



Department of State

**CERTIFICATE OF AUTHORITY
OF**

INTERNATIONAL COVER-UPS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of INTERNATIONAL COVER-UPS, INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to INTERNATIONAL COVER-UPS, INC. to transact business in this State under the name INTERNATIONAL COVER-UPS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated **December 04, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

The name of the corporation is International Cover-Ups, Inc.

The name which it shall use in Idaho is International Cover-Ups, Inc.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of State of Minnesota

4. The date of its incorporation is 10-2-90 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

12551 Briarwood Court, Minnetonka, MN 55343

6. The address to which correspondence should be addressed, if different from that in item 5.

PO Box 62123, Minneapolis, MN 55426

7. The street address of its proposed registered office in Idaho is 325 South 5th East

Mountain Home, ID 83647, and the name of its proposed registered agent in Idaho at that address is Laurice Bentz

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Manufacturing of quilts and handcrafted gift items and sales of same

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Harlan N. Robbins</u>	<u>President</u>	<u>12551 Briarwood Court, Minnetonka, MN 55343</u>
<u>Laurice Bentz</u>	<u>Vice President, Production</u>	<u>525 S 5th E, Mountain Home ID 83647</u>
<u>Karen J. Robbins</u>	<u>Vice President, Marketing</u>	<u>12551 Briarwood Court, Mtna, MN 55343</u>
<u>Karen J. Robbins</u>	<u>Secretary-Treasurer</u>	<u>Same as above</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

Name

Office

Address

- 10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
- 11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 11-7-90

International Cover-Ups, Inc.

(Corporation Name)

By Harlan N. Robbins, President

Karen J. Robbins Its President/Vice President (please specify)

and Karen J. Robbins, Secretary

Its Secretary/ Assistant Secretary (please specify)

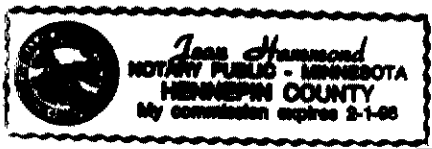
STATE OF Minnesota)

COUNTY OF Hennepin)

) ss:

I, Jean Hammond, a notary public, do hereby certify that on this 7th day of November, 19 90, personally appeared before me Karen J. Robbins, who being by me first duly sworn, declared that (s)he is the Secretary of International Cover-Ups, Inc.

that (s)he signed the foregoing document as Secretary of the corporation and that the statements therein contained are true.



Jean Hammond
Notary Public

RECEIVED
SEC. OF STATE
State of Minnesota

90 DEC 15 1990
SECRETARY OF STATE

Certificate of Good Standing

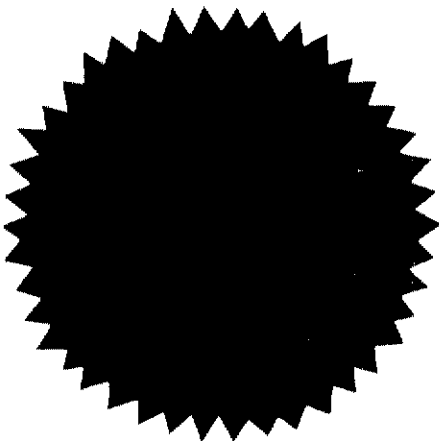
I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: International Cover-Ups, Inc.

Date Formed: 10/02/1990

Chapter Governed By: 302A

This certificate has been issued on 11/15/90.



Joan Anderson Grove
Secretary of State.