

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

LAURELHURST INTERIORS, INC.

a corporation duly organized and existing under the laws of **Washington** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **17th** day of **December** 19**70**, a properly authenticated copy of its articles of incorporation, and on the **seventeenth** day of **December** 19**70**, a designation of **T.J. Jones III** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **17th** day of **December**, A.D., 19**70**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office _____

LAURELHURST INTERIORS, INC.

a Washington corporation, was incorporated on May 7, 1970, and is an existing corporation in good standing with all annual license fees paid to July 1, 1971; and I further certify that the above named corporation is duly authorized to transact business in the State of Washington as of the date of this certificate.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

November 20, 1970

A. LUDLOW KRAMER
SECRETARY OF STATE



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office the annexed is a true and correct copy of the Articles of Incorporation of LAURELHURST INTERIORS, INC.
_____ which has been duly filed and recorded in my office in accordance with law; I further certify no amendments to the Articles have been filed and that the above named corporation has not been dissolved and is in good standing as a subsisting corporation in the State of Washington with all of its license fees paid to July 1, 1971; and I further certify that I am the officer having the legal custody of the official record of the original Articles of Incorporation of said corporation.

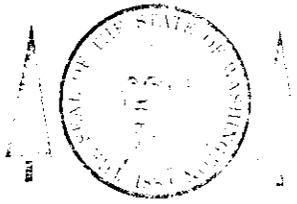


In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

November 20, 1970

A. LUDLOW KRAMER
SECRETARY OF STATE

D-205269
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of LAURELHURST INTERIORS, INC.
a domestic corporation of Seattle, Washington.

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of
Lycette, Diamond & Sylvester
Fourth Floor Hoge Bldg.
Seattle, Washington 98104
Attn: Josef Diamond

Filing and recording fee \$ **50.00**

License to June 30, 19 **70** \$ **30.00**

Excess pages @ 25: \$

Microfilmed, Roll No. **1194**

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In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

May 7, 1970

A. LUDLOW KRAMER
SECRETARY OF STATE

54779 MAY 770

APPROVED
AS TO FORM AND FILED

MAY -7 1970

A. LUDLOW KRAMER
SECRETARY OF STATE

BY *[Signature]*
CORPORATION SECRETARY

ARTICLES OF INCORPORATION OF
LAURELHURST INTERIORS, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being over the age of 21 years (or being a corporation), and for the purpose of forming a corporation under the Washington Business Corporation Act, hereby certifies and adopts, in triplicate, the following Articles of Incorporation:

ARTICLE I. Corporate Name.

The existence of this corporation shall be perpetual, and its name shall be:

LAURELHURST INTERIORS, INC.

ARTICLE II. Purposes, Objects and Powers.

The purposes and objects of this corporation are:

1. To engage in and generally carry on the business and/or trade of contracting, building, designing, decorating and supplying real and personal property.
2. To engage in and carry on any lawful business or trade, and to hold, purchase or sell any real or personal property which in the judgment of the Board of Directors may be desirable, useful, advantageous or necessary, and permitted under the Washington Business Corporation Act.
3. In furtherance of and not in limitation of the general powers conferred under the laws of the State of Washington, and the purposes and objects as set forth above, it is expressly provided that this corporation shall also have the following powers:

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a. To acquire by purchase or otherwise, and to own, hold, cancel, re-issue, sell, pledge or otherwise deal in the stock of this corporation, provided that the money or property of the corporation shall not be used for the purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation, and such money or property shall only be used to the extent of unreserved or unrestricted earned surplus available therefor and/or to the extent of unreserved or unrestricted capital surplus available therefor, without the affirmative vote of 2/3rds of the shareholders. The corporation shall not be entitled to vote, either directly or indirectly, any shares of its own stock which it may hold.

b. To acquire by purchase or otherwise, and to own, hold, cancel, re-issue, sell, pledge and otherwise deal in bonds, debentures, notes and other assets and securities and debts and obligations of this corporation.

c. To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes and objects of this corporation, or which is calculated, directly or indirectly, to promote the welfare or interests of the corporation or enhance the value of or render profitable any of its property or rights.

d. To do any and all things in this article set forth, to the same extent that a natural person might or could do and in any part of the world, as principal, agent, contractor, trustee or otherwise, either alone or in association with others.

Provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, exercise any power, or do any act which a corporation formed under the Washington Business Corporation Act or any amendment thereto or substitute therefor may not lawfully carry on or do.

ARTICLE III. Pre-emptive Rights.

Shareholders of this corporation shall not have Pre-emptive Rights to acquire additional shares offered for sale by this corporation.

ARTICLE IV. Registered Office - Registered Agent.

1. The address of the Registered Office of this corporation in this state shall be:

3238 N.E. 45th Street, Seattle, Washington 98105.

2. The name and address of the Registered Agent of this corporation in this state shall be:

Corman C. Geisler, 3238 N.E. 45th Street, Seattle, Washington 98105.

ARTICLE V. Capital Stock - Cumulative Voting.

The total number of shares of capital stock which may be issued by this corporation is 1,000 shares of non-par common stock without nominal or par value and without classification, preferences or restrictions. Each share of non-par capital stock shall be entitled to one vote and the holders of stock shall not be entitled to cumulative voting.

ARTICLE VI. Changes of Articles of Incorporation.

The corporation reserves the right to amend, alter, change or repeal any provision contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the corporation are granted subject to this restriction.

ARTICLE VII. Paid-In Capital.

The amount of Paid-in Capital with which this corporation will commence business is \$500.00.

ARTICLE VIII. Change of By-Laws - Distribution of Capital Surplus.

The Board of Directors is authorized to:

1. Adopt, alter, amend and repeal By-Laws for the corporation, subject to the power of the shareholders of the corporation to change or repeal such By-Laws.
2. Distribute to its shareholders out of capital surplus a portion of its assets, in cash or property.

ARTICLE IX. Transactions with Directors.

1. This corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise, with its directors, officers and shareholders, and with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions.

In the absence of fraud, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation (but not in the case of shareholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or made known to the Board of Directors of the corporation.

A general disclosure, oral or in writing, that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient notice with respect to all contracts and transactions with that corporation, association, firm or entity.

2. Any contract, transaction or act of this corporation or of the directors or of any officers of the corporation, which shall be ratified by a majority of a quorum of the shareholders of the corporation at any annual meeting or any special meeting called for such

purpose, shall insofar as permitted by law, be valid and as binding as though ratified by every shareholder of the corporation.

ARTICLE X. Names and Addresses of Directors.

The initial number of directors of the corporation shall be three, and they shall serve until the first annual meeting of the shareholders and until their successors are elected and qualified. The names and addresses of the initial directors are as follows:

Corman C. Geisler, 3238 N.E. 45th Street, Seattle, WA 98105
Paul A. Schuler, 3238 N.E. 45th Street, Seattle WA 98105
Josef Diamond, 400 Hoge Building, Seattle WA 98104.

ARTICLE XI. Name and Address of Incorporator.

The name and address of the incorporator is as follows:

Corman C. Geisler, 3238 N.E. 45th Street, Seattle WA 98105.

DATED THIS 5th day of May, 19 70.

Corman C. Geisler
Incorporator

STATE OF WASHINGTON)) ss
COUNTY OF KING)

I, the undersigned notary public in and for the State of Washington, duly commissioned, do hereby certify that on this 5th day of May, 19 70, before me personally appeared Corman C. Geisler, to me known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged to me that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year in this certificate above written.

Paul A. Schuler
Notary Public in and for the State of Washington, residing at Seattle.

(S E A L)

