**  
2006 JUL 17 PM 1:01  
SECRETARY OF STATE  
STATE OF IDAHO

THE UNDERSIGNED, Carie L. Kelsey being a natural person of eighteen (18) years of age or more, acting as incorporator, hereby forms a corporation under the Idaho General Business Corporation Act, and adopts the following articles of incorporation:

**ARTICLE I  
CORPORATE NAME & MAILING ADDRESS**

1.1 The name of the corporation shall be Real Deals, Inc. Its mailing address shall be 702 Fairfield St. West, Twin Falls, Idaho 83301.

**ARTICLE II  
REGISTERED OFFICE AND AGENT**

2.1 The initial registered office of this corporation shall be located at 702 Fairfield St. West, Twin Falls, Idaho 83301, and the initial registered agent at this street address shall be Carie L. Kelsey.

2.2 The signature of the registered agent is set forth on the signature page of these articles of incorporation.

**ARTICLE III  
PURPOSES AND POWERS**

3.1 The primary purposes for which the corporation is organized are:

(a) To engage in all phases of the business of franchising and the retail sale of home décor and accessing products and related business activities and pursuits.

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(b) To enter into, make and perform contracts of every kind for the accomplishment of the purposes herein enumerated, without limitation as to amount, with any person, firm, association or corporation, town, city, county, state, territory or government. (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 objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

(d) To do any and all lawful acts, activities and pursuits permitted a corporation under the applicable laws of the State of Utah and any other state or nation wherein this corporation shall be licensed to transact business whether similar or dissimilar to the foregoing, and such other purposes and powers as are necessary for its operation as from time to time authorized by its board of directors.

(e) To enter into any lawful arrangement for sharing profits, union or interest, reciprocal association or cooperative association with any corporation, association, partnership, individual or other legal entity for the carrying on of any business and to enter into any general or limited partnership for the carrying on of any business.

(f) To conduct business anywhere in the world.

3.2 In connection with the above referred to pursuits and businesses, this corporation shall have power to carry on other operations incidental to the pursuits mentioned and shall have power to do any and all of the things herein set forth to the same extent as natural persons could or might do.

3.3 The corporation shall have all powers allowed by law, including, without limitation, those powers described in Sections 301 and 302 of the Idaho Business Corporation Act, as amended and supplemented.

3.4 The purposes stated herein shall be construed as powers as well as purposes and the matters expressed in any clause shall not be limited by reference to or inference from the terms of any but shall be regarded as independent purposes and powers; and the enumeration of specific purposes and powers shall not be construed to limit or restrict the meaning of the general terms of the general powers; nor shall the expression of one thing be deemed to exclude another not expressed, although it may be of like nature.

#### **ARTICLE IV AUTHORIZED STOCK**

4.1 The authorized number of shares which this corporation shall have authority to issue is 50,000 shares of shares at no par value. All shares of the corporation shall be of the same class designated as common shares and shall have the same rights and preferences. The common shares shall have unlimited voting rights as provided in the Idaho Corporation Act and shall be entitled to receive the net assets of the corporation upon dissolution. Fully paid shares of this corporation shall not be liable to any further call or assessment for any purpose.

#### **ARTICLE V ISSUANCE OF AUTHORIZED SHARES**

5.1 The authorized shares 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 not have pre-emptive rights to acquire unissued shares of the shares of this corporation.

5.2 The corporation shall have power to purchase, sell and transfer shares of its own capital shares, bonds, and other obligations of this corporation from time to time to such extent and in such manner and upon such terms as its board of directors may determine.

**ARTICLE VI**  
**LIABILITY**

6.1 No shareholder shall be liable for the debts of the corporation beyond the amount which may be due or unpaid upon any share or shares of shares of the corporation owned by the shareholder.

6.2 A Director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for any action taken or any failure to take any action as a Director to the fullest extent permitted by the Utah Revised Business Corporation Act, or any other applicable law as now in effect, or as it may hereafter be amended.

6.3 Neither any amendment nor repeal of this Article VI nor the adoption of any provision in these articles of incorporation inconsistent with this Article shall eliminate or reduce the affect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article VI, would accrue or arise prior to such amendment, repeal or adoption of an inconsistent provision.

**ARTICLE VII**  
**INTERNAL AFFAIRS**

7.1 Provisions for the regulation of the internal affairs of the corporation are to be determined and are set forth in the By-Laws, which original By-Laws shall be subscribed and adopted by the board of directors of the corporation. Thereafter, By-Laws may be adopted, amended or repealed whether by shareholders or by the board of directors in accordance with the By-Laws.

## **ARTICLE VIII** **DIRECTORS**

8.1 The business and affairs of the corporation shall be managed and its corporate powers exercised by a board of directors of not less than three individuals, unless the corporation has fewer than three shareholders entitled to vote at the election of directors; the board of directors may then consist of the number of individuals equal to or greater than the number of these shareholders. The number of Directors which shall constitute the board of directors shall be as prescribed in the by-laws of the corporation.

8.2 The number of Directors constituting the initial board of directors of this corporation is one. The name and address of the person who is to serve as Director until the first annual meeting of shareholders, or until his successor be elected and qualify is:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>CITY &amp; STATE</u>
Marisa J. Humphrey	6121 Mountain Ridge Circle	Sugar Hill, GA 30518
Jeffrey C. Humphrey	6121 Mountain Ridge Circle	Sugar Hill, GA 30518
Carie L. Kelsey	4493 Mud Creek Rd	Buhl, ID 83316
Nate A. Kelsey	4493 Mud Creek Rd	Buhl, ID 83316

## **ARTICLE IX** **MEETINGS OF SHAREHOLDERS**

9.1 At any meeting of the shareholders, a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum and, if a quorum is present, the affirmative vote of a majority of the shares presented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder, unless the vote of a greater number of voting by classes is required by law, by these articles of incorporation, or by the By-Laws.

**ARTICLE XI  
EXISTENCE**

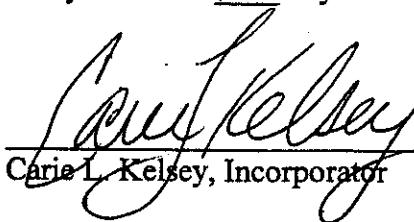
11.1 The corporation shall have perpetual existence.

**ARTICLE XII  
INCORPORATOR**

12.1 The name and address of the incorporator, being Carie L. Kelsey a natural person of full age and a citizen of the United States, is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>CITY &amp; STATE</u>
Carie L. Kelsey	4493 Mud Creek Road	Buhl, Idaho 83316

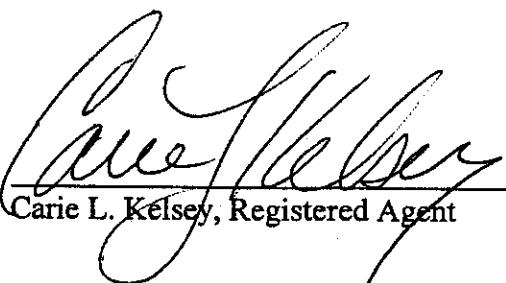
IN WITNESS WHEREOF, I have hereunto set my hand this 12<sup>th</sup> day of July, 2006.

  
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Carie L. Kelsey, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

I, Carie L. Kelsey, do hereby accept and acknowledge the appointment as the initial registered agent for Real Deals, Inc. and that I meet the requirements of the Idaho Business Corporation Act.

Dated this 12<sup>th</sup> day of July, 2006.

  
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Carie L. Kelsey, Registered Agent