

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT3504487

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
PULASKI FURNITURE CORPORATION	01/05/2010
RECEIVING PARTY DATA	
Name:	HOME MERIDIAN INTERNATIONAL, INC.
Street Address:	2485 PENNY ROAD
City:	HIGH POINT
State/Country:	NORTH CAROLINA
Postal Code:	27265
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	D465682
CORRESPONDENCE DATA	
Fax Number:	(214)932-6499
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>	
Phone:	214-932-6400
Email:	sshernandez@mcguirewoods.com
Correspondent Name:	NAM H. HUYNH
Address Line 1:	2000 MCKINNEY AVENUE, SUITE 1400
Address Line 4:	DALLAS, TEXAS 75201
ATTORNEY DOCKET NUMBER:	2057350-0001
NAME OF SUBMITTER:	NAM H. HUYNH
SIGNATURE:	/Nam H. Huynh/
DATE SIGNED:	08/28/2015
Total Attachments: 99	
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source=Articles of Incorporation_Home Meridian#page2.tif	
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**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, JANUARY 6, 2010

The State Corporation Commission has found the accompanying articles submitted on behalf of
**Home Meridian International, Inc. (formerly PULASKI FURNITURE
CORPORATION)**

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the
Commission, effective January 6, 2010.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

ARTICLES OF MERGER OF
WOODSTUFF MANUFACTURING, INC.

INTO

PULASKI FURNITURE CORPORATION

revised

0073166-1

The undersigned, on behalf of Woodstuff Manufacturing, Inc., a Delaware Corporation ("Woodstuff") and Pulaski Furniture Corporation, a Virginia corporation ("Pulaski"), pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, state as follows:

1. Woodstuff will merge with and into Pulaski. Pulaski will be the survivor of the merger.
2. Attached hereto as Exhibit A is the Agreement and Plan of Merger (the "Agreement") setting forth the provisions of the plan of merger.
3. The Agreement attached hereto was approved by unanimous consent of the stockholders and board of the directors of Woodstuff as of January 5, 2010.
4. The Agreement attached hereto was approved by unanimous consent of the shareholders and board of directors of Pulaski as of January 5, 2010.
5. Woodstuff Manufacturing, Inc. certifies that its participation in the merger was duly authorized as required by the laws of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, these Articles of Merger have been executed on the date set forth below.

PULASKI FURNITURE CORPORATION

By: WAZ
Name: Townsend
Title: CEO
Date: January 5, 2010
SCC ID no.: 0073166-1

WOODSTUFF MANUFACTURING, INC.

By: WAZ
Name: Townsend
Title: CEO
Date: January 5, 2010

Exhibit A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into as of January 5, 2010, to be effective as of the Effective Date (as defined herein), pursuant to Sections 13.1-716 and 13.1-719 of the Virginia Stock Corporation Act of the State of Virginia (the "Virginia Act") and Sections 252 and 253 of the General Corporation Law of the State of Delaware (the "Delaware Act"), by and between Pulaski Furniture Corporation, a Virginia corporation ("Parent") and Woodstuff Manufacturing, Inc., a Delaware corporation ("Subsidiary").

RECITALS:

WHEREAS, the boards and directors of each of Parent and Subsidiary have declared it advisable and to the advantage, welfare and best interests of Parent and Subsidiary and their respective stockholders to merge Subsidiary with and into Parent upon the terms and conditions herein set forth;

NOW THEREFORE, in consideration of the foregoing and the representations, warranties, covenants and agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

AGREEMENT:

1. Merger; Name of Surviving Corporation. On the Effective Date, Subsidiary shall be merged with and into Parent. The name of the surviving entity shall be Pulaski Furniture Corporation (the "Surviving Entity"). The separate existence of Subsidiary shall cease on the Effective Date in accordance with the provisions of the Virginia and Delaware Acts.

2. Equity. On the Effective Date, each issued and outstanding share of stock of Subsidiary shall *not* be converted or exchanged in any manner into shares of the Surviving Entity and shall be cancelled. Each issued and outstanding share of stock of Parent shall *not* be converted or exchanged in any manner.

3. Terms and Conditions of Merger. The terms and conditions of the merger shall be as follows:

(a) The Articles of Incorporation of Parent on the Effective Date shall be and remain the Articles of Incorporation of the Surviving Entity, without amendment or change, until the same shall be altered, amended or repealed as therein provided.

(b) The Bylaws of Parent on the Effective Date shall be and remain the Bylaws of the Surviving Entity, without amendment or change, until the same shall be altered, amended or repealed as therein provided.

(c) The Directors and the officers of Parent on the Effective Date shall continue in office as the Directors and the officers, respectively, of the Surviving Entity until their respective successors have been elected and qualified.

(d) The principal office of the Surviving Entity shall be located at 3980 Premier Drive, Suite 310, High Point, NC 28265.

4. Effect of Merger.

(a) On the Effective Date, Subsidiary shall merge with and into Parent and the separate existence of Subsidiary shall cease.

(b) The merger shall have all the effects set forth in the Delaware Act and the Virginia Act. In addition to and not in limitation of the foregoing: (i) the Surviving Entity shall possess all property, real, personal and mixed, tangible and intangible, and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to the parties hereto and the same shall be deemed taken and transferred to and vested in the Surviving Entity without further act or deed, and the title to any such property or rights, or any interest therein, vested in Subsidiary shall not revert to or be in any way impaired by reason of the merger; (ii) the Surviving Entity shall be liable for all the liabilities and obligations of the respective parties hereto in the same manner and to the same extent as if the Surviving Entity had itself incurred such liabilities and obligations and had contracted therefor, and any claim existing or any action or proceeding pending by or against the respective parties hereto may be prosecuted to judgment as if the merger had not taken place, or the Surviving Entity may be substituted in its place; and (iii) neither the rights of creditors, nor any liens upon the property of the respective parties hereto shall be impaired by the merger, but such liens shall be limited to the property upon which they were liens immediately prior to the Effective Date.

5. Effective Date. This Agreement shall become effective at 11:59 pm on January 6, 2010 (the "Effective Date").

6. Approval by the Board of Directors and Shareholders of Parent. This Agreement shall be submitted to the directors and the shareholders, in their capacity as the directors and shareholders of Parent, for approval in the manner provided by the applicable laws of the State of Virginia at a meeting or by written consent in lieu of a meeting in the manner provided by the applicable laws of the State of Virginia.

7. Approval by the Board of Directors and Stockholders of Subsidiary. This Agreement shall be submitted to the directors and the stockholders, in their capacity as the directors and stockholders of Subsidiary, for approval in the manner provided by the applicable laws of the State of Delaware at a meeting or by written consent in lieu of a meeting in the manner provided by the applicable laws of the State of Delaware.

8. Further Assurances. During the period from the date first above written to the Effective Date, each of the parties hereto agrees to use all reasonable efforts to execute

and deliver, or cause to be executed and delivered, any and all reports, instruments or other documents and to take, or cause to be taken, any and all such actions necessary, proper or advisable to consummate and make effective the transactions contemplated by this Agreement.

9. Termination. Notwithstanding any other provision of this Agreement, this Agreement may be terminated and abandoned at any time prior to the filing date by an instrument signed on behalf of both Parent and Subsidiary.

10. Amendment. This Agreement may be amended in writing if signed on behalf of both Parent and Subsidiary at any time prior to the filing date.

11. Complete Agreement. This Agreement contains the entire agreement between the parties hereto with respect to the merger of Subsidiary into Parent and supersedes all prior agreements and understandings, both written and oral, among the parties hereto with respect to the subject matter hereof.

12. Headings. The descriptive headings of the sections of this Agreement are merely provided for convenience of reference and shall not be used in the interpretation of this Agreement.

13. No Third Parties. Nothing herein expressed or implied is intended or shall be construed to confer upon or give to any person or entity, other than the parties to this Agreement, any rights or remedies under or by reason of this Agreement.

14. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Virginia, without giving regard to any provisions thereof regarding choice of laws.

15. Gender. As used in this Agreement, each gender specific term shall have a comparable meaning, whether used in a masculine, feminine or gender-neutral form.

16. Counterparts. This Agreement may be signed in one or more counterparts, each of which shall be deemed an original for all purposes and all of which taken together shall constitute one and the same original.

[Signature Page Follows]

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement and Plan of Merger to be executed by its duly authorized representative, all as of the day and date first above written.

PARENT:

**PULASKI FURNITURE CORPORATION, a
Virginia corporation**

By: _____

Name: _____

Title: _____

Nathan
Townsend
CFO

SUBSIDIARY:

**WOODSTUFF MANUFACTURING, INC., a
Delaware corporation**

By: _____

Name: _____

Title: _____

Nathan
Townsend
CFO

Signature Page to Agreement and Plan of Merger

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, JANUARY 6, 2010

The State Corporation Commission finds the accompanying articles submitted on behalf of

PULASKI FURNITURE CORPORATION

comply with the requirements of law and confirms payment of all required fees. Therefore, it is
ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles of merger in the Office of the Clerk of the
Commission, effective January 6, 2010, at 11:59 PM. Each of the following:

**WOODSTUFF MANUFACTURING, INC. (A DE CORP NOT
QUALIFIED IN VA)**

is merged into PULASKI FURNITURE CORPORATION, which continues to exist under the laws
of VIRGINIA with the name PULASKI FURNITURE CORPORATION, and the separate
existence of each non-surviving entity ceases.

STATE CORPORATION COMMISSION

By



Commissioner

ARTICLES OF AMENDMENT
OF
PULASKI FURNITURE CORPORATION

1. Name. The name of the corporation is Pulaski Furniture Corporation (the "Corporation").
2. Amendment. This amendment to the Amended and Restated Articles of Incorporation of Pulaski Furniture Corporation deletes Articles III and substitutes in lieu thereof a new Article III as set forth on Exhibit A hereto.
3. Effective Date. The effective date of these Articles of Amendments shall be the date hereof.
4. Shareholder Action. The sole Shareholder of the Corporation has unanimously consented to this amendment of the Amended and Restated Articles of Incorporation.
5. Information Required by Law. These Articles of Amendment contain all of the information required by Section 13.1-710 of the Virginia Stock Corporation Act.

Dated: December 30, 2008

PULASKI FURNITURE CORPORATION

By: _____

Name: Douglas A. Townsend

Title: Senior Vice President

EXHIBIT A

**ARTICLE III
AUTHORIZED STOCK**

(a) Authorized Stock. The number and designation of the shares that the Corporation shall have the authority to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value</u>
Common	10,000	\$0.01 per share
Preferred	10,000	None

(b) Certain Defined Terms. For purposes of this Article III, the following terms shall have the meanings indicated below:

“Board” or “Board of Directors” means the board of directors of the Corporation.

“Effective Date” means December 31, 2008.

“Liquidation” means any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

(c) Common Stock.

(1) Except as otherwise required by applicable law, all holders of Common Stock shall be entitled to one vote per share of Common Stock on all matters to be voted on by the Corporation’s stockholders. The Common Stock shall be the sole class of capital stock in the Corporation that is entitled to vote for the Board of Directors.

(2) As and when dividends are declared or paid on the Common Stock, if any, whether in cash, property or securities of the Corporation, the holders of Common Stock shall be entitled to participate in such dividends ratably on a per share basis. The rights of the holders of Common Stock to receive dividends, whether in cash, property or securities of the Corporation, are subject to, and junior to, the provisions of the Series A Preferred Shares. No dividends, whether in cash, property or securities of the Corporation, shall be declared or paid on the shares of Common Stock while there are Series A Preferred Shares outstanding.

(3) Subject to the provisions of the Series A Preferred Shares including the Series A Preferred Shares’ priority in the event of a Liquidation, the holders of Common Stock shall be entitled to participate ratably on a per share basis in all distributions to the holders of Common Stock in any Liquidation.

(d) Designation of Series. 10,000 authorized but unissued shares of Preferred Stock, no par value per share, are designated as a series of shares of Preferred Stock identified as "Series A Preferred Shares." The Series A Preferred Shares shall have the preferences, limitations and relative rights set forth below.

(1) Dividends and Distributions.

(i) The holders of the Series A Preferred Shares, in preference to the holders of the Corporation's shares of Common Stock, shall be entitled to receive, when, as and if declared by the Board of Directors, out of funds of the Corporation legally available for the payment of dividends, the annual amount of \$75.00 per share payable annually in cash on the 31st day of December in each year, unless such day is a non-business day, in which event the next business day (each such date being referred to as a "Annual Dividend Payment Date"), commencing after the Effective Date; provided, however, that with respect to such first Annual Dividend Payment Date, the holders of the Series A Preferred Shares shall be entitled pursuant to this paragraph (i) to receive the pro rata portion of such annual dividend on the basis of the number of days elapsed between the date of issue and the first Annual Dividend Payment Date. Such dividends shall be cumulative and shall accrue from the date of issue until paid in cash. Holders entitled to receive each such annual dividend payment shall be those holders of record on such date, not exceeding thirty (30) days preceding the payment date, as may be determined by the Board of Directors in advance of the payment of such dividend.

(ii) Dividends paid on the Series A Preferred Shares in an amount less than the *total* amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis to all such shares of the Series A Preferred Shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of the Series A Preferred Shares entitled to receive payments of a dividend declared thereon, which record date shall be no more than 70 days prior to the date fixed for the payment thereof.

(iii) The holders of Series A Preferred Shares shall not be entitled to receive any dividends or other distributions except as provided in this Article III designating the Series A Preferred Shares.

(2) Voting Rights.

The Series A Preferred Shares shall not have any voting powers, either general or special, except as required by applicable law or as set forth in the following sentence. For so long as Series A Preferred Shares remain outstanding, the vote or written consent of the holders of at least a majority of the outstanding Series A Preferred Shares (voting together as a single class) shall be necessary for effecting or validating the following actions:

(i) Any amendment, alteration, or repeal of any provision of the Articles of Incorporation or the Bylaws of the Corporation that affects adversely the voting powers under this section, preferences, or other special rights or privileges, qualifications, limitations, or restrictions of the Series A Preferred Shares;

(ii) Any increase or decrease in the authorized number of Series A Preferred Shares;

(iii) Any authorization or any designation, whether by reclassification or otherwise, of any new class or series of shares or any other securities convertible into, or exercisable or exchangeable for, equity securities of the Corporation ranking on a parity with or senior to the Series A Preferred Shares in liquidation preference or dividends or any increase in the authorized or designated number of any such new class or series;

(iv) Any voluntary Liquidation; or

(v) Any amendment to this Article III.

(3) Redemption.

(i) The outstanding Series A Preferred Shares may be redeemed at the option of the Corporation, in whole or in part, at any time upon not less than 10 days nor more than 30 days' prior written notice to all holders of record of the Series A Preferred Shares to be so redeemed, at a redemption price equal to all accumulated but unpaid dividends to and including the date fixed for redemption of such shares (the "Redemption Date") plus an amount (the "Applicable Amount") equal to \$1,000 per share. Subject to delivery of certificates for the shares to be redeemed, the Corporation shall pay the Applicable Amount plus all accumulated but unpaid dividends on the Redemption Date.

