


272079  
May 4, 1989  
104

UNITED STATES OF AMERICA

State of Louisiana



**Box McKeithen**  
SECRETARY OF STATE

*As Secretary of State, of the State of Louisiana, I do hereby Certify that*  
a copy of the Articles of Incorporation and Initial Report  
of

FURNITURE MARKET, INC.

Domiciled at Delhi, Louisiana, Parish of Richland,

A corporation organized under the provisions of R.S. 1950,  
Title 12, Chapter 1, as amended,

By Act before a Notary Public in and for the Parish of  
Richland, State of Louisiana, on April 27, 1989, the date  
when corporate existence began,

Was filed and recorded in this office on May 2, 1989, in the  
Record of Charters Book 343,

And all fees having been paid as required by law, the  
corporation is authorized to transact business in this  
State, subject to the restrictions imposed by law, including  
the provisions of R. S. 1950, Title 12, Chapter 1, as  
amended.

*In testimony whereof, I have hereunto set  
my hand and caused the Seal of my Office  
to be affixed at the City of Baton Rouge on,  
May 2, 1989*

*Box McKeithen*  
LMW


*Secretary of State*



105

UNITED STATES OF AMERICA

State of Louisiana



**Jox McKeithen**  
 SECRETARY OF STATE

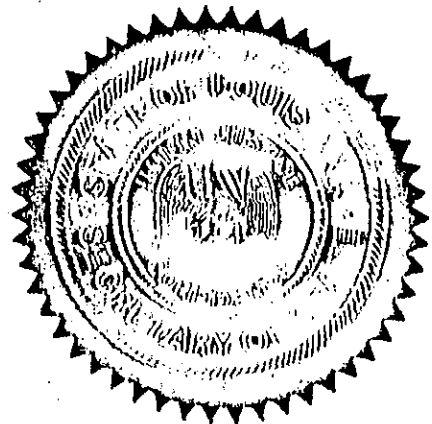
*As Secretary of State, of the State of Louisiana, I do hereby Certify that the annexed transcript was prepared by and in this office from the record on file, of which purports to be a copy, and that it is full, true and correct.*

*In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,*

MAY 02 1989

*Jox McKeithen*

*Secretary of State*



ARTICLES OF INCORPORATION  
OF  
FURNITURE MARKET, INC.

STATE OF LOUISIANA:

PARISH OF RICHLAND:

BE IT KNOWN, that on the date(s), at the place(s), and before the Notary Public and witnesses hereto subscribed, personally came and appeared the persons whose names are hereunto subscribed, who declared that, availing themselves of the benefits and provisions of the Constitution and laws of Louisiana, and particularly Revised Statute 12:1, et seq., they do, by these presents, contract, agree, bind and obligate themselves to form, organize and constitute themselves, as well as all such other persons who may hereafter join or become associated with them or their successors, into a business corporation, for the objects and purposes and under the conditions, covenants, stipulations and agreements of the articles following, to-wit:

ARTICLE I.

NAME OF CORPORATION

The name and title of this corporation shall be:

FURNITURE MARKET, INC.

and, under and by said name, unless sooner dissolved in accordance with law, it shall exist and continue, and shall have and enjoy corporate existence and succession in perpetuity, or such maximum period as may be authorized by the Laws of Louisiana, during which time it shall have and possess all the powers, rights, privileges and immunities which corporations are and may hereafter be authorized to have and possess under the Constitution and Laws of Louisiana.

ARTICLE II.

PURPOSES OF CORPORATION

The objects and purposes for which this corporation is formed and the nature of the business to be carried on by it are hereby declared to be as follows:

To enter into any lawful business activity in which corporations organized under Revised Statute 12:1, et seq., may engage, either for its own account, or for others as agent.

To acquire, purchase, sell, or encumber in any manner whatsoever, any property, real or personal.

To conduct any other business which under the law it may be entitled to carry on which may seem to the corporation to be calculated directly or indirectly to effectuate the aforesaid objects, or any of them, or to facilitate it in the transaction of its aforesaid business or businesses, or any part thereof, or in the transaction of any other lawful business that may be calculated directly or indirectly to enhance the value or to render profitable any of the corporation's properties and rights, and generally to hold and exercise all such incidental powers and privileges as relate to the objects and purposes hereinbefore set forth, or as may be necessary, useful or convenient for affecting said objects and purposes.

