

State of Idaho



CERTIFICATE OF INCORPORATION OF

COZY, INC.

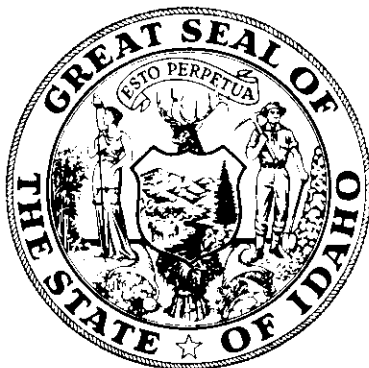
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

COZY, 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: **March 7, 1983**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

COZY, INC.

THE UNDERSIGNED, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I.

The name of the Corporation is "COZY, INC."

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The purpose or purposes for which the corporation is organized are:

1. To have and exercise all the powers now or hereinafter preferred by the Laws of the State of Idaho, upon corporations organized pursuant to laws under which the corporation was organized and any and all acts amended thereof or supplemental thereto.

2. To manufacture, construct, fabricate, buy, sell, import, export, and otherwise deal in and with baby carriers and products for children of all ages, which said products may be produced from natural and synthetic fibers; to manufacture or otherwise obtain materials, thread, fittings and similar accessories for use in such an endeavor; to obtain and dispose of supplies, materials, tools, machinery, appliances, and apparatus necessary or useful in such manufacture and sell new styles and models of the above indicated items.

3. To buy, acquire, own and sell capital stock, bonds, debentures, or other securities issued by any other corporation, private, public, or municipal, or by any State or political subdivision of the United States.

4. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV.

The aggregate number of shares of stock which the corporation shall have authority to issue is 10,000 shares, having a par value of \$10.00 per share, with an aggregate value of \$100,000.00. All such stock shall be common and non-assessable and each and every share issued shall have the same rights and voting power.

ARTICLE V.

There are no provisions denying preemptive rights.

ARTICLE VI.

The address of the initial registered office of the corporation is COZY, INC., ~~Route #1, Fairfield, Idaho 83327~~ ^{Box 185, Fairfield, Idaho 83327} and the name of its initial registered agent at such address is: John F. Varin, Courthouse, P. O. Box 185, Fairfield, Idaho 83327.

ARTICLE VII.

The number of directors constituting the initial Board of Directors of the corporation is four (4) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Mr. John I. Frostenson
Route 1
Fairfield, Idaho 83327

Mr. Dale Smelcer
3140 Brisbane
Walla Walla, Washington 99362

Mrs. Linda Frostenson
Route 1
Fairfield, Idaho 83327

Mrs. LaDessa Smelcer
3140 Brisbane
Walla Walla, Washington 99362

Provided, however, that any greater or lesser number of directors may be provided for by the By-Laws of said corporation.

ARTICLE VIII.

The name and address of each incorporator is:

Mr. John F. Varin
P. O. Box 185
Fairfield, Idaho 83327

Mrs. Celinda C. Varin
P. O. Box 185
Fairfield, Idaho 83327

John I. Frostenson
Route 1
Fairfield, Idaho 83327

Mrs. Linda Frostenson
Route 1
Fairfield, Idaho 83327

Mr. Dale Smelcer
3140 Brisbane
Walla Walla, Washington 99362

Mrs. LaDessa Smelcer
3140 Brisbane
Walla Walla, Washington 99362

IN WITNESS WHERE, we have hereunto set our hands this

24th day of February, 1983.

John F. Varin
John F. Varin

Celinda C. Varin
Celinda C. Varin

John I. Frostenson
John I. Frostenson

Linda Frostenson
Linda Frostenson

Dale R. Smelcer
Dale Smelcer

LaDessa Smelcer
LaDessa Smelcer

STATE OF IDAHO)
: ss
County of Camas)

On this 24 day of February, 1983, before me, the undersigned, a Notary Public in and for said State, personally appeared John F. Varin and Celinda C. Varin, husband and wife, 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 first above written.

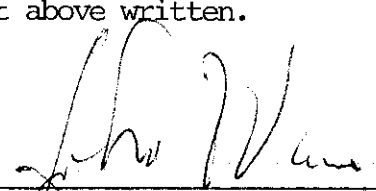
Linda Frost
Notary Public for the State of Idaho
Residing at Fairfield, Idaho

STATE OF IDAHO)
: ss
County of Camas)

On this 14th day of February, 1983, before me, the undersigned a Notary Public in and for said State, personally appeared John I. Frostenson and Linda Frostenson, husband and wife, 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 first above written.

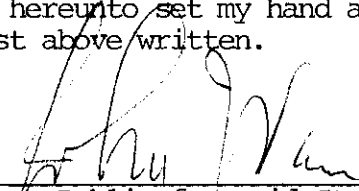


Notary Public for the State of Idaho
Residing at : Fairfield, Idaho

STATE OF IDAHO)
 : ss
County of Camas)

On this 14th day of February, 1983, before me the undersigned, a Notary Public in and for said State, personally appeared Dale Smelcer and LaDessa Smelcer, husband and wife, 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 first above written.



Notary Public for, said State
Residing at: Fairfield