(ii) Unless default shall be made in the payment in full of the redemption price and any accumulated and unpaid dividends, dividends on the shares of the Series A Preferred Shares called for redemption shall cease to accumulate on the Redemption Date, and all rights of the holders of such shares as shareholders of the Corporation by reason of the ownership of such shares shall cease on the Redemption Date, except the right to receive the amount payable upon redemption of such shares on presentation and surrender of the respective certificates representing such shares. After notice of redemption has been mailed to holders of the Series A Preferred Shares called for redemption, such shares shall not be deemed to be outstanding and shall not be transferable on the books of the Corporation except to the Corporation.

(iii) At any time on or after the Redemption Date, the respective holders of record of Series A Preferred Shares to be redeemed shall be entitled to receive the redemption price upon actual delivery to the Corporation of certificates for the shares to be redeemed, such certificates, if required by the

Corporation, to be properly stamped for transfer and duly endorsed in blank or accompanied by proper instruments of transfer thereof duly executed in blank.

(4) Liquidation. In the event of any Liquidation, the holders of the Series A Preferred Shares then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders, before any payment shall be made to the holders of any other class or series of capital stock of the Corporation, an amount equal to \$1,000 per Series A Preferred Share plus an amount equal to all dividends accrued thereon to and including the date of payment (the "Series A Liquidation Preference"). If, upon any Liquidation, the assets of the Corporation shall be insufficient to make payment in full to the holders of Series A Preferred Shares of the applicable Series A Liquidation Preference as set forth in this section, then such assets shall be distributed among such holders ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(5) No Conversion. The Series A Preferred Shares are not convertible into any other class of capital stock of the Company.

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, DECEMBER 30, 2008

The State Corporation Commission has found the accompanying articles submitted on behalf of
PULASKI FURNITURE CORPORATION

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is **ORDERED** that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the
Commission, effective December 30, 2008.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

08-12-30-0500
AMENACPT
CISINF4

PATENT
REEL: 036504 FRAME: 0120

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
PULASKI FURNITURE CORPORATION

1. Name. The name of the corporation is Pulaski Furniture Corporation (the "Corporation").

2. Amendment and Restatement. The amendment to the Articles of Incorporation, which required shareholder approval, (i) deletes Article III and substitutes in lieu thereof a new Article III reducing the number of authorized shares of common stock to 6,000 and deleting references to preferred stock and (ii) makes such other amendments as set forth on Exhibit A attached hereto. The restatement restates the Articles of Incorporation, as amended.

3. Shareholder Action. The sole Shareholder of the Corporation has unanimously consented to the amendment and restatement of the Articles of Incorporation of the Corporation as provided in the Amended and Restated Articles of Incorporation attached hereto as Exhibit A.

4. Certificate Required by Law. These Articles of Amendment and Restatement contain all of the information required by Section 13.1-711 of the Virginia Stock Corporation Act and this paragraph constitutes the Certificate required by that Section.

Dated: 5-18-00

PULASKI FURNITURE CORPORATION

By: 

Title: PRESIDENT

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PULASKI FURNITURE CORPORATION

ARTICLE I
NAME

The name of the Corporation is Pulaski Furniture Corporation (the "Corporation").

ARTICLE II
PURPOSE

The purpose of this Corporation is to transact any and all lawful business not required to be specifically stated in these Articles of Incorporation for which corporations may be incorporated under the Virginia Stock Corporation Act (the "VSCA").

ARTICLE III
AUTHORIZED STOCK

(a) **Authorized Stock**. The Corporation shall have the authority to issue 6,000 shares of common stock, par value \$0.01 per share (the "Common Stock").

(b) **Common Stock**. (1) Except as otherwise required by applicable law, all holders of Common Stock shall be entitled to one vote per share on all matters to be voted on by the Corporation's stockholders.

(2) As and when dividends are declared or paid thereon, whether in cash, property or securities of the Corporation, the holders of Common Stock shall be entitled to participate in such dividends ratably on a per share basis. The rights of the holders of Common Stock to receive dividends are subject to the provisions of the Preferred Stock.

(3) Subject to the provisions of the Preferred Stock, the holders of Common Stock shall be entitled to participate ratably on a per share basis in all distributions to the holders of Common Stock in any liquidation, dissolution or winding up of the Corporation.

ARTICLE IV
LIMIT ON LIABILITY AND INDEMNIFICATION

(a) To the full extent that the VSCA, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of Directors or Officers, a Director

or Officer of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages.

(b) Each Director and Officer who is or was a party to any proceeding (including a proceeding by or in the right of the Corporation) shall be indemnified by the Corporation against any liability imposed upon or asserted against him (including amounts paid in settlement) arising out of conduct in his official capacity with the Corporation or otherwise by reason of the fact that he is or was such a Director or Officer or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, except there shall be no indemnification in relation to matters as to which he shall have been finally adjudged to be liable by reason of having been guilty of (i) willful misconduct or (ii) a knowing violation of criminal law in the performance of his duty as such Director or Officer.

(c) In addition to the indemnification provided under Section (a) and (b), to the full extent permitted by the VSCA and any other applicable law, as they exist on the date hereof or may hereafter be amended, the Corporation shall indemnify a Director or Officer of the Corporation who is or was a party to any proceeding (including a proceeding by or in the right of the Corporation) by reason of the fact that he is or was such a Director or Officer or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

(d) The Corporation is empowered to contract in advance to indemnify any Director or Officer to the extent indemnification is granted under Section (a), (b) and (c). The Board of Directors is also empowered to cause the Corporation to indemnify or contract in advance to indemnify any other person not covered by Section (a), (b) and (c) who was or is a party to any proceeding, by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise to the same extent as if such person were specified as one to whom indemnification is granted under Sections (a), (b) and (c).

(e) The Corporation may advance, pay for and/or reimburse the reasonable expenses incurred by an Officer or Director who is a party to any proceeding in advance of the final disposition thereof if (i) the Officer or Director furnishes the Corporation with a written statement of his good faith belief that he has met the standard of conduct described in Section (a), (b) and/or (c) above, (ii) the Officer or Director furnishes the corporation with a written undertaking, executed personally and on his behalf, to repay the advance if it is ultimately determined that he did not meet the standard of conduct, and (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article. The undertaking required by clause (ii) above shall be an unlimited general obligation of the Officer or Director but need not be secured and may be accepted without reference to financial ability to make repayment.

(f) The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from his status as such, whether or not the Corporation would have power to indemnify him against such liability under the provisions of this Article.

(g) The provisions of this Article shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

COR 26035 2

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

May 18, 2000

The State Corporation Commission has found the accompanying articles submitted on behalf of
PULASKI FURNITURE CORPORATION

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT AND RESTATEMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the
Commission, effective May 18, 2000, at 02:06 PM.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

ARTICLES OF MERGER
merging
PINE ACQUISITION CORP.
(a Virginia Corporation)
into
PULASKI FURNITURE CORPORATION
(a Virginia Corporation)

dom
dom

dated May 18, 2000

The undersigned corporations, pursuant to Sections 13.1-719 and 13.1-720 of the Virginia Stock Corporation Act, hereby execute the following articles of merger and set forth:

FIRST: The Plan of Merger (the "Plan") is attached hereto as Exhibit A.

SECOND: The Plan was adopted by the unanimous consent of the shareholders of Pine Acquisition Corp. ("Pine").

THIRD: The Plan was adopted by the unanimous consent of the Board of Directors of Pulaski Furniture Corporation ("Pulaski"). Shareholder approval was not required pursuant to Pine's ownership of at least 90% of the outstanding shares of stock of Pulaski.

FOURTH: The articles of merger shall become effective immediately upon their filing with the State Corporation Commission of the Commonwealth of Virginia.

PATENT

REEL: 036504 FRAME: 0126

The undersigned presidents declare that the facts herein stated are true as of May 18, 2000.

Date 5/14/00

PINE ACQUISITION CORP.

By: Frank White
Name:
Title:

Date: _____

PULASKI FURNITURE CORPORATION

By: _____
Name:
Title:

The undersigned presidents declare that the facts herein stated are true as of May 18, 2000.

PINE ACQUISITION CORP.

Date: _____

By: _____

Name:

Title:

Date: 5-18-00

PULASKI FURNITURE CORPORATION

By: 

Name: John G. Wampler

Title: PRESIDENT

PLAN OF MERGER
of
PINE ACQUISITION CORP.
(a Virginia Corporation)
into
PULASKI FURNITURE CORPORATION
(a Virginia Corporation)

This Plan of Merger of Pine Acquisition Corp. with and into Pulaski Furniture Corporation, dated March 29, 2000, states as follows:

(a) Pine Acquisition Corp., a Virginia corporation, shall be merged with and into Pulaski Furniture Corporation, a Virginia corporation as of May 18, 2000, with Pulaski Furniture Corporation continuing as the surviving corporation (the "Survivor").

(b) As of that date, the Survivor shall succeed to all of the assets and liabilities of Pine Acquisition Corp.

(c) As of the effective date of the merger, each outstanding share of the common capital stock of Pine Acquisition Corp. shall be exchanged for one fully paid and nonassessable share of common stock, par value \$.01 per share, of the Survivor. No other property, shares, other securities or consideration of any type will be distributed or issued in connection with or as a result of the merger.

(d) All shares of Pine Acquisition Corp. shall be canceled.

(e) Each share of the Survivor, other than those shares owned by Pine Acquisition Corp., shall be converted into the right to receive \$22.50 in cash from the Survivor, with no interest thereon.

(f) There will be no alteration or amendments in, or any restatement of, the Articles of Incorporation or By-Laws of the Survivor as a result of the merger.

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

May 18, 2000

The State Corporation Commission finds the accompanying articles submitted on behalf of

PULASKI FURNITURE CORPORATION

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission.
Each of the following:

Pine Acquisition Corp.

is merged into PULASKI FURNITURE CORPORATION, which continues to exist under the laws of VIRGINIA with the name PULASKI FURNITURE CORPORATION. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on May 18, 2000.

STATE CORPORATION COMMISSION

By



Commissioner

ARTICLES OF AMENDMENT
of
ARTICLES OF INCORPORATION

of

PULASKI FURNITURE CORPORATION


1. The name of the Corporation is Pulaski Furniture Corporation.
2. The amendment adopted is to replace the first four lines of the third paragraph of Article III, Part A, of the Corporation's Articles of Incorporation with the following:

"A series of Preferred Stock is hereby designated "Series A Cumulative Preferred Stock", which series is hereinafter referred to as "Series A", shall consist of 500,000 shares of Preferred Stock, and shall have the following description and terms:"
3. No shares of the series referenced in the amendment have been issued.
4. Such amendment was duly adopted by the Board of Directors of the Corporation on December 12, 1997 pursuant to Section 13.1-639 of the Virginia Stock Corporation Act. Shareholder action was not required.

Dated: December 31, 1997

PULASKI FURNITURE CORPORATION

By:


Ira S. Crawford
Vice President and
Secretary

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

January 14, 1998

The State Corporation Commission has found the accompanying articles submitted on behalf of

PULASKI FURNITURE CORPORATION

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective January 14, 1998 at 07:02 AM.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

AMENACPT
CIS20436
98-01-13-0015

PATENT
REEL: 036504 FRAME: 0132

PULASKI FURNITURE CORPORATION

ARTICLES OF AMENDMENT
AND RESTATEMENT OF
ARTICLES OF INCORPORATION

1. The name of the corporation is PULASKI FURNITURE CORPORATION (the "Corporation").

2. The Articles of Incorporation of the Corporation, as amended and restated, are set forth as Exhibit A hereto.

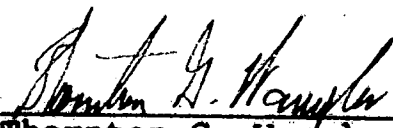
3. The Restated Articles of Incorporation include an amendment to the Corporation's Articles of Incorporation. At the meeting of the Corporation's Board of Directors on December 8, 1989, the Board unanimously resolved that it was in the best interests of the Corporation to amend the Corporation's Articles of Incorporation, pursuant to Section 13.1-706(6) of the Virginia Stock Corporation Act, by adding the following Article V thereto:

ARTICLE V

Except as expressly otherwise provided in these Articles of Incorporation, an amendment or restatement of these Articles that requires approval of the stockholders of the Corporation, other than an amendment or restatement that amends or affects the shareholder vote required by the Virginia Stock Corporation Act to approve a merger, statutory share exchange, sale of all or substantially all of the Corporation's assets or the dissolution of the Corporation or amends or affects Article IV of these Articles, shall be approved by a majority of the votes entitled to be cast by each voting group that is entitled to vote on the matter.

4. The amendment to the Corporation's Articles of Incorporation included in the Restated Articles of Incorporation does not require approval of the shareholders of the Corporation.

PULASKI FURNITURE CORPORATION

By: 
Thornton G. Wampler
Vice President and Secretary

Dated: December 8, 1989

As Amended and Restated
Through December 8, 1989

RESTATED ARTICLES OF INCORPORATION
of
PULASKI FURNITURE CORPORATION

ARTICLE I

The name of the Corporation is

PULASKI FURNITURE CORPORATION

ARTICLE II

The purposes of the Corporation are to manufacture, buy, sell and deal in furniture of all kinds and, without limitation by reason of the foregoing, to engage in any business not required to be stated in the articles of incorporation.

The Corporation shall have the power to enter into partnership agreements with other corporations, whether organized under the law of the State of Virginia or otherwise, or with any individual or individuals.

ARTICLE III

The Corporation shall have authority to issue 10,000,000 shares of Common Stock and 1,000,000 shares of Preferred Stock (which may be issued in various classes and series as hereinafter provided).

The description of the Preferred Stock and the Common Stock, and the designations, preferences and voting powers of such classes of stock or restrictions or qualifications thereof, and the terms on which such stock is to be issued (together with certain related provisions for the regulation of the business and for the conduct of the affairs of the Corporation) shall be as hereinafter set forth, or determined as hereinafter set forth, in Parts A, B and C of this Article III.

PART A. PREFERRED STOCK

The Board of Directors may determine the preferences, limitations and relative rights, to the extent permitted by the Virginia Stock Corporation Act, of any class of shares of Preferred Stock before the issuance of any shares of that class, or of one or more series within a class before the issuance of any shares of that series. Each class or series shall be appropriately

designated by a distinguishing designation prior to the issuance of any shares thereof. The Preferred Stock of all series shall have preferences, limitations and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the description of the series, with those of other series of the same class.

Prior to the issuance of any shares of a class or series of Preferred Stock, (i) the Board of Directors shall establish such class or series by adopting a resolution, and by filing with the State Corporation Commission of Virginia articles of amendment setting forth the designation and number of shares of the class or series and the relative rights and preferences thereof, and (ii) the State Corporation Commission of Virginia shall have issued a certificate of amendment thereof.