The foregoing shall be construed both as objects and powers but the enumeration thereof shall not be held to limit or restrict in any manner the powers and privileges conferred on this corporation by the Constitution and laws of Louisiana.

#### ARTICLE III.

##### CORPORATE STOCK

The total authorized capital stock of this corporation shall consist of 500 shares with a par value of \$20 per share. Shareholders shall have preemptive rights. The transfer of stock of this corporation shall be made only on the books of the corporation by the stockholders, in person or by proxy, and under such rules and regulations as the Board of Directors may in accordance with law prescribe from time to time. Consideration for issuance of corporate shares shall be set by the voting shareholders by vote of the majority present and voting. The evaluation placed on the

shares by the shareholders shall be conclusive as to shares issued for consideration other than cash.

ARTICLE IV.

SALE OR TRANSFER OF STOCK

No shareholder may sell or transfer any stock of this corporation without first offering it to this corporation at the same price that shareholder may have been offered for such stock by any prospective purchaser. Said offer must be made by delivering to the Secretary of this corporation, against written receipt, the certificates representing said stock, endorsed in blank, and a written offer shall be made to the corporation and each shareholder of the same class of stock to sell said stock to this corporation, for cash, at the value hereinabove mentioned. This corporation shall have the first right, for a period of fifteen (15) days from the delivery of such offer and said certificates endorsed in blank to the Secretary of this corporation, to purchase the stock of said shareholder for cash, at the price offered to the prospective purchaser. After the fifteen (15) days, if the corporation does not so purchase, the shares may then be purchased within a second period of fifteen (15) days by the shareholders, or any of them, in the proportion which the purchasing shareholder's shares of stock bears to the total corporate shares of stock. After this second period of fifteen (15) days, if any shares remain, then the selling shareholder may sell his unsold stock without restriction.

No sale or transfer of any of the stock of this corporation shall be valid and binding until and unless the opportunity to purchase such shares has been given to this corporation and shareholders in the manner in this article provided; and this right, so vested in this corporation, shall follow any of the stock of this corporation so sold without such opportunity being given into any hands into which it may pass. Such right may be exercised against the holder or holders of such stock up to thirty (30) days after such shares are tendered for transfer on the books of this

corporation, and no transfer of any such shares shall be made on the books of this corporation without the written consent of all of the other record holders of stock of this corporation, during the pendency of said thirty (30) day period.

The right vested in this corporation and shareholders to purchase the stock of any shareholder of this corporation desiring to sell any stock of this corporation may be waived, in writing, by all of the other record shareholders of this corporation at any time.

No shareholder may donate, pledge, mortgage, hypothecate or otherwise encumber any stock of this corporation without first obtaining written consent of all other record shareholders of this corporation.

#### ARTICLE V.

##### BOARD OF DIRECTORS

The business and affairs of this corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by, a board of not less than three (3) nor more than seven (7) directors, unless less than three (3) persons hold stock in the corporation. The number of directors may be increased or decreased within the said limits by a majority vote of the directors.

The Board of Directors shall elect a president, a secretary, a treasurer, and one or more vice presidents. The officers do not have to be directors, and two or more of the officers may be in one person.

The Board of Directors shall have authority to make and alter by-laws, fix their own qualifications, classifications or terms of office and fix or increase their compensation, subject to the power of the voting shareholders to change or repeal the by-laws so made.

The Board of Directors shall have such power and authority with respect to capital, surplus and dividends, including allocation, increases, reduction, utilization, distribution and payment as is permitted and provided by law.

The Board of Directors shall have full authority to exercise other powers and to perform such other lawful activities in which the corporation and/or its shareholders may engage, unless prohibited from doing so by law or this corporation's charter or by-laws.

Until otherwise provided in the by-laws, any director absent from a meeting may be represented by any other director or shareholder, who may cast the vote of the absent director according to his written instructions.

