

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CARLEEN'S FABRICS AND CRAFTS, ETC., INC.

File number C 111487

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 the above named corporation, 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: July 27, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

JUL 27 9 48 AM
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

CARLEEN'S FABRICS AND CRAFTS, ETC., INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, a citizen of the United States of America, being over the age of 18 years, does hereby associate together for the purpose of forming a corporation under and pursuant to the provisions of the laws of the State of Idaho, for the purposes expressed in the following Articles, and do hereby adopt the following Articles of Incorporation:

ARTICLE 1: NAME OF CORPORATION. The name of the Corporation shall be Carleen's Fabrics and Crafts, etc., Inc.

ARTICLE 2: PURPOSES. The Corporation is organized for the purpose of the transaction of any or all lawful business for which corporations may be incorporated under the "Idaho Business Corporation Act."

ARTICLE 3: TERM. The corporation is to have perpetual existence.

ARTICLES 4: REGISTERED OFFICE & REGISTERED AGENT. The registered office of the corporation shall be located at Space 9 Snake River Plaza, 342 East 5 North, P. O. Box 433, Burley, Idaho 83318. The registered agent for the corporation shall be Carleen

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CARLEEN'S FABRICS AND CRAFTS, ETC., INC.

IDAHO SECRETARY OF STATE

7/27/95 9:00:00 AM
Customer # 3708
IVC960004904 16384

CORPORATION PROFIT

1 @ 100.00 = 100.00

PARSONS, SMITH, STONE & FLETCHER
LAWYERS
BURLEY, IDAHO

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2 B. Clayville, whose business office is identical with the
3 registered office of the corporation.

4 ARTICLE 5: CORPORATE STOCK. The total number of
5 shares which the corporation is authorized to issue is 10,000
6 shares with each share having as its par value \$.10. The Board
7 of Directors may from time to time fix the consideration for
8 which such shares shall be issued and sold, provided they may not
9 be issued or sold at a value less than par. The capital stock
10 when fully paid, shall be nonassessable, shall be one class of
11 which all shall be voting. Voting of the stock shall be
12 cumulative.

13 ARTICLE 6: INCORPORATORS. The names and post office
14 addresses of the incorporators:

15 Carleen B. Clayville - Route #1 Box 110, Rupert, Idaho
16 83350.

17 ARTICLE 7: DIRECTORS. The initial Board of Directors
18 shall consist of one Director who shall be:

19 Carleen B. Clayville - Route #1 Box 110, Rupert, Idaho
20 83350.

21 The initial Board of Directors shall serve until the first annual
22 meeting of the shareholders at which time their successors shall
23 be elected and qualified. The Bylaws shall specify the number of
24 Directors for the corporation to be elected at the first annual
25 meeting of shareholders, and thereafter.
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2 ARTICLE 8: CONTRACTS. No contract or other
3 transaction between the corporation or any other corporation,
4 whether or not a majority of the shares of capital stock of such
5 other corporation is owned by the corporation, and no act of the
6 corporation shall be in any way affected or invalidated by the
7 fact that any of the directors of the corporation are pecuniarily
8 or otherwise interested in or are directors or officers of such
9 other corporation. Any director individually may be a party to
10 or may be pecuniarily or otherwise interested in a contract or
11 transaction of the corporation and any directors of the
12 corporation who are so interested may be counted in determining
13 the existence of a quorum at any meeting of the Board of
14 Directors of the Corporation which shall authorize such contract
15 or transaction and may vote thereon to authorize such contract or
16 transaction with the same right, force and effect as if he were
17 not such director or officer of such corporation and not so
18 interested therein. The same shall apply if any officer or
19 director of this corporation shall be interested in any other for
20 of business entity dealing with this corporation.

21 IN WITNESS WHEREOF, I have executed these Articles of
22 Incorporation this 25 day of July, 1995.

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