A series of Preferred Stock is hereby designated "Series A Cumulative Preferred Stock" which series is hereinafter referred to as "Series A" and shall have the following description and terms:

1. Dividends and Distributions.

(a) The holders of shares of Series A shall be entitled to receive, when and as declared by the Board of Directors out of funds legally available therefor, dividends payable quarterly on the first day of each January, April, July and October (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of Series A, in an amount per share (rounded to the nearest cent) equal to the greater of (i) \$11.00 or (ii) subject to the provision for adjustment hereinafter set forth, 100 times the aggregate per share amount of all cash dividends, and 100 times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions other than a dividend payable in shares of Common Stock or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), declared on the Common Stock of the Corporation (the "Common Stock") since the immediately preceding Quarterly Dividend Payment Date. In the event the Corporation shall at any time after December 15, 1987 (the "Rights Declaration Date") (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller

number of shares, then in each such case the amount to which holders of shares of Series A were entitled immediately prior to such event under clause (ii) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(b) The Corporation shall declare a dividend or distribution on the Series A as provided in paragraph (a) above immediately after it declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock); provided that, in the event no dividend or distribution shall have been declared on the Common Stock during the period between any Quarterly Dividend Payment Date and the next subsequent Quarterly Dividend Payment Date, a dividend of \$10.00 per share on the Series A shall nevertheless be payable on such subsequent Quarterly Dividend Payment Date.

(c) Dividends shall begin to accrue and be cumulative on outstanding shares of Series A from the Quarterly Dividend Payment Date next preceding the date of issue of such shares of Series A, unless the date of issue of such shares is prior to the record date for the first Quarterly Dividend Payment, in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of shares of Series A entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which events such dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series A in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Series A entitled to receive payment of a dividend or distribution declared thereon, which record date shall be no more than 70 days prior to the date fixed for the payment thereof.

(d) Dividends in full shall not be declared or paid or set apart for payment on the Series A for a dividend period terminating on the Quarterly Dividend Payment Date unless dividends in full have been declared or paid or set apart for payment on the Preferred Stock of all series (other than series with respect to which dividends are not cumulative from a date prior to such dividend date) for the respective dividend periods terminating on such dividend date.

2. Voting Rights. The holders of shares of Series A shall have the following voting rights:

(a) Subject to the provision for adjustment hereinafter set forth, each share of Series A shall entitle the holder thereof to 100 votes on all matters submitted to a vote of the shareholders of the Corporation. In the event the Corporation shall at any time after the Rights Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the number of votes per share to which holders of shares of Series A were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(b) Except as otherwise provided herein, the Restated Articles of Incorporation or Bylaws, the holders of shares of Series A, and the holders of shares of Common Stock shall vote together as one voting group on all matters submitted to a vote of stockholders of the Corporation.

(c) In addition, in the event that at any time or from time to time while any shares of the Series A are outstanding, six or more quarterly dividends, whether consecutive or not, on any shares of the Series A shall be in arrears and unpaid, whether or not earned or declared, then the holders of all of the outstanding shares of the Series A together with any other series of Preferred Stock then entitled to such a vote under the terms of the Restated Articles of Incorporation of the Corporation, voting as a single class,

shall be entitled to elect two members of the Board of Directors of the Corporation. Immediately after the occurrence of such event, the Corporation shall cause the number of directors of the Corporation to be increased by two and (unless a regular meeting of stockholders of the Corporation is to be held within sixty (60) days for the purpose of electing directors) shall give prompt notice to the holders of all of the outstanding shares of Preferred Stock then so entitled to such a vote of a special meeting of such holders to take place within sixty (60) days after the occurrence of such event. If such meeting shall not have been called as so provided, such meeting may be called at the expense of the Corporation by the holders of not less than five percent (5%) of such Preferred Stock at the time outstanding, on written notice specifying the time and place of the meeting given by mail not less than ten (10) days or more than thirty (30) days before the date of such meeting specified in such notice. At such meeting the holders of all of such Preferred Stock at the time outstanding, voting as a single class, shall have the right to elect two (2) members of the Board of Directors of the Corporation.

If a regular meeting of the stockholders of the Corporation for the purpose of electing directors is to be held within sixty (60) days after the occurrence of such event then at such meeting, and, in any event, at each subsequent meeting of the stockholders of the Corporation called for the purpose of electing directors, the holders of such Preferred Stock at the time outstanding, voting as a single class, shall have the right to elect two (2) members of the Board of Directors on the same conditions as stated above.

At any special or regular meeting provided for in the next two preceding paragraphs, each outstanding share of such Preferred Stock shall be entitled to one vote for the election of the directors provided for herein; the holders of a majority of the shares of such Preferred Stock at the time outstanding shall constitute a quorum; and a plurality vote of such quorum shall govern.

The directors elected by the holders of such Preferred Stock shall hold office until their successors shall be elected; provided that their term of office shall automatically expire at such time as all dividends on all outstanding shares of such Preferred Stock in arrears shall have been paid in full.

(d) Except as set forth herein or as otherwise provided in the Restated Articles of Incorporation, holders of Series A shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

3. Certain Restrictions.

(a) Whenever quarterly dividends or other dividends or distributions payable on the Series A as provided in Section 1 are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Series A outstanding shall have been paid in full, the Corporation shall not

(i) declare or pay or set apart for payment any dividends (other than dividends payable in shares of any class or classes of stock of the Corporation ranking junior to the Series A) or make any other distributions on, any class of stock of the Corporation ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A and shall not redeem, purchase or otherwise, acquire, directly or indirectly, whether voluntarily, for a sinking fund, or otherwise any shares of any class of stock of the Corporation ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A, provided that, notwithstanding the foregoing, the Corporation may at any time redeem, purchase or otherwise acquire shares of stock of any such junior class in exchange for, or out of the net cash proceeds from the concurrent sale of other shares of stock of any such junior class;

(ii) declare or pay dividends on or make any other distributions on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A, except dividends paid ratably on the Series A and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A, provided that the Corporation may at any time redeem, purchase or otherwise acquire shares of any such parity stock in exchange for shares of any stock of the Corporation ranking junior (either as to dividends or upon dissolution, liquidation or winding up) to the Series A;

(iv) purchase or otherwise acquire for consideration any shares of Series A, or any shares of stock ranking on a parity with the Series A, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(b) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation could, under paragraph (a) of this Section (3), purchase or otherwise acquire such shares at such time and in such manner.

4. Reacquired Shares. Any shares of Series A purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock and may be re-issued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors, subject to the conditions and restrictions on issuance set forth herein.

5. Liquidation, Dissolution or Winding Up.

(a) Upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, no distribution shall be made to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A unless, prior thereto, the holders of shares of Series A shall have received \$200.00 per share, plus an

amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment (the "Series A Liquidation Preference"). Following the payment of the full amount of the Series A Liquidation Preference, no additional distributions shall be made to the holders of shares of Series A unless, prior thereto, the holders of shares of Common Stock shall have received an amount per share (the "Common Adjustment") equal to the quotient obtained by dividing (i) the Series A Liquidation Preference by (ii) 100 (as appropriately adjusted as set forth in subparagraph c below to reflect such events as stock splits, stock dividends and recapitalizations with respect to the Common Stock) (such number in clause (ii) being hereinafter referred to as the "Adjustment Number"). Following the payment of the full amount of the Series A Liquidation Preference and the Common Adjustment in respect of all outstanding shares of Series A and Common Stock, respectively, holders of Series A and holders of shares of Common Stock shall receive their ratable and proportionate share of the remaining assets to be distributed in the ratio of the Adjustment Number to 1 with respect to such Preferred Stock and Common Stock, on a per share basis, respectively.

(b) In the event, however, that there are not sufficient assets available to permit payment in full of the Series A Liquidation Preference and the liquidation preferences of all other series of Preferred Stock, if any, that rank on a parity with the Series A, then such remaining assets shall be distributed ratably to the holders of such parity shares in proportion to their respective liquidation preferences. In the event, however, that there are not sufficient assets available to permit payment in full of the Common Adjustment, then such remaining assets shall be distributed ratably to the holders of Common Stock.

(c) In the event the Corporation shall at any time after the Rights Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the Adjustment Number in effect immediately prior to such event shall be adjusted by multiplying such Adjustment Number by a fraction the numerator of which is the number of shares of Common Stock outstanding

immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

6. Consolidation, Merger, etc. In case the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case the shares of Series A shall at the same time be similarly exchanged or changed in an amount per share (subject to the provision for adjustment hereinafter set forth) equal to 100 times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged. In the event the Corporation shall at any time after the Rights Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the amount set forth in the preceding sentence with respect to the exchange or change of shares of Series A shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

7. Redemption. The outstanding shares of Series A may be redeemed at the option of the Board of Directors as a whole, but not in part, at any time, at which no person beneficially owns more than 10% of the outstanding Common Stock of the Corporation at a cash price per share equal to (i) 100% of the product of the Adjustment Number times the Average Market Value (as such term is hereinafter defined) of the Common Stock, plus (ii) all dividends which on the redemption date have accrued on the shares to be redeemed and have not been paid or declared and a sum sufficient for the payment thereof set apart, without interest; provided, however, that if and whenever any quarterly dividend shall have accrued on the Series A that has not been paid or declared and a sum sufficient for the payment thereof set apart, the Corporation may not purchase or otherwise acquire any shares of Series A unless all shares of such stock at the time outstanding are so purchased or otherwise acquired. The "Average Market Value" is the average of the closing sale prices of a share of the Common Stock during the 30 day period immediately preceding the date before the redemption date on the Composite Tape for New York Stock Exchange Listed Stocks, or, if such stock is not quoted on the Composite Tape, on the New York Stock Exchange, or, if such stock is not listed on such Exchange, on the principal United States

securities exchange registered under the Securities Exchange Act of 1934, as amended, on which such stock is listed, or, if such stock is not listed on any such exchange, the average of the closing bid quotations with respect to a share of Common Stock during such 30-day period on the National Association of Securities Dealers, Inc. Automated Quotations System or any system then in use, or if no such quotations are available, the fair market value of a share of the Common Stock as determined by the Board of Directors in good faith.

8. Ranking. The Series A shall rank junior to all other series of the Corporation's Preferred Stock as to the payment of dividends and the distribution of assets, unless the terms of any such series shall provide otherwise.

9. Amendment. The Corporation shall not create any other class or classes of stock ranking prior to the Series A either as to dividends or liquidation, or increase the authorized number of shares of any such other class of stock, or amend, alter, or repeal any of the provisions of the Restated Articles of Incorporation or the resolution or resolutions adopted by the Board of Directors authorizing the Series A so as to adversely affect the preferences, rights or powers of the Series A without the affirmative vote of the holders of more than two-thirds of the outstanding shares of the Series A, voting separately as one voting group.

10. Fractional Shares. Series A may be issued in fractions of a share which shall entitle the holder, in proportion to such holder's fractional shares, to exercise voting rights, receive dividends, participate in distributions and to have the benefit of all other rights of holders of Series A.

PART B. COMMON STOCK

1. Voting Rights. The holders of the Common Stock shall, to the exclusion of the holders of any other class of stock of the Corporation, have the sole and full power to vote for the election of directors and for all other purposes without limitation except only (a) as otherwise provided in the articles of amendment to these Articles for a particular series of Preferred Stock filed pursuant to Part A of this Article III and (b) as otherwise expressly provided by the then existing statutes of the Commonwealth of Virginia. The holders of the Common Stock shall have one (1) vote for each share of Common Stock held by them.

2. Dividends. Subject to the provisions hereinabove set forth with respect to Preferred Stock, the holders of shares of Common Stock shall be entitled to receive dividends if, when and

as declared by the Board of Directors out of funds legally available therefor.

PART C. MISCELLANEOUS

1. Pre-emptive Rights. No holder of (a) stock of any class of the Corporation, whether now or hereafter authorized, or (b) any warrants, rights or options to purchase any stock, or (c) any obligations convertible into any such stock or into any warrants, rights or options to purchase any such stock (the interests referred to in clause (a), (b) and (c) of this Section 1 being hereinafter referred to as "Equity Interests") shall have (i) any pre-emptive or preferential right to purchase or subscribe to any Equity Interests that may hereafter be created, issued or sold or (ii) any right of subscription to any Equity Interests. The Board of Directors is hereby authorized, in its discretion, without any action by the stockholders in connection with the issuance of any obligations or stock of the Corporation (but without hereby limiting the powers of the Board in other cases) to grant rights or options to purchase or receive Equity Interests, upon such terms and during such periods of time as the Board of Directors shall determine and to cause such rights or options to be evidenced by such warrants or other instruments as the Board of Directors may deem advisable.

ARTICLE IV

1. Number, Election & Term of Directors. The number of directors shall be set forth in the By-laws, but, in the absence of such a provision in the By-laws, the number of directors of the Corporation shall be seven; provided that the number of directors set forth by the By-laws cannot be increased by more than two during any twelve-month period except by the affirmative vote of at least 80% of the outstanding shares of Common Stock. Commencing with the 1987 annual meeting of stockholders, the Board of Directors shall be divided into three classes, Class I, Class II and Class III, as nearly equal in number as possible. At the 1987 annual meeting of stockholders, directors of the first class (Class I) shall be elected to hold office for a term expiring at the 1988 annual meeting of stockholders; directors of the second class (Class II) shall be elected to hold office for a term expiring at the 1989 annual meeting of stockholders; and directors of the third class (Class III) shall be elected to hold office for a term expiring at the 1990 annual meeting of stockholders. At each annual meeting of stockholders after 1987, the successors to the class of directors whose terms shall then expire shall be identified as being of the same class as the directors they succeed and elected to hold office for a term expiring

at the third succeeding annual meeting of stockholders. When the number of directors is changed, any newly-created directorships or any decrease in directorships shall be so apportioned among the classes by the Board of Directors as to make all classes as nearly equal in number as possible.

2. Newly-Created Directorships and Vacancies. Subject to the rights of the holders of any series of Preferred Stock then outstanding, any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase by not more than two in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, and directors so chosen shall hold office for a term expiring at the next meeting of stockholders at which directors are elected. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

3. Removal of Directors. Subject to the rights of the holders of any class or series of Preferred Stock then outstanding, any director may be removed, with or without cause, only by the affirmative vote of the holders of at least 80% of the outstanding shares of Common Stock.

4. Amendment or Repeal. The provisions of this Article shall not be amended or repealed, nor shall any provision of these Articles of Incorporation be adopted that is inconsistent with this Article, unless such action shall have been approved by the affirmative vote of either:

(a) the holders of at least 80% of the outstanding shares of Common Stock; or

(b) a majority of those directors who are Continuing Directors and the holders of the requisite number of shares specified under applicable Virginia law for the amendment of articles of incorporation.

5. Certain Definitions. For purposes of this Article:

(a) "Continuing Director" means any member of the Board of Directors who:

(i) was elected to the Board of Directors of the Corporation at the 1987 annual meeting of stockholders; or

(ii) was recommended for election by, or was elected to fill a vacancy and received the

affirmative vote of, a majority of the Continuing Directors then on the Board.

(b) "Common Stock" shall mean the class of common stock of the Corporation outstanding on February 13, 1987, and any other class of stock of the Corporation into which all outstanding shares of such class of common stock are converted or for which all such shares are exchanged.

ARTICLE V

Except as expressly otherwise provided in these Articles of Incorporation, an amendment or restatement of these Articles that requires approval of the stockholders of the Corporation, other than an amendment or restatement that amends or affects the shareholder vote required by the Virginia Stock Corporation Act to approve a merger, statutory share exchange, sale of all or substantially all of the Corporation's assets or the dissolution of the Corporation or amends or affects Article IV of these Articles, shall be approved by a majority of the votes entitled to be cast by each voting group that is entitled to vote on the matter.