A majority of the Board of Directors shall constitute a quorum to do business and the acts of a majority of directors present at any meeting where a quorum is present shall be the acts of the Board of Directors. If a quorum is present when the meeting convenes, then the directors may continue to do business despite the withdrawal of directors or refusal of directors to vote.

#### ARTICLE VI.

##### STOCKHOLDERS MEETINGS

The general annual meeting of the shareholders for the election of directors shall be held at the registered office of the corporation, or at such other place as may be designated by the Board of Directors, and shall take place on the second Friday of January of each year, beginning with the year 1990, unless or until otherwise provided by the by-laws.

Upon written request of shareholders holding a majority of this corporation's issued and outstanding voting stock, any directors may be replaced, even though his term of office may not have expired.

The presence, in person or by proxy, of the holders of a majority of the voting stock of this corporation shall constitute a quorum. Each share of voting stock shall be entitled to one (1) vote at stockholders meeting. A majority of the votes actually cast shall decide any matter properly brought before the stockholders meeting.

#### ARTICLE VII.

##### NOTICE

Any notices required under the Louisiana Corporation

Law for meetings of Board of Directors or meetings of stockholders may be waived by written consent of all members of the Board of Directors as to their meetings or by the stockholders holding a majority of the voting stock as to stockholders meetings, in which case no notice shall be required for such meetings.

ARTICLE VIII.

INCORPORATORS

The names and municipal addresses of the incorporators are as follows:

James T. Strong  
1004 East Kentucky Street  
Delhi, LA 71232

ARTICLE IX.

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by a majority vote of the voting power present at any annual or special meeting of stockholders. Notice of proposed changes shall be given to all stockholders unless such notice is waived, in writing, by a majority of the voting power of the corporation.

THUS DONE AND SIGNED in Delhi, Louisiana, on this 27th day of April, 1989, in the presence of Odie Newton and Virginia Watson competent witnesses who hereunto sign their names with the said appearer and me, Notary, after reading of the whole.

WITNESSES:

*Virginia Watson*  
*Odie Newton*

*James T. Strong*  
JAMES T. STRONG

*James DeLoach*  
NOTARY PUBLIC



## INITIAL REPORT

OF

## FURNITURE MARKET, INC.

Pursuant to Louisiana Revised Statutes of 1950, Title 12, Section 101, the following report of each incorporator of FURNITURE MARKET, INC. is herewith submitted:

1.

The location and municipal address of the Registered Office of the corporation is 1 Broadway Square, Delhi, LA 71232.

2.

The Registered Agent of the corporation and his municipal address is James T. Strong, 1004 East Kentucky Street, Delhi, LA 71232.

3.

The first directors of the corporation and their municipal addresses are as follows:

James T. Strong  
1004 East Kentucky Street  
Delhi, LA 71232

THUS DONE AND SIGNED by the incorporators at Rayville, Louisiana, on this 3<sup>rd</sup> day of April, 1989.

  
JAMES T. STRONG

(DOMESTIC/FOREIGN)

**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT**  
**BY DESIGNATED REGISTERED AGENT**  
**ACT 769 OF 1987**

To the State Corporation Department  
State of Louisiana

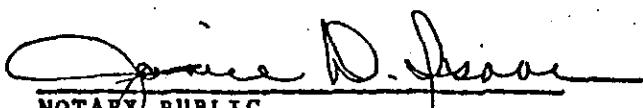
STATE OF LOUISIANA

PARISH/~~CONCORD~~ OF RICHLAND

On this 27th day of April, 1989, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared James T. Strong, who is to me known to be the person, and who, being duly sworn, acknowledged to me that he does hereby accept appointment as the Registered Agent of Furniture Market, Inc. which is a Corporation authorized to transact business in the State of Louisiana pursuant to the provisions of the Title 12, Chapter 1, 2 and 3.

  
REGISTERED AGENT

Subscribed and sworn to before me on the day, month, and year first above set forth;

  
NOTARY PUBLIC

NOTE: If the Agent is a Corporation authorized to act as an agent then the affidavit must be executed by an officer of the corporation.

Issued by James H. "Jim" Brown  
Secretary of State  
SS 388 (9/87)