

FILED EFFECTIVE**ARTICLES OF INCORPORATION**

2005 DEC 23 AM 11:34

*of***THE QUILT SHOPPE, INC.**SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, being natural persons of legal age and acting as incorporators of a corporation, under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

FIRST:

The name of the Corporation is The Quilt Shoppe, Inc.

SECOND:

The period of its duration is perpetual.

THIRD:

The purpose or purposes for which the corporation is organized are: To operate a quilt shop and any other lawful business.

FOURTH:

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares, all of which shall be common shares. No par value per share.

FIFTH:

The address of the initial registered office of the corporation is 190 D Stockham Boulevard, Rigby, Idaho 83442, and the name of the initial registered agent at such address is Amy D. Hamberlin.

IDAHO SECRETARY OF STATE
12/23/2005 05:00
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SIXTH:

The number of directors constituting the initial Board of Directors of the corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and shall qualify are:

Amy Hamberlin
190 D Stockham Boulevard
Rigby, ID 83442

Scyrl Hamberlin
190 D Stockham Boulevard
Rigby, ID 83442

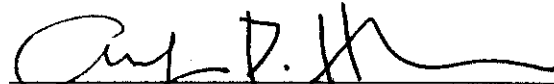
SEVENTH:

The names and addresses of the incorporators are:

Amy D. Hamberlin
190 D Stockham Boulevard
Rigby, ID 83442

Scyrl M. Hamberlin
190 D Stockham Boulevard
Rigby, ID 83442

DATED this 31st day of December, 2005.



Amy D. Hamberlin

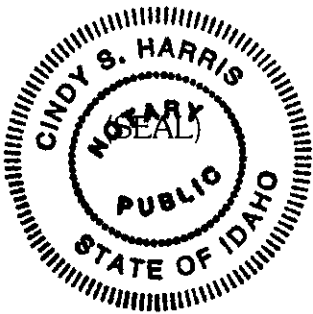


Scyrl M. Hamberlin

STATE OF IDAHO)
 : ss.
County of Bonneville)

On this 21st day of December, 2005, before me, a Notary Public in and for said County and State, personally appeared AMY D. HAMBERLIN and SCYRIL M. HAMBERLIN, 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 in this certificate first above written.



Cindy S. Harris
Notary Public of Idaho
My Commission Expires: 10/06/09