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

December 14, 1989

The State Corporation Commission has found the accompanying articles submitted on behalf of

PULASKI FURNITURE CORPORATION

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF RESTATEMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective December 14, 1989.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By


Commissioner

AMENACPT
CIS20436
89-12-14-0503

PATENT
REEL: 036504 FRAME: 0147

**ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
of PULASKI FURNITURE CORPORATION**

I, Bernard C. Wampler, President and Chief Executive Officer of Pulaski Furniture Corporation (the "Corporation"), a corporation organized and existing under the Virginia Stock Corporation Act, in accordance with the provisions of sections 13.1-604, 13.1-706, and 13.1-639 thereof, do hereby certify:

1. That the name of the corporation is PULASKI FURNITURE CORPORATION.

2. That on December 3, 1987, pursuant to Section 13.1-639 of the Virginia Stock Corporation Act and to the authority conferred upon the Board of Directors by the Restated Articles of Incorporation of the Corporation, the Board of Directors of the Corporation duly adopted the following resolution creating a series of 500,000 shares of Preferred Stock designated as Series A Cumulative Preferred Stock.

RESOLVED, that it is hereby declared to be in the best interests of the Corporation that the Articles of Incorporation of the Corporation, as amended and restated to date, be further amended to create a new series of Preferred Stock to consist of 500,000 shares and to be designated as Series A Cumulative Preferred Stock, and to determine the preferences, limitations and relative rights of the Series A Cumulative Preferred Stock by adding the following at the end of Part A of Article III of such Articles of Incorporation:

A series of Preferred Stock is hereby designated "Series A Cumulative Preferred Stock" which series is hereinafter referred to as "Series A" and shall have the following description and terms:

1. Dividends and Distributions

(a) The holders of shares of Series A shall be entitled to receive, when and as declared by the Board of Directors out of funds legally available therefor, dividends payable quarterly on the first day of each January, April, July and October (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of Series A, in an amount per share (rounded to the nearest cent) equal to the greater of (a)

\$11.00 or (b) subject to the provision for adjustment hereinafter set forth, 100 times the aggregate per share amount of all cash dividends, and 100 times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions other than a dividend payable in shares of Common Stock or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), declared on the Common Stock of the Corporation (the "Common Stock") since the immediately preceding Quarterly Dividend Payment Date. In the event the Corporation shall at any time after December 15, 1987 (the "Rights Declaration Date") (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the amount to which holders of shares of Series A were entitled immediately prior to such event under clause (b) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(2) The Corporation shall declare a dividend or distribution on the Series A as provided in paragraph (A) above immediately after it declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock); provided that, in the event no dividend or distribution shall have been declared on the Common Stock during the period between any Quarterly Dividend Payment Date and the next subsequent Quarterly Dividend Payment Date, a dividend of \$10.00 per share on the Series A shall nevertheless be payable on such subsequent Quarterly Dividend Payment Date.

(3) Dividends shall begin to accrue and be cumulative on outstanding shares of Series A from the Quarterly Dividend Payment Date next preceding the date of issue of such shares of Series A, unless the date of issue of such shares is prior to the record date for the first Quarterly Dividend Payment, in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after

the record date for the determination of holders of shares of Series A entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which events such dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series A in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Series A entitled to receive payment of a dividend or distribution declared thereon, which record date shall be no more than 70 days prior to the date fixed for the payment thereof.

(4) Dividends in full shall not be declared or paid or set apart for payment on the Series A for a dividend period terminating on the Quarterly Dividend Payment Date unless dividends in full have been declared or paid or set apart for payment on the Preferred Stock of all series (other than series with respect to which dividends are not cumulative from a date prior to such dividend date) for the respective dividend periods terminating on such dividend date.

(b) Voting Rights. The holders of shares of Series A shall have the following voting rights:

(1) Subject to the provision for adjustment hereinafter set forth, each share of Series A shall entitle the holder thereof to 100 votes on all matters submitted to a vote of the shareholders of the Corporation. In the event the Corporation shall at any time after the Rights Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the number of votes per share to which holders of shares of Series A were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(2) Except as otherwise provided herein, the Restated Articles of Incorporation or Bylaws, the holders of shares of Series A, and the holders of shares of Common Stock shall vote together as one voting group on all matters submitted to a vote of stockholders of the Corporation.

(3) In addition, in the event that at any time or from time to time while any shares of the Series A are outstanding, six or more quarterly dividends, whether consecutive or not, on any shares of the Series A shall be in arrears and unpaid, whether or not earned or declared, then the holders of all of the outstanding shares of the Series A together with any other series of Preferred Stock then entitled to such a vote under the terms of the Restated Articles of Incorporation of the Corporation, voting as a single class, shall be entitled to elect two members of the Board of Directors of the Corporation. Immediately after the occurrence of such event, the Corporation shall cause the number of directors of the Corporation to be increased by two and (unless a regular meeting of stockholders of the Corporation is to be held within sixty (60) days for the purpose of electing directors) shall give prompt notice to the holders of all of the outstanding shares of Preferred Stock then so entitled to such a vote of a special meeting of such holders to take place within sixty (60) days after the occurrence of such event. If such meeting shall not have been called as so provided, such meeting may be called at the expense of the Corporation by the holders of not less than five percent (5%) of such Preferred Stock at the time outstanding, on written notice specifying the time and place of the meeting given by mail not less than ten (10) days or more than thirty (30) days before the date of such meeting specified in such notice. At such meeting the holders of all of such Preferred Stock at the time outstanding, voting as a single class, shall have the right to elect two (2) members of the Board of Directors of the Corporation.

If a regular meeting of the stockholders of the Corporation for the purpose of electing directors is to be held within sixty (60) days after the occurrence of such event then at such meeting, and, in any event, at each subsequent meeting of the stockholders of the Corporation called for the purpose of electing directors, the holders of such Preferred Stock at the time outstanding, voting as

a single class, shall have the right to elect two (2) members of the Board of Directors on the same conditions as stated above.

At any special or regular meeting provided for in the next two preceding paragraphs, each outstanding share of such Preferred Stock shall be entitled to one vote for the election of the directors provided for herein; the holders of a majority of the shares of such Preferred Stock at the time outstanding shall constitute a quorum; and a plurality vote of such quorum shall govern.

The directors elected by the holders of such Preferred Stock shall hold office until their successors shall be elected; provided that their term of office shall automatically expire at such time as all dividends on all outstanding shares of such Preferred Stock in arrears shall have been paid in full.

(4) Except as set forth herein or as otherwise provided in the Restated Articles of Incorporation, holders of Series A shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

(c) Certain Restrictions.

(1) Whenever quarterly dividends or other dividends or distributions payable on the Series A as provided in Section (a) are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Series A outstanding shall have been paid in full, the Corporation shall not

(i) declare or pay or set apart for payment any dividends (other than dividends payable in shares of any class or classes of stock of the Corporation ranking junior to the Series A) or make any other distributions on, any class of stock of the Corporation ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A and shall not redeem, purchase or otherwise, acquire, directly or indirectly, whether voluntarily, for a sinking fund, or otherwise any shares of any class of stock of the Corporation ranking junior

(either as to dividends or upon liquidation, dissolution or winding up) to the Series A, provided that, notwithstanding the foregoing, the Corporation may at any time redeem, purchase or otherwise acquire shares of stock of any such junior class in exchange for, or out of the net cash proceeds from the concurrent sale of other shares of stock of any such junior class;

(ii) declare or pay dividends on or make any other distributions on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A, except dividends paid ratably on the Series A and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A, provided that the Corporation may at any time redeem, purchase or otherwise acquire shares of any such parity stock in exchange for shares of any stock of the Corporation ranking junior (either as to dividends or upon dissolution, liquidation or winding up) to the Series A;

(iv) purchase or otherwise acquire for consideration any shares of Series A, or any shares of stock ranking on a parity with the Series A, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(2) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation

could, under paragraph (1) of this Section (c), purchase or otherwise acquire such shares at such time and in such manner.

(d) Reacquired Shares. Any shares of Series A purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors, subject to the conditions and restrictions on issuance set forth herein.

(e) Liquidation, Dissolution or Winding Up

(1) Upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, no distribution shall be made to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A unless, prior thereto, the holders of shares of Series A shall have received \$200.00 per share, plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment (the "Series A Liquidation Preference"). Following the payment of the full amount of the Series A Liquidation Preference, no additional distributions shall be made to the holders of shares of Series A unless, prior thereto, the holders of shares of Common Stock shall have received an amount per share (the "Common Adjustment") equal to the quotient obtained by dividing (i) the Series A Liquidation Preference by (ii) 100 (as appropriately adjusted as set forth in subparagraph 3 below to reflect such events as stock splits, stock dividends and recapitalizations with respect to the Common Stock) (such number in clause (ii) being hereinafter referred to as the "Adjustment Number"). Following the payment of the full amount of the Series A Liquidation Preference and the Common Adjustment in respect of all outstanding shares of Series A and Common Stock, respectively, holders of Series A and holders of shares of Common Stock shall receive their ratable and proportionate share of the remaining assets to be distributed in the ratio of the Adjustment Number to 1 with respect to such Preferred Stock and Common Stock, on a per share basis, respectively.

(2) In the event, however, that there are not sufficient assets available to permit payment in full of the Series A Liquidation Preference and the liquidation preferences of all other series of Preferred Stock, if any, that rank on a parity with the Series A, then such remaining assets shall be distributed ratably to the holders of such parity shares in proportion to their respective liquidation preferences. In the event, however, that there are not sufficient assets available to permit payment in full of the Common Adjustment, then such remaining assets shall be distributed ratably to the holders of Common Stock.

(3) In the event the Corporation shall at any time after the Rights Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the Adjustment Number in effect immediately prior to such event shall be adjusted by multiplying such Adjustment Number by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(f) Consolidation, Merger, etc. In case the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case the shares of Series A shall at the same time be similarly exchanged or changed in an amount per share (subject to the provision for adjustment hereinafter set forth) equal to 100 times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged. In the event the Corporation shall at any time after the Rights Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the amount set forth in the preceding sentence with respect to the exchange or change of shares of Series A shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of

Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(g) Redemption. The outstanding shares of Series A may be redeemed at the option of the Board of Directors as a whole, but not in part, at any time, at which no person beneficially owns more than 10% of the outstanding Common Stock of the Corporation at a cash price per share equal to (i) 100% of the product of the Adjustment Number times the Average Market Value (as such term is hereinafter defined) of the Common Stock, plus (ii) all dividends which on the redemption date have accrued on the shares to be redeemed and have not been paid or declared and a sum sufficient for the payment thereof set apart, without interest; provided, however, that if and whenever any quarterly dividend shall have accrued on the Series A that has not been paid or declared and a sum sufficient for the payment thereof set apart, the Corporation may not purchase or otherwise acquire any shares of Series A unless all shares of such stock at the time outstanding are so purchased or otherwise acquired. The "Average Market Value" is the average of the closing sale prices of a share of the Common Stock during the 30 day period immediately preceding the date before the redemption date on the Composite Tape for New York Stock Exchange Listed Stocks, or, if such stock is not quoted on the Composite Tape, on the New York Stock Exchange, or, if such stock is not listed on such Exchange, on the principal United States securities exchange registered under the Securities Exchange Act of 1934, as amended, on which such stock is listed, or, if such stock is not listed on any such exchange, the average of the closing bid quotations with respect to a share of Common Stock during such 30-day period on the National Association of Securities Dealers, Inc. Automated Quotations System or any system then in use, or if no such quotations are available, the fair market value of a share of the Common Stock as determined by the Board of Directors in good faith.

(h) Ranking. The Series A shall rank junior to all other series of the Corporation's Preferred Stock as to the payment of dividends and the distribution of assets, unless the terms of any such series shall provide otherwise.

(i) Amendment. The Corporation shall not create any other class or classes of stock ranking prior to the Series A either as to dividends or liquidation, or

increase the authorized number of shares of any such other class of stock, or amend, alter, or repeal any of the provisions of the Restated Articles of Incorporation or the resolution or resolutions adopted by the Board of Directors authorizing the Series A so as to adversely affect the preferences, rights or powers of the Series A without the affirmative vote of the holders of more than two-thirds of the outstanding shares of the Series A, voting separately as one voting group.

(j) Fractional Shares. Series A may be issued in fractions of a share which shall entitle the holder, in proportion to such holder's fractional shares, to exercise voting rights, receive dividends, participate in distributions and to have the benefit of all other rights of holders of Series A.

3. That this amendment to the Restated Articles of Incorporation of the Corporation was adopted by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, I have executed and subscribed this Certificate and do affirm the foregoing as true this 3rd day of December, 1987.

PULASKI FURNITURE CORPORATION

By:


President and Chief
Executive Officer

073166

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

RICHMOND, December 10, 1987

The accompanying articles having been delivered to the State Corporation Commission on behalf of

PULASKI FURNITURE CORPORATION

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT

be issued, and that this order, together with the articles, be admitted to record in this office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law, effective December 10, 1987 .

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the Clerk of the Circuit Court, Pulaski County .

STATE CORPORATION COMMISSION

BY Elizabeth B. Lacy
Commissioner

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PULASKI FURNITURE CORPORATION

Articles of Restatement

1. The name of the corporation is Pulaski Furniture Corporation (the "Corporation").

2. The Articles of Incorporation of the Corporation, as amended and restated, are set forth as Exhibit A hereto.

3. At the meeting of the Corporation's Board of Directors (the "Board") on December 4, 1986, the Board unanimously resolved that it was in the best interests of the Corporation to adopt the following three amendments to the Corporation's Articles of Incorporation and further resolved that each of the proposed amendments be submitted to the vote of the Corporation's stockholders pursuant to Section 13.1-707 of the Virginia Stock Corporation Act:

a. to amend Article III of the Corporation's Articles of Incorporation (i) to increase the number of authorized shares of the Corporation's common stock from 4,000,000 shares to 10,000,000 shares and (ii) to eliminate the par value of the Corporation's common stock and preferred stock ("Amendment 1");

b. to amend Article III of the Corporation's Articles of Incorporation to increase the number of authorized shares of the Corporation's preferred stock from 20,000 shares to 1,000,000 shares ("Amendment 2"); and

c. to amend Article IV of the Corporation's Articles of Incorporation to provide for the classification of directors into three classes and to provide that directors cannot be removed during their terms of office without the affirmative vote of the holders of at least 80% of the outstanding shares of common stock ("Amendment 3").

Article III of the Corporation's Restated Articles of Incorporation (as shown in Exhibit A) constitutes the text of Amendment 1 and Amendment 2. Article IV of the Corporation's Restated Articles of Incorporation (as shown in Exhibit A) constitutes the text of Amendment 3.

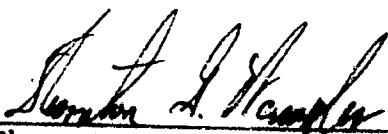
4. As of January 2, 1987, the record date for the Annual Meeting of the Corporation's stockholders, 2,896,447 shares of the Corporation's common stock were outstanding and entitled to vote on each of the proposed amendments to the Corporation's Articles of Incorporation.

5. At the Corporation's Annual Meeting of Stockholders, on February 13, 1987, the Corporation's stockholders approved each of the amendments to the Corporation's Articles of Incorporation as follows:

- a. 2,616,563 shares of the Corporation's common stock were voted to approve Amendment 1;
- b. 2,301,535 shares of the Corporation's common stock were voted to approve Amendment 2; and
- c. 2,314,954 shares of the Corporation's common stock were voted to approve Amendment 3.

The number of shares voted in favor of each of Amendment 1, Amendment 2 and Amendment 3 exceeds the two-thirds majority vote required by the Virginia Stock Corporation Act to approve each of the amendments.

PULASKI FURNITURE CORPORATION

By: 
Thornton G. Wampler
Vice President and Secretary

Dated: February 19, 1987

**Restated Articles of Incorporation
of
Pulaski Furniture Corporation**

ARTICLE I

The name of the Corporation is

PULASKI FURNITURE CORPORATION

ARTICLE II

The purposes of the Corporation are to manufacture, buy, sell and deal in furniture of all kinds and, without limitation by reason of the foregoing, to engage in any business not required to be stated in the articles of incorporation.

The Corporation shall have the power to enter into partnership agreements with other corporations, whether organized under the law of the State of Virginia or otherwise, or with any individual or individuals.

ARTICLE III

The Corporation shall have authority to issue 10,000,000 shares of Common Stock and 1,000,000 shares of Preferred Stock (which may be issued in various classes and series as hereinafter provided).

The description of the Preferred Stock and the Common Stock, and the designations, preferences and voting power of such classes of stock or restrictions or qualifications thereof, and the terms on which such stock is to be issued (together with certain related provisions for the regulation of the business and for the conduct of the affairs of the Corporation) shall be as hereinafter set forth, or determined as hereinafter set forth, in Parts A, B and C of this Article III.

Part A. Preferred Stock

The Board of Directors may determine preferences, limitations and relative rights, to the extent permitted by the Virginia Stock Corporation Act, of any class of shares of Preferred Stock before the issuance of any shares of that class, or of one or more series within a class before the issuance of any shares of that series. Each class or series shall be appropriately designated by a distinguishing designation prior to the issuance of any shares thereof. The Preferred Stock of all series shall have preferences, limitations and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the description of the series, with those of other series of the same class.

Prior to the issuance of any shares of a class or series of Preferred Stock, (i) the Board of Directors shall establish such class or series by adopting a resolution, and by filing with the State Corporation Commission of Virginia articles of amendment setting forth the designation and number of shares of the class or series and

the relative rights and preferences thereof, and (ii) the State Corporation Commission of Virginia shall have issued a certificate of amendment thereof.

Part B. Common Stock

1. *Voting Rights.* The holders of the Common Stock shall, to the exclusion of the holders of any other class of stock of the Corporation, have the sole and full power to vote for the election of directors and for all other purposes without limitation except only (a) as otherwise provided in the articles of amendment to these Articles for a particular series of Preferred Stock filed pursuant to Part A of this Article III and (b) as otherwise expressly provided by the then existing statutes of the Commonwealth of Virginia. The holders of the Common Stock shall have one (1) vote for each share of Common Stock held by them.

2. *Dividends.* Subject to the provisions hereinabove set forth with respect to Preferred Stock, the holders of shares of Common Stock shall be entitled to receive dividends if, when and as declared by the Board of Directors out of funds legally available therefor.

Part C. Miscellaneous

1. *Pre-emptive Rights.* No holder of (a) stock of any class of the Corporation, whether now or hereafter authorized, or (b) any warrants, rights or options to purchase any stock, or (c) any obligations convertible into any such stock or into any warrants, rights or options to purchase any such stock (the interests referred to in clause (a), (b) and (c) of this Section 1 being hereinafter referred to as "Equity Interests") shall have (i) any pre-emptive or preferential right to purchase or subscribe to any Equity Interests that may hereafter be created, issued or sold or (ii) any right of subscription to any Equity Interests. The Board of Directors is hereby authorized, in its discretion, without any action by the stockholders in connection with the issuance of any obligations or stock of the Corporation (but without hereby limiting the powers of the Board in other cases) to grant rights or options to purchase or receive Equity Interests, upon such terms and during such periods of time as the Board of Directors shall determine and to cause such rights or options to be evidenced by such warrants or other instruments as the Board of Directors may deem advisable.

ARTICLE IV

1. *Number, Election and Term of Directors.* The number of directors shall be set forth in the By-laws, but, in the absence of such a provision in the By-laws, the number of directors of the Corporation shall be seven; provided that the number of directors set forth by the By-laws cannot be increased by more than two during any twelve-month period except by the affirmative vote of at least 80% of the outstanding shares of Common Stock. Commencing with the 1987 annual meeting of stockholders, the Board of Directors shall be divided into three classes, Class I, Class II and Class III, as nearly equal in number as possible. At the 1987 annual meeting of stockholders, directors of the first class (Class I) shall be elected to hold office for a term expiring at the 1988 annual meeting of stockholders; directors of the second class (Class II) shall be elected to hold office for a term expiring at the 1989 annual meeting of stockholders; and directors of the third class (Class III) shall be elected to hold office for a term expiring at the 1990 annual meeting of stockholders. At each annual meeting of stockholders after 1987, the successors to the class of directors whose terms shall then expire shall be identified as being of the same class as the directors they succeed and elected to hold office for a term expiring at the third succeeding annual meeting of stockholders. When the number of directors is changed, any newly-created directorships or any decrease in directorships shall be so apportioned among the classes by the Board of Directors as to make all classes as nearly equal in number as possible.

2. *Newly-Created Directorships and Vacancies.* Subject to the rights of the holders of any series of Preferred Stock then outstanding, any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase by not more than two in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, and directors so chosen shall hold office for a term expiring at the next meeting of stockholders at which directors are elected. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

3. *Removal of Directors.* Subject to the rights of the holders of any class or series of Preferred Stock then outstanding, any director may be removed, with or without cause, only by the affirmative vote of the holders of at least 80% of the outstanding shares of Common Stock.

4. *Amendment or Repeal.* The provisions of this Article shall not be amended or repealed, nor shall any provision of these Articles of Incorporation be adopted that is inconsistent with this Article, unless such action shall have been approved by the affirmative vote of either:

- (a) the holders of at least 80% of the outstanding shares of Common Stock; or
- (b) a majority of those directors who are Continuing Directors and the holders of the requisite number of shares specified under applicable Virginia law for the amendment of the articles of incorporation.

5. *Certain Definitions.* For purposes of this Article:

- (a) "Continuing Director" means any member of the Board of Directors who:
 - (i) was elected to the Board of Directors of the Corporation at the 1987 annual meeting of stockholders; or
 - (ii) was recommended for election by, or was elected to fill a vacancy and received the affirmative vote of, a majority of the Continuing Directors then on the Board.
- (b) "Common Stock" shall mean the class of common stock of the Corporation outstanding on February 13, 1987, and any other class of stock of the Corporation into which all outstanding shares of such class of common stock are converted or for which all such shares are exchanged.

073166

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

RICHMOND, February 23, 1987

The accompanying articles having been delivered to the State Corporation Commission on behalf of

PULASKI FURNITURE CORPORATION

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT AND RESTATEMENT

be issued, and that this order, together with the articles, be admitted to record in this office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law, effective February 23, 1987 .

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the Clerk of the Circuit Court, Pulaski County .

STATE CORPORATION COMMISSION

By *Elizabeth A. Hacy*
Commissioner

PATENT
REEL: 036504 FRAME: 0164

PULASKI FURNITURE CORPORATION

Articles of Amendment
Restating the Articles of Incorporation

1) The name of the Corporation is Pulaski Furniture Corporation.

2) The Amendment adopted is as follows:

RESOLVED, that the Articles of Incorporation of the Corporation be amended and restated as set forth in Exhibit A attached hereto. Each share of the Corporation's Common Stock, \$5 par value per share, issued immediately prior to the effective date of this amendment shall on the effective date of this amendment, and without any surrender of the certificate representing such share, automatically be converted into one fully paid and nonassessable share of the Corporation's Common Stock, par value \$1 per share.

3) At a meeting held on December 1, 1983 the Board of Directors found such Amendment to be in the best interests of the Corporation and directed that it be submitted to a vote of the Corporation's shareholders. Notice of such meeting was given on January 13, 1984 to each shareholder of record entitled to vote at such meeting. The notice was given in the manner set forth in the Virginia Stock Corporation Act and was accompanied by a copy of the proposed Amendment. The Amendment was adopted by the shareholders on February 10, 1984.

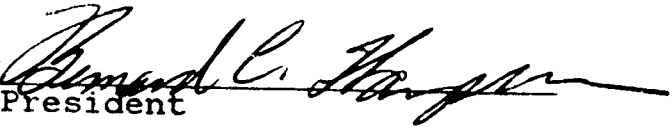
4) The number of shares outstanding and entitled to vote on such Amendment, being all of a single class, was 1,401,478.

5) The number of shares voted in favor of the Amendment was 1,246,406 and the number of shares voted against the Amendment was 1,106.

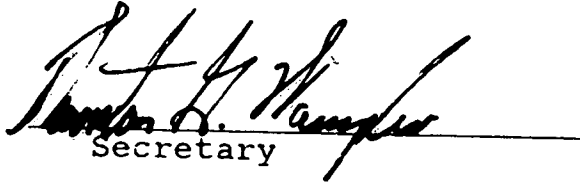
6) The Amendment to the Articles of Incorporation will effect a reduction in the stated capital of the Corporation in the amount of \$5,605,912. As of the effective date of the Amendment, the Corporation's stated capital will be \$1,401,478.

Dated: February 13, 1984

PULASKI FURNITURE CORPORATION

By 
President

Attest:


Secretary

RESTATED ARTICLES OF INCORPORATION
of
PULASKI FURNITURE CORPORATION

ARTICLE I

The name of the Corporation is

PULASKI FURNITURE CORPORATION

ARTICLE II

The purposes of the Corporation are to manufacture, buy, sell and deal in furniture of all kinds and, without limitation by reason of the foregoing, to engage in any business not required to be stated in the articles of incorporation.

The Corporation shall have the power to enter into partnership agreements with other corporations, whether organized under the laws of the State of Virginia or otherwise, or with any individual or individuals.

ARTICLE III

The Corporation shall have authority to issue 4,000,000 shares of Common Stock, \$1 par value, and 20,000 shares of Cumulative Preferred Stock, \$100 par value (which may be issued in series as hereinafter provided).

The description of the Cumulative Preferred Stock and the Common Stock, and the designations, preferences and voting powers of such classes of stock or restrictions or qualifications thereof, and the terms on which such stock is to be issued (together with certain related provisions for the regulation of the business and for the conduct of the affairs of the Corporation) shall be as hereinafter set forth in Parts A, B and C of this Article III.

PART A. CUMULATIVE PREFERRED STOCK

1. Issuance in Series. The Cumulative Preferred Stock may be issued from time to time in one or more series, with such distinctive serial designations as shall be stated and expressed in the resolution or resolutions providing for the issue of such stock from time to time adopted by the Board of

Directors, and in such resolution or resolutions providing for the issue of shares of each particular series the Board of Directors is expressly authorized to fix:

(a) The maximum number of shares of the series issuable;

(b) The annual dividend rate for such series, the dividend payment dates and the date from which dividends on all shares of such series issued on or prior to the record date for the first dividend shall be cumulative;

(c) The redemption price or prices for such series and other terms and conditions on which shares of such series may be retired or redeemed;

(d) The obligation, if any, of the Corporation to purchase and retire or redeem shares of such series as a sinking fund, the provisions of such sinking fund and the redemption price or prices for shares of such series redeemed pursuant to sinking fund provisions;

(e) The rights, if any, of the holders of shares of such series to vote either (i) generally with the Common Stock or (ii) separately as a class as a condition to specified corporate actions; and

(f) The rights, if any, of the holders of shares of such series to convert such shares into other classes of stock of the Corporation and the terms and conditions of such conversion.

All shares of the Cumulative Preferred Stock of any one series shall be identical with each other in all respects except, if so determined by the Board of Directors, as to the dates from which dividends thereon shall be cumulative; and all shares of the Cumulative Preferred Stock shall be of equal rank with each other, regardless of series, and shall be identical with each other in all respects except as hereinbefore provided.

If and whenever, from time to time, the Board of Directors shall determine to issue Cumulative Preferred Stock of any series, it shall, prior to the issue of any shares of such new series, cause provisions respecting it to be set out in articles of serial designation filed with the State Corporation Commission of Virginia. The Board of Directors, in any such articles of serial designation filed with the State Corporation Commission of Virginia, may reclassify any of the authorized but unissued shares of any particular series as shares, or additional shares, of any other series, or, unless otherwise provided in the articles of serial designation establishing any

particular series, increase any maximum number of shares theretofore established for a particular series to any greater number than authorized by the articles of incorporation.

2. Dividends. The holders of the Cumulative Preferred Stock shall be entitled to receive, if, when and as declared by the Board of Directors, out of any funds legally available therefor, cumulative cash dividends in the case of each series at the annual rate for such series theretofore fixed by the Board of Directors as hereinbefore provided, and no more, payable on such dates as shall be fixed for such series. Dividends in arrears shall not bear interest. Such dividends on the Cumulative Preferred Stock shall be cumulative, in the case of all shares of each particular series, from the dividend payment date next preceding the date of issue of such shares, except as follows:

(a) If issued on or prior to the record date for the first dividend on shares of such series, then from the date theretofore fixed for the purpose by the Board of Directors as hereinabove provided; and

(b) If issued during the period commencing after the record date for a dividend on shares of such series and terminating at the close of the payment date for such dividend, then from the latter date.

All dividends declared payable to the holders of record of the Cumulative Preferred Stock of any series as of a date on which shares of Cumulative Preferred Stock of such series are owned by the Corporation shall be deemed to have been paid in respect of such shares owned by the Corporation on such date.

3. Redemption. The Corporation may at any time, at the option of the Board of Directors expressed by resolution, redeem the whole or any part of the Cumulative Preferred Stock at the time outstanding, or the whole or any part of any series thereof, upon notice duly mailed as hereinafter provided, by paying or providing for the payment in cash of the redemption price or the respective redemption prices theretofore fixed by the Board of Directors as hereinabove provided. Not less than thirty (30) days' previous notice of every such redemption of Cumulative Preferred Stock shall be mailed to the holders of record of the Cumulative Preferred Stock to be redeemed, at their last known post office addresses as shown by the Corporation's records. In case of the redemption of a part only of any series of the Cumulative Preferred Stock at the time outstanding, the shares of the Cumulative Preferred Stock of such series to be redeemed shall be selected pro rata or by lot or in such other equitable manner as the Board of Directors may

determine. The Board of Directors shall have full power and authority to prescribe the manner in which, and, subject to the provisions and limitations herein contained, the terms and conditions upon which such stock shall be redeemed from time to time.

If after notice of redemption of any such Cumulative Preferred Stock shall have been duly mailed as hereinabove provided or irrevocable authorization and direction for such mailing shall have been given to the bank or trust company hereinafter mentioned, and if on or before the redemption date designated in such notice, the Corporation shall deposit in trust with any bank or trust company in the Commonwealth of Virginia, having capital and surplus aggregating at least Five Million Dollars (\$5,000,000), named in such notice, to be applied to the redemption of the Cumulative Preferred Stock so called for redemption, funds sufficient to redeem such Cumulative Preferred Stock upon the date specified in the notice of redemption, then from and after the time of such deposit all shares of such Cumulative Preferred Stock for the redemption of which such deposit shall have been so made shall, whether or not the certificates therefor shall have been surrendered for cancellation, be deemed no longer to be outstanding for any purpose and all rights with respect to such shares shall thereupon cease and determine, except the right to receive the redemption price so deposited, but without interest, and the right, if any, to convert such shares into other classes of stock of the Corporation within the period fixed by the Board of Directors for the exercise of such right of conversion. Any funds so deposited which shall not be required for such redemption because of the exercise of any such right of conversion subsequent to the date of such deposit shall be returned to the Corporation forthwith. Any interest accrued on such funds shall be paid to the Corporation from time to time. Any funds so deposited and unclaimed at the end of five (5) years from such redemption date shall be repaid to the Corporation free of trust, and such holders of such Cumulative Preferred Stock so called for redemption as shall not have received the redemption price prior to such repayment to the Corporation shall be deemed to be unsecured creditors of the Corporation for the redemption price and shall look only to the Corporation for payment thereof without interest.

Whenever used in any resolution or articles of serial designation adopted by the Board of Directors providing for the issue of any particular series as hereinbefore provided, with reference to shares of the Cumulative Preferred Stock of any series, the term "redemption price" shall mean the stated amount per share fixed by the Board of Directors as hereinabove provided, which amount may, but need not, vary according to the

time or circumstances of redemption, plus dividends accrued on such share to the date fixed for redemption, and the term "dividends accrued" shall mean an amount, computed at the annual dividend rate for the particular series theretofore fixed by the Board of Directors, as hereinbefore provided, from the date or dates on which dividends on such shares became cumulative to the date to which dividends are stated to be accrued, less the aggregate of the dividends theretofore or on such date paid thereon or deemed to be paid thereon.

The Corporation may also from time to time purchase or otherwise acquire for a consideration shares of its Cumulative Preferred Stock at not exceeding the redemption price, plus the usual and customary brokerage commissions paid in connection with the purchase thereof; provided, however, that unless full dividends on the Cumulative Preferred Stock of all series for all past dividend periods and the then current dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart, the Corporation shall not at any time redeem less than all of the then outstanding Cumulative Preferred Stock or purchase any of such Cumulative Preferred Stock except in accordance with a purchase offer made to all holders of such Cumulative Preferred Stock.

4. Restrictions on Payments to Subordinate Stock. (a) In no event, so long as any of the Cumulative Preferred Stock shall be outstanding, shall any dividend whatsoever, other than a dividend payable in Common Stock or other stock of the Corporation not ranking prior to or on a parity with the Cumulative Preferred Stock (the Common Stock, and such other stock being hereinafter called "subordinate stock"), be paid or declared, or any distribution be made, on any subordinate stock of the Corporation nor shall any shares of such subordinate stock be purchased, redeemed or otherwise acquired by the Corporation, nor shall any moneys be paid to or set aside or made available for a sinking fund for the purchase or redemption of any such subordinate stock, unless

(1) full dividends on the Cumulative Preferred Stock of all series for all past dividend periods and the then current dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart; and

(2) the Corporation shall have set aside all amounts, if any, required to be theretofore set aside as and for all sinking funds, if any, for the Cumulative Preferred Stock of all series for the then current year and for any previous years if not previously set aside.

(b) Subject to the provisions of this Section 4 and not otherwise, such dividends and distributions as may be determined by the Board of Directors may from time to time be declared and paid or made upon the subordinate stock of the Corporation out of any funds legally available therefor, and the Cumulative Preferred Stock shall not be entitled to participate in any such dividend or distribution so declared and paid or made upon such subordinate stock.

5. Voting Rights. The holders of the Cumulative Preferred Stock when entitled to vote shall have one (1) vote for each share of Cumulative Preferred Stock held by them. The holders of the Cumulative Preferred Stock shall not be entitled to vote except as follows:

(a) with respect to matters as to which the right to vote cannot be denied by the then existing statutes of the Commonwealth of Virginia; and

(b) as may be provided in the articles of serial designation for any particular series filed pursuant to Section 1 of this Part A.

Except as some provision of law shall be controlling and except as otherwise provided in articles of serial designation for any particular series filed pursuant to Section 1 of this Part A, whenever shares of two or more series of the Cumulative Preferred Stock are outstanding, all shares of the Cumulative Preferred Stock of all series entitled to vote on a particular matter shall be deemed to constitute but one class for the purpose of voting on such matter.

Notwithstanding anything elsewhere in this Article III contained, if prior to or contemporaneously with the accomplishment of any transaction, provision is made for the immediate redemption or retirement of all of the Cumulative Preferred Stock of any series at the time outstanding, (i) nothing in this Article III shall be construed to confer on the holders of the Cumulative Preferred Stock of such series any power or right to vote in respect of any such matter, and (ii) the holders of the Cumulative Preferred Stock of such series shall not have any power or right to vote in respect of any such matter except only where, and then only to the extent that a right to vote is required by the then existing statutes of the Commonwealth of Virginia.

The holders of Cumulative Preferred Stock shall not be entitled to receive notice of any meeting of stockholders or of any meeting of holders of any class of stock, at which they are not entitled to vote except as may be required in respect of

any particular transactions by the then existing statutes of the Commonwealth of Virginia.

6. Sinking Funds. Any sinking fund provided for the purchase or redemption of Cumulative Preferred Stock of any series may provide for the purchase or redemption of stock of such series and of any other series of Cumulative Preferred Stock.

The Corporation shall not at any time be required to set aside any amounts or to make any purchase of any stock required by any sinking funds provided for in any articles of serial designation if such setting aside or purchase would then be unlawful for it to accomplish or would constitute a default in any covenant or agreement contained in any indenture or other agreement under which any indebtedness incurred or assumed by the Corporation is at the time outstanding. Failure by the Corporation to comply with the provisions of any sinking fund provided in respect of the Cumulative Preferred Stock of any series shall, unless otherwise provided in the articles of serial designation establishing the particular series, have no effect other than as provided in paragraph (a) of Section 4 of this Part A.

Moneys in any such sinking fund not at the time required for the redemption of shares of stock may be applied by the Corporation to the purchase, at public or private sale, as the Board of Directors of the Corporation may determine of shares of stock of the one or more series for which such sinking fund shall have been provided, if obtainable at not exceeding the redemption price or prices thereof for sinking fund purposes at the respective dates of purchase plus the usual and customary brokerage commissions paid in connection with such purchase. Any moneys remaining in any sinking fund on the fortieth day preceding any dividend payment date shall, if sufficient to redeem at least one hundred (100) shares, be applied to the redemption of shares of such one or more series on such dividend payment date. When no shares of the one or more series for which any such sinking fund shall have been provided shall remain outstanding, any balance remaining in any such sinking fund shall be returned to the Corporation.

Shares of any series of Cumulative Preferred Stock purchased or redeemed pursuant to any sinking fund obligation with respect to such series or for which credit shall have been taken against such sinking fund obligation shall not be disposed of as shares of such series, but upon issuance by the State Corporation Commission of Virginia of a certificate of reduction, such shares shall become authorized and unissued shares which may be designated as shares of any other series.

7. Liquidation. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, the holders of the Cumulative Preferred Stock of any series thereof shall be entitled to be paid the involuntary liquidation price which shall be \$100 per share, plus accrued dividends, if such liquidation, dissolution or winding up is involuntary, or if voluntary, the current redemption price per share (otherwise than for the sinking fund, if any, provided for such series) theretofore fixed in the articles of serial designation for the respective series, and no more, before any distribution or payment shall be made to the holders of subordinate stock (as defined in paragraph (a) of Section 4 of this Part A), and after payment to the holders of the Cumulative Preferred Stock and to the holders of stock ranking prior to or on a parity with the Cumulative Preferred Stock of the amounts to which they are respectively entitled, the balance, if any, shall be paid to the holders of subordinate stock according to their respective rights. In case the net assets of the Corporation are insufficient to pay to holders of all outstanding shares of Cumulative Preferred Stock of all series and to holders of any stock ranking prior to or on a parity with the Cumulative Preferred Stock the full amounts to which they are respectively entitled, the entire net assets of the Corporation remaining after providing for any stock which may rank prior to the Cumulative Preferred Stock shall be distributed ratably to the holders of all outstanding shares of Cumulative Preferred Stock of all series and to holders of any stock ranking on a parity with the Cumulative Preferred Stock in proportion to the full amounts to which they are respectively entitled.

PART B. COMMON STOCK

1. Voting Rights. The holders of the Common Stock shall, to the exclusion of the holders of any other class of stock of the Corporation, have the sole and full power to vote for the election of directors and for all other purposes without limitation except only (a) as otherwise provided in articles of serial designation for a particular series of Cumulative Preferred Stock filed pursuant to Section 1 of this Part A of this Article III and (b) as otherwise expressly provided by the then existing statutes of the Commonwealth of Virginia. The holders of the Common Stock shall have one (1) vote for each share of Common Stock held by them.

2. Dividends. Subject to the provisions hereinabove set forth with respect to Cumulative Preferred Stock, the holders of shares of Common Stock shall be entitled to receive dividends if, when and as declared by the Board of Directors out of funds legally available therefor.

PART C. MISCELLANEOUS

1. Pre-emptive Rights. No holder of (a) stock of any class of the Corporation, whether now or hereafter authorized, or (b) any warrants, rights or options to purchase any stock, or (c) any obligations convertible into any such stock or into any warrants, rights or options to purchase any such stock (the interests referred to in clause (a), (b) and (c) of this Section 1 being hereinafter referred to as "Equity Interests") shall have (i) any pre-emptive or preferential right to purchase or subscribe to any Equity Interests that may hereafter be created, issued or sold or (ii) any right of subscription to any Equity Interests. The Board of Directors is hereby authorized, in its discretion, without any action by the stockholders in connection with the issuance of any obligations or stock of the Corporation (but without hereby limiting the powers of the Board in other cases) to grant rights or options to purchase or receive Equity Interests, upon such terms and during such periods of time as the Board of Directors shall determine and to cause such rights or options to be evidenced by such warrants or other instruments as the Board of Directors may deem advisable.

ARTICLE IV

Unless otherwise fixed in the By-laws, the number of directors of the Corporation shall be ten.

073166

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

RICHMOND, February 16, 1984

The accompanying articles having been delivered to the State Corporation Commission on behalf of

PULASKI FURNITURE CORPORATION

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT AND RESTATEMENT

be issued, and that this order, together with the articles, be admitted to record in this office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the Clerk of the Circuit Court, Pulaski County .

STATE CORPORATION COMMISSION

By Thomas P. Harwood, Jr.
Commissioner

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2-16-84

PULASKI FURNITURE CORPORATION

Articles of Reduction
by Cancellation of Shares

1) The name of the Corporation is Pulaski Furniture Corporation.

2) The Board of Directors of Pulaski Furniture Corporation adopted on February 10, 1984 the following resolution:

WHEREAS, the Corporation holds in its treasury 174,704 shares of the Company's Common Stock heretofore issued and reacquired, be it


RESOLVED, that said shares be cancelled and that the stated capital of the Corporation be reduced by \$873,520, the stated capital represented by said shares. After giving effect to the cancellation, the stated capital of the Corporation shall be \$7,007,390.

3) After giving effect to the cancellation, Pulaski Furniture Corporation shall have 1,401,478 issued shares of Common Stock.

Dated: February 10, 1984

PULASKI FURNITURE CORPORATION

By 
President


Secretary

PATENT

REEL: 036504 FRAME: 0177

073166

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

RICHMOND, February 14, 1984

The accompanying articles having been delivered to the State Corporation Commission on behalf of

PULASKI FURNITURE CORPORATION

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF REDUCTION

be issued, and that this order, together with the articles, be admitted to record in this office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the Clerk of the Circuit Court, Pulaski County .

STATE CORPORATION COMMISSION

By Thomas P. Harwood, Jr.
Commissioner

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PULASKI FURNITURE CORPORATION

Articles of Amendment to the
Articles of Incorporation

1. The name of the corporation is Pulaski Furniture Corporation.

2. The amendment of the Articles of Incorporation adopted is to delete the first paragraph of Article III of the Articles of Incorporation and substitute therefor the following:

The Corporation shall have authority to issue 2,000,000 shares of Common Stock, \$5 par value, and 20,000 shares of Cumulative Preferred Stock, \$100 par value (which may be issued in series as hereinafter provided).

3. The Board of Directors of the Corporation on November 30, 1971, found the amendment to be in the best interests of the Corporation and directed the same to be submitted to a vote at the annual meeting of stockholders. On January 13, 1972, notice was given to each of the Corporation's stockholders of record on January 7, 1972, in the manner provided by the Virginia Stock Corporation Act and was accompanied by copies of the said amendment. The amendment was adopted on February 11, 1972 by the stockholders of the Corporation.

4. The number of shares outstanding and entitled to vote on the said amendment, being Common Stock of the par value of \$5 per share, was 729,199.

5. The number of shares voted for such amendment was 607,142, and the number of shares voted against such amendment was 1,342.

6. The amendment does not effect a change in the amount of stated capital or a restatement of the Articles of Incorporation of the Corporation.

Dated: February 11, 1972

PULASKI FURNITURE CORPORATION

By Thomas C. Waugh
President

And Frank J. Waugh
Secretary

PATENT

REEL: 036504 FRAME: 0179

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,
February 16, 1972

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Pulaski Furniture Corporation

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Pulaski County

STATE CORPORATION COMMISSION

By

Ralph T. Catterall
Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court of Pulaski County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 25 day of Feb 1972 and is now returned to the State Corporation Commission by certified mail.

Harwin G. Gresham
By Burg D. Beeth, A.C. Clerk

PATENT
REEL: 036504 FRAME: 0180

PULASKI FURNITURE CORPORATION

ARTICLES OF AMENDMENT

RESTATING THE ARTICLES OF INCORPORATION

1. The name of the corporation is

PULASKI FURNITURE CORPORATION

2. The amendment adopted is the Restated Articles of Incorporation appended hereto as Exhibit A.

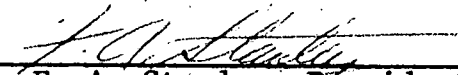
3. The Board of Directors by unanimous consent in writing on January 6, 1967, found the amendment in the best interests of the corporation and directed that it be submitted to vote at the annual meeting of stockholders; notice of such meeting was given on January 13, 1967, to each stockholder of record entitled to vote at such meeting in the manner provided in the Virginia Stock Corporation Act and the notice was accompanied by a copy of the proposed amendment; and the amendment was adopted by the stockholders on February 10, 1967.

4. The number of shares outstanding and entitled to vote on such amendment, being all of a single class, was 327,531.

5. The number of shares voted for such amendment was 295,912 and the number of shares voted against such amendment was 4,364

6. The stated capital of the Corporation on the effective date of the amendment shall be \$1,637,655.

PULASKI FURNITURE CORPORATION

By 
F. A. Stanley, President

Dated:
February 10, 1967.

and by 
Howard H. Eggert, Secretary

PATENT

REEL: 036504 FRAME: 0182

EXHIBIT A

Restated Articles of Incorporation of PULASKI FURNITURE CORPORATION

ARTICLE I

The name of the Corporation is

PULASKI FURNITURE CORPORATION

ARTICLE II

The purposes of the Corporation are to manufacture, buy, sell and deal in furniture of all kinds and, without limitation by reason of the foregoing, to engage in any business not required to be stated in the articles of incorporation.

The Corporation shall have the power to enter into partnership agreements with other corporations, whether organized under the laws of the State of Virginia or otherwise, or with any individual or individuals.

ARTICLE III

The Corporation shall have authority to issue 1,000,000 shares of Common Stock, \$5 par value, and 20,000 shares of Cumulative Preferred Stock, \$100 par value (which may be issued in series as hereinafter provided).

The description of the Cumulative Preferred Stock and the Common Stock, and the designations, preferences and voting powers of such classes of stock or restrictions or qualifications thereof, and the terms on which such stock is to be issued (together with certain related provisions for the regulation of the business and for the conduct of the affairs of the Corporation) shall be as hereinafter set forth in Parts B and C of this Article III.

PART A. CUMULATIVE PREFERRED STOCK

Series. The Cumulative Preferred Stock may be issued from time to time in one or more distinct serial designations as shall be stated and expressed in the resolution or resolutions of such stock from time to time adopted by the Board of Directors, providing for the issue of shares of each particular series the Board

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EXHIBIT A

Restated Articles of Incorporation
of
PULASKI FURNITURE CORPORATION

ARTICLE I

The name of the Corporation is

PULASKI FURNITURE CORPORATION

ARTICLE II

The purposes of the Corporation are to manufacture, buy, sell and deal in furniture of all kinds and, without limitation by reason of the foregoing, to engage in any business not required to be stated in the articles of incorporation.

The Corporation shall have the power to enter into partnership agreements with other corporations, whether organized under the laws of the State of Virginia or otherwise, or with any individual or individuals.

ARTICLE III

The Corporation shall have authority to issue 1,000,000 shares of Common Stock, \$5 par value, and 20,000 shares of Cumulative Preferred Stock, \$100 par value (which may be issued in series as hereinafter provided).

The description of the Cumulative Preferred Stock and the Common Stock, and the designations, preferences and voting powers of such classes of stock or restrictions or qualifications thereof, and the terms on which such stock is to be issued (together with certain related provisions for the regulation of the business and for the conduct of the affairs of the Corporation) shall be as hereinafter set forth in Parts A, B and C of this Article III.

PART A. CUMULATIVE PREFERRED STOCK

1. Issuance in Series. The Cumulative Preferred Stock may be issued from time to time in one or more series, with such distinctive serial designations as shall be stated and expressed in the resolution or resolutions providing for the issue of such stock from time to time adopted by the Board of Directors, and in such resolution or resolutions providing for the issue of shares of each particular series the Board of Directors is expressly authorized to fix:

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- (a) The maximum number of shares of the series issuable;
- (b) The annual dividend rate for such series, the dividend payment dates and the date from which dividends on all shares of such series issued on or prior to the record date for the first dividend shall be cumulative;
- (c) The redemption price or prices for such series and other terms and conditions on which shares of such series may be retired or redeemed;
- (d) The obligation, if any, of the Corporation to purchase and retire or redeem shares of such series as a sinking fund, the provisions of such sinking fund and the redemption price or prices for shares of such series redeemed pursuant to sinking fund provisions;
- (e) The rights, if any, of the holders of shares of such series to vote either (i) generally with the Common Stock or (ii) separately as a class as a condition to specified corporate actions; and
- (f) The rights, if any, of the holders of shares of such series to convert such shares into other classes of stock of the Corporation and the terms and conditions of such conversion.

All shares of the Cumulative Preferred Stock of any one series shall be identical with each other in all respects except, if so determined by the Board of Directors, as to the dates from which dividends thereon shall be cumulative; and all shares of the Cumulative Preferred Stock shall be of equal rank with each other, regardless of series, and shall be identical with each other in all respects except as hereinbefore provided.

If and whenever, from time to time, the Board of Directors shall determine to issue Cumulative Preferred Stock of any series, it shall, prior to the issue of any shares of such new series, cause provisions respecting it to be set out in articles of serial designation filed with the State Corporation Commission of Virginia. The Board of Directors, in any such articles of serial designation filed with the State Corporation Commission of Virginia, may reclassify any of the authorized but unissued shares of any particular series as shares, or additional shares, of any other series, or, unless otherwise provided in the articles of serial designation establishing any particular series, increase any maximum number of shares theretofore established for a particular series to any greater number than authorized by the articles of incorporation.

2. Dividends. The holders of the Cumulative Preferred Stock shall be entitled to receive, if, when and as declared by the Board of Directors, out of any funds legally available therefor, cumulative cash dividends in the case of each series at the annual rate for such series theretofore fixed by the Board of Directors as hereinbefore provided, and no more, payable on such dates as shall be fixed for such series. Dividends in arrears shall not bear interest. Such dividends on the Cumulative Preferred Stock shall be cumulative, in the case of all shares of each particular series, from the dividend payment date next preceding the date of issue of such shares, except as follows:

- (a) If issued on or prior to the record date for the first dividend on shares of such series, then from the date theretofore fixed for the purpose by the Board of Directors as hereinabove provided; and

(b) If issued during the period commencing after the record date for a dividend on shares of such series and terminating at the close of the payment date for such dividend, then from the latter date.

All dividends declared payable to the holders of record of the Cumulative Preferred Stock of any series as of a date on which shares of Cumulative Preferred Stock of such series are owned by the Corporation shall be deemed to have been paid in respect of such shares owned by the Corporation on such date.

3. Redemption. The Corporation may at any time, at the option of the Board of Directors expressed by resolution, redeem the whole or any part of the Cumulative Preferred Stock at the time outstanding, or the whole or any part of any series thereof, upon notice duly mailed as hereinafter provided, by paying or providing for the payment in cash of the redemption price or the respective redemption prices theretofore fixed by the Board of Directors as hereinabove provided. Not less than thirty (30) days' previous notice of every such redemption of Cumulative Preferred Stock shall be mailed to the holders of record of the Cumulative Preferred Stock to be redeemed, at their last known post office addresses as shown by the Corporation's records. In case of the redemption of a part only of any series of the Cumulative Preferred Stock at the time outstanding, the shares of the Cumulative Preferred Stock of such series to be redeemed shall be selected pro rata or by lot or in such other equitable manner as the Board of Directors may determine. The Board of Directors shall have full power and authority to prescribe the manner in which, and, subject to the provisions and limitations herein contained, the terms and conditions upon which, such stock shall be redeemed from time to time.

If after notice of redemption of any such Cumulative Preferred Stock shall have been duly mailed as hereinabove provided or irrevocable authorization and direction for such mailing shall have been given to the bank or trust company hereinafter mentioned, and if on or before the redemption date designated in such notice, the Corporation shall deposit in trust with any bank or trust company in the Commonwealth of Virginia, having capital and surplus aggregating at least Five Million Dollars (\$5,000,000), named in such notice, to be applied to the redemption of the Cumulative Preferred Stock so called for redemption, funds sufficient to redeem such Cumulative Preferred Stock upon the date specified in the notice of redemption, then from and after the time of such deposit all shares of such Cumulative Preferred Stock for the redemption of which such deposit shall have been so made shall, whether or not the certificates therefor shall have been surrendered for cancellation, be deemed no longer to be outstanding for any purpose and all rights with respect to such shares shall thereupon cease and determine, except the right to receive the redemption price so deposited, but without interest, and the right, if any, to convert such shares into other classes of stock of the Corporation within the period fixed by the Board of Directors for the exercise of such right of conversion. Any funds so deposited which shall not be required for such redemption because of the exercise of any such right of conversion subsequent to the date of such deposit shall be returned to the Corporation forthwith. Any interest accrued on such funds shall be paid to the Corporation from time to time. Any funds so deposited and unclaimed at the end of five (5) years from such redemption date shall be repaid to the Corporation free of trust, and such holders of such Cumulative Preferred Stock so called for redemption as shall not have received the redemption price prior to such repayment to the Corporation shall be deemed to be unsecured creditors of the Corporation for the redemption price and shall look only to the Corporation for payment thereof without interest.

Whenever used in any resolution or articles of serial designation adopted by the Board of Directors providing for the issue of any particular series as hereinbefore provided, with reference to shares of the Cumulative Preferred Stock of any series, the term "redemption price" shall mean the stated amount per share fixed by the Board of Directors as hereinabove provided, which amount may, but need not, vary according to the time or circumstances of redemption, plus dividends accrued on such share to the date fixed for redemption, and the term "dividends accrued" shall mean an amount, computed at the annual dividend rate for the particular series theretofore fixed by the Board of Directors, as hereinbefore provided, from the date or dates on which dividends on such shares became cumulative to the date to which dividends are stated to be accrued, less the aggregate of the dividends theretofore or on such date paid thereon or deemed to be paid thereon.

The Corporation may also from time to time purchase or otherwise acquire for a consideration shares of its Cumulative Preferred Stock at not exceeding the redemption price, plus the usual and customary brokerage commissions paid in connection with the purchase thereof; *provided, however,* that unless full dividends on the Cumulative Preferred Stock of all series for all past dividend periods and the then current dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart, the Corporation shall not at any time redeem less than all of the then outstanding Cumulative Preferred Stock or purchase any of such Cumulative Preferred Stock except in accordance with a purchase offer made to all holders of such Cumulative Preferred Stock.

4. Restrictions on Payments to Subordinate Stock. (a) In no event, so long as any of the Cumulative Preferred Stock shall be outstanding, shall any dividend whatsoever, other than a dividend payable in Common Stock or other stock of the Corporation not ranking prior to or on a parity with the Cumulative Preferred Stock (the Common Stock, and such other stock being hereinafter called "subordinate stock"), be paid or declared, or any distribution be made, on any subordinate stock of the Corporation nor shall any shares of such subordinate stock be purchased, redeemed or otherwise acquired by the Corporation, nor shall any moneys be paid to or set aside or made available for a sinking fund for the purchase or redemption of any such subordinate stock, unless

(1) full dividends on the Cumulative Preferred Stock of all series for all past dividend periods and the then current dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart; and

(2) the Corporation shall have set aside all amounts, if any, required to be theretofore set aside as and for all sinking funds, if any, for the Cumulative Preferred Stock of all series for the then current year and for any previous years if not previously set aside.

(b) Subject to the provisions of this Section 4 and not otherwise, such dividends and distributions as may be determined by the Board of Directors may from time to time be declared and paid or made upon the subordinate stock of the Corporation out of any funds legally available therefor, and the Cumulative Preferred Stock shall not be entitled to participate in any such dividend or distribution so declared and paid or made upon such subordinate stock.

5. Voting Rights. The holders of the Cumulative Preferred Stock when entitled to vote shall have one (1) vote for each share of Cumulative Preferred Stock held by them. The holders of the Cumulative Preferred Stock shall not be entitled to vote except as follows:

(a) with respect to matters as to which the right to vote cannot be denied by the then existing statutes of the Commonwealth of Virginia; and

(b) as may be provided in the articles of serial designation for any particular series filed pursuant to Section 1 of this Part A.

Except as some provision of law shall be controlling and except as otherwise provided in articles of serial designation for any particular series filed pursuant to Section 1 of this Part A, whenever shares of two or more series of the Cumulative Preferred Stock are outstanding, all shares of the Cumulative Preferred Stock of all series entitled to vote on a particular matter shall be deemed to constitute but one class for the purpose of voting on such matter.

Notwithstanding anything elsewhere in this Article III contained, if prior to or contemporaneously with the accomplishment of any transaction, provision is made for the immediate redemption or retirement of all of the Cumulative Preferred Stock of any series at the time outstanding, (i) nothing in this Article III shall be construed to confer on the holders of the Cumulative Preferred Stock of such series any power or right to vote in respect of any such matter, and (ii) the holders of the Cumulative Preferred Stock of such series shall not have any power or right to vote in respect of any such matter except only where, and then only to the extent that a right to vote is required by the then existing statutes of the Commonwealth of Virginia.

The holders of Cumulative Preferred Stock shall not be entitled to receive notice of any meeting of stockholders or of any meeting of holders of any class of stock, at which they are not entitled to vote except as may be required in respect of any particular transactions by the then existing statutes of the Commonwealth of Virginia.

6. Sinking Funds. Any sinking fund provided for the purchase or redemption of Cumulative Preferred Stock of any series may provide for the purchase or redemption of stock of such series and of any other series of Cumulative Preferred Stock.

The Corporation shall not at any time be required to set aside any amounts or to make any purchase of any stock required by any sinking funds provided for in any articles of serial designation if such setting aside or purchase would then be unlawful for it to accomplish or would constitute a default in any covenant or agreement contained in any indenture or other agreement under which any indebtedness incurred or assumed by the Corporation is at the time outstanding. Failure by the Corporation to comply with the provisions of any sinking fund provided in respect of the Cumulative Preferred Stock of any series shall, unless otherwise provided in the articles of serial designation establishing the particular series, have no effect other than as provided in paragraph (a) of Section 4 of this Part A.

Moneys in any such sinking fund not at the time required for the redemption of shares of stock may be applied by the Corporation to the purchase, at public or private sale, as the Board of Directors of the Corporation may determine of shares of stock of the one or more series for which such sinking fund shall

have been provided, if obtainable at not exceeding the redemption price or prices thereof for sinking fund purposes at the respective dates of purchase plus the usual and customary brokerage commissions paid in connection with such purchase. Any moneys remaining in any sinking fund on the fortieth day preceding any dividend payment date shall, if sufficient to redeem at least one hundred (100) shares, be applied to the redemption of shares of such one or more series on such dividend payment date. When no shares of the one or more series for which any such sinking fund shall have been provided shall remain outstanding, any balance remaining in any such sinking fund shall be returned to the Corporation.

Shares of any series of Cumulative Preferred Stock purchased or redeemed pursuant to any sinking fund obligation with respect to such series or for which credit shall have been taken against such sinking fund obligation shall not be disposed of as shares of such series, but upon issuance by the State Corporation Commission of Virginia of a certificate of reduction, such shares shall become authorized and unissued shares which may be designated as shares of any other series.

7. Liquidation. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, the holders of the Cumulative Preferred Stock of any series thereof shall be entitled to be paid the involuntary liquidation price which shall be \$100 per share, plus accrued dividends, if such liquidation, dissolution or winding up is involuntary, or if voluntary, the current redemption price per share (otherwise than for the sinking fund, if any, provided for such series) theretofore fixed in the articles of serial designation for the respective series, and no more, before any distribution or payment shall be made to the holders of subordinate stock (as defined in paragraph (a) of Section 4 of this Part A), and after payment to the holders of the Cumulative Preferred Stock and to the holders of stock ranking prior to or on a parity with the Cumulative Preferred Stock of the amounts to which they are respectively entitled, the balance, if any, shall be paid to the holders of subordinate stock according to their respective rights. In case the net assets of the Corporation are insufficient to pay to holders of all outstanding shares of Cumulative Preferred Stock of all series and to holders of any stock ranking prior to or on a parity with the Cumulative Preferred Stock the full amounts to which they are respectively entitled, the entire net assets of the Corporation remaining after providing for any stock which may rank prior to the Cumulative Preferred Stock shall be distributed ratably to the holders of all outstanding shares of Cumulative Preferred Stock of all series and to holders of any stock ranking on a parity with the Cumulative Preferred Stock in proportion to the full amounts to which they are respectively entitled.

PART B. COMMON STOCK

1. Voting Rights. The holders of the Common Stock shall, to the exclusion of the holders of any other class of stock of the Corporation, have the sole and full power to vote for the election of directors and for all other purposes without limitation except only (a) as otherwise provided in articles of serial designation for a particular series of Cumulative Preferred Stock filed pursuant to Section 1 of Part A of this Article III and (b) as otherwise expressly provided by the then existing statutes of the Commonwealth of Virginia. The holders of the Common Stock shall have one (1) vote for each share of Common Stock held by them.

2. Dividends. Subject to the provisions hereinabove set forth with respect to Cumulative Preferred Stock, the holders of shares of Common Stock shall be entitled to receive dividends if, when and as declared by the Board of Directors out of funds legally available therefor.

PART C. MISCELLANEOUS

1. Pre-emptive Rights. No holder of (a) stock of any class of the Corporation, whether now or hereafter authorized, or (b) any warrants, rights or options to purchase any stock, or (c) any obligations convertible into any such stock or into any warrants, rights or options to purchase any such stock (the interests referred to in clauses (a), (b) and (c) of this Section 1 being hereinafter referred to as "Equity Interests") shall have (i) any pre-emptive or preferential right to purchase or subscribe to any Equity Interests that may hereafter be created, issued or sold or (ii) any right of subscription to any Equity Interests. The Board of Directors is hereby authorized, in its discretion, without any action by the stockholders in connection with the issuance of any obligations or stock of the corporation (but without hereby limiting the powers of the Board in other cases) to grant rights or options to purchase or receive Equity Interests, upon such terms and during such periods of time as the Board of Directors shall determine and to cause such rights or options to be evidenced by such warrants or other instruments as the Board of Directors may deem advisable.

ARTICLE IV

Unless otherwise fixed in the By-Laws, the number of directors of the Corporation shall be ten.

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND,

February 14, 1967

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Pulaski Furniture Corporation

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

✓ ORDERED that this CERTIFICATE OF AMENDMENT & RESTATEMENT

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Pulaski County.

STATE CORPORATION COMMISSION

By *Arthur D. Doolittle*
Chairman

VIRGINIA:

In the Clerk's Office of the Circuit Court of Pulaski County.

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 21 day of Feb 1967 and is now returned to the State Corporation Commission by certified mail.

Maurice G. Gerken
By *Betty P. Scott* Clerk

PATENT

PULASKI FURNITURE CORPORATION

ARTICLES OF AMENDMENT

Pulaski Furniture Corporation by these articles of amendment sets forth as follows:

(1) The name of the Corporation is Pulaski Furniture Corporation.

(2) The Board of Directors on September 6, 1962, adopted the following resolution:

"Resolved that, in the judgment of this Board of Directors, it is in the best interests of the Corporation to amend its articles of incorporation, as heretofore amended, by striking out all of article (d) thereof and substituting therefor the following:

'(d) The corporation shall have authority to issue 500,000 shares of capital stock of the par value of \$5 per share.'"

The Board of Directors adopted a further resolution directing that the proposed amendment of the Corporation's articles of incorporation be submitted to vote of the Corporation's stockholders at the annual meeting to be held on December 14, 1962.

(3) On November 16, 1962, notice of the annual meeting of stockholders to be held on December 14, 1962, was given to each stockholder of record on November 15, 1962, in accordance with the Virginia Stock Corporation Act, such notice being accompanied by a copy of the foregoing proposed amendment of the Corporation's articles of incorporation and stating that

one of the purposes of the meeting was to consider the adoption of such amendment. The following table shows the number of shares of the Corporation's stock entitled to vote on the foregoing proposed amendment of the Corporation's articles of incorporation, the number of shares voted for the foregoing proposed amendment and the number of shares voted against the foregoing proposed amendment at the annual meeting of stockholders held on December 14, 1962:

<u>No. of Shares Outstanding</u>	<u>No. of Shares Entitled to Vote</u>	<u>No. of Shares Voted For</u>	<u>No. of Shares Voted Against</u>
297,890	297,890	240,619	None

Dated December 14, 1962.

PULASKI FURNITURE CORPORATION

By *[Signature]*
Exec. Vice-President

and *[Signature]*
Secretary

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, December 18, 1962

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Pulaski Furniture Corporation

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Pulaski County

STATE CORPORATION COMMISSION

By *Jesse D. Bellon*
Chairman

VIRGINIA:

In the Clerk's Office of the Circuit Court of Pulaski County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 7 day of January, 1963 and is now returned to the State Corporation Commission by certified mail.

Marvin G. Graham
Clerk

PULASKI VENEER AND FURNITURE CORPORATION

ARTICLES OF AMENDMENT

Pulaski Veneer and Furniture Corporation by these articles of amendment sets forth as follows:

(1) The name of the Corporation is Pulaski Veneer and Furniture Corporation.

(2) The Board of Directors on June 9, 1961, adopted the following resolution:

"Resolved that in the judgment of this Board of Directors, it is in the best interests of the Corporation to amend its articles of incorporation, as heretofore amended, by striking out all of article (a) thereof and substituting therefor the following:

'(a) The name of the corporation is to be Pulaski Furniture Corporation.'"

The Board of Directors adopted a further resolution directing that the proposed amendment of the Corporation's articles of incorporation be submitted to vote of the Corporation's stockholders at a special meeting to be held on March 9, 1962.

(3) On February 9, 1962, notice of the special meeting of stockholders to be held on March 9, 1962, was given to each stockholder of record on February 7, 1962, in accordance with the Virginia Stock Corporation Act, such notice being accompanied by a copy of the foregoing proposed amendment of the Corporation's articles of incorporation and stating that one of the purposes of the meeting was to consider the adoption of such amendment.

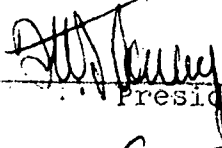
The following table shows the number of shares of the Corporation's stock entitled to vote on the foregoing proposed amendment of the Corporation's articles of incorporation, the number of shares voted for the foregoing proposed amendment and the number of shares voted against the foregoing proposed amendment at the special meeting of stockholders held on March 9, 1962:

<u>No. of Shares Outstanding</u>	<u>No. of Shares Entitled to Vote</u>	<u>No. of Shares Voted For</u>	<u>No. of Shares Voted Against</u>
298,123	298,123	271,241	0

Dated March 9, 1962.

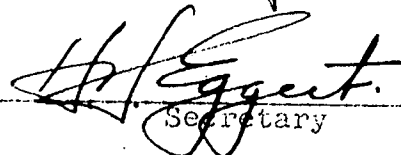
PULASKI VENEER AND FURNITURE CORPORATION

By



President

and



Secretary

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, March 13, 1962

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Pulaski Veneer and Furniture Corporation (changing name to Pulaski Furniture Corporation)

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this **CERTIFICATE OF AMENDMENT**

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Pulaski County

STATE CORPORATION COMMISSION

By

Jesse Dickey
Chairman

VIRGINIA:

In the Clerk's Office of the Circuit Court of Pulaski County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 28th day of March and is now returned to the State Corporation Commission by certified mail.

Marvin A. Gribben

Clerk

PULASKI VENEER AND FURNITURE CORPORATION
SUPPLEMENTAL CERTIFICATE OF INCORPORATION

The undersigned, being all of the incorporators of Pulaski Veneer and Furniture Corporation, the charter of which was granted by order of the State Corporation Commission of Virginia on October 28, 1955, but the minimum amount of capital stock of which, as fixed by the undersigned in the original certificate of incorporation has ^{not} been subscribed, pursuant to Section 13-34(a) of the Code of Virginia of 1950, as amended, hereby set forth as follows:

(1) Article (d) of the corporation's original certificate of incorporation shall be amended by striking it out in its entirety and substituting therefor the following:

"(d) The maximum amount of the capital stock of the corporation is to be One Million Five Hundred Thousand Dollars (\$1,500,000), the minimum amount of the capital stock of the corporation is to be Ten Thousand Dollars (\$10,000) and the capital stock of the corporation is to be divided into shares of Five Dollars (\$5.00) each."

(2) There shall be added to the original certificate of incorporation a new Article (h) reading as follows:

"(h) No holder of (1) stock of any class of the corporation, whether now or hereafter authorized, or (2) any warrants, rights or options to purchase any stock, or (3) any obligations convertible into any such stock or into any warrants, rights or options to purchase any such stock (the interests referred to in clauses (1), (2) and (3) of this Article (h) being hereinafter referred to as "Equity Interests") shall have (1) any pre-emptive or preferential right to purchase or subscribe to any Equity Interests that may hereafter be created, issued or sold or (11) any right of subscription to any Equity Interests. The Board of Directors is

hereby authorized, in its discretion, without any action by the stockholders in connection with the issuance of any obligations or stock of the corporation (but without hereby limiting the powers of the Board in other cases) to grant rights or options to purchase or receive Equity Interests, upon such terms and during such periods of time as the Board of Directors shall determine and to cause such rights or options to be evidenced by such warrants or other instruments as the Board of Directors may deem advisable."

(3) There shall be added to the original certificate of incorporation a new Article (i) reading as follows:

"(i) The corporation may subscribe to, purchase or otherwise acquire and may guarantee, or become surety in respect to the stock, bonds or other securities and obligations of other companies."

Given under our hands this 23rd day of February, 1956.

Fred A. Stanley

Fred A. Stanley, Jr.

C. E. Richardson

STATE OF VIRGINIA

CITY OF RICHMOND, to-wit:

I, Betty S. Compton, a Notary Public in and for the City of Richmond in the State of Virginia, hereby certify that Fred A. Stanley, Fred A. Stanley, Jr. and C. E. Richardson, whose names are signed to the foregoing writing bearing date February 23, 1956, personally appeared before me in my City aforesaid and acknowledged the same.

Given under my hand this 23rd day of February, 1956.

My commission expires: February 9, 1960

Betty S. Compton
Notary Public

COMMONWEALTH OF VIRGINIA

DEPARTMENT OF THE STATE CORPORATION COMMISSION

City of Richmond, 23rd day of February, 1956.

The accompanying supplemental certificate of incorporation of **Pulaski Veneer and Furniture Corporation,** made in accordance with law, by **Fred A. Stanley, Fred A. Stanley, Jr. and C. E. Richardson,** original incorporators of said corporation, duly acknowledged by them and properly certified, having been presented to the State Corporation Commission, and the State Corporation Commission having examined said supplemental certificate, now declares that the said incorporators have complied with the requirements of law, and are entitled to the amendment or alteration of the charter of

Pulaski Veneer and Furniture Corporation, set forth in said supplemental certificate, ~~whereby~~

and it is therefore ordered that the charter of said **Pulaski Veneer and Furniture Corporation,** a corporation whose charter was issued by the State Corporation Commission on the **28th day of October, 1955**, be and the same is amended and altered for the purposes set forth in said supplemental certificate, pursuant to the provisions of law.

And said amended or supplemental certificate, with this order is hereby ordered to be admitted to record.
Attest:

[Signature]
Clerk of the Commission

COMMONWEALTH OF VIRGINIA:
OFFICE OF STATE CORPORATION COMMISSION
In the CITY OF RICHMOND, the **23rd** day of **February**, 19**56**
The foregoing supplemental certificate amending charter of **Pulaski Veneer and Furniture Corporation,**
was this day received and duly admitted to record in this office and is hereby certified to the Clerk of the **Circuit** Court of **Pulaski County,** according to law.

By *[Signature]*
STATE CORPORATION COMMISSION,
Attest: *[Signature]*
Clerk of the Commission.

VIRGINIA:
In the Clerk's Office of the **Circuit** Court of **Pulaski County**, the **12th** day of **April**, 19**56**. The foregoing amended charter and certificate of the State Corporation Commission thereon was received, duly admitted to record, duly spread, and is now certified to the Clerk of the State Corporation Commission.

Teste: *[Signature]*
Clerk.

CERTIFICATE OF INCORPORATION

This is to certify that we, the undersigned, desire to, and hereby do associate to establish a corporation, under the provisions and subject to the requirements of the law for such cases made and provided, and we, by this our certificate of incorporation, set forth as follows:

(a) The name of the corporation is to be Pulaski Veneer and Furniture Corporation.

(b) The name of the place wherein its principal office in this state is to be located is Pulaski, Virginia.

(c) The purposes for which it is formed are as follows:

To manufacture, buy, sell and deal in veneers and furniture of all kinds and descriptions.

To manufacture, buy, sell and deal in lumber and timber products of all kinds and descriptions.

To buy, sell and deal in timber lands, timber products and real estate.

To manufacture, buy, sell and deal in plastics and all types of material used in and about the manufacture of veneer, furniture or other wood products.

To deal in personal property of all kinds and descriptions.

To engage in all activities involving the operation of a veneer or furniture factory, and to acquire property, real, personal and mixed; to borrow and lend money; to issue bonds; to act as agent for any person or corporation; and to engage in all acts and endeavors necessary, legal and proper to the furtherance of the veneer and furniture business, and to do all acts incident to any of the purposes herein set forth.

(d) The maximum amount of the capital stock of the corporation is to be One million five hundred thousand (\$1,500,000.00) Dollars, the minimum amount of the capital stock of the corporation is to be Fifty thousand (\$50,000.00) Dollars, and the capital stock of the corporation is to be divided into shares of Five (\$5.00) Dollars each.

(e) The period for the duration of the corporation is unlimited.

(f) The names and residences of the officers and directors, who, unless sooner changed by the stockholders, are for the first year to manage the affairs of the corporation, are as follows:

<u>Officers:</u>	<u>Offices:</u>	<u>Residences:</u>
Fred A. Stanley	President	Stanleytown, Virginia
Fred A. Stanley, Jr.	Vice-President	Stanleytown, Virginia
C. E. Richardson	Secretary-Treasurer	Pulaski, Virginia

<u>Directors:</u>	<u>Residences:</u>
Fred A. Stanley	Stanleytown, Virginia
Fred A. Stanley, Jr.	Stanleytown, Virginia
C. E. Richardson	Pulaski, Virginia

(g) The amount of real estate to which its holdings at any time are to be limited is One hundred thousand (100,000) acres.

Given under our hands this 25th day of October, 1955.

Fred A. Stanley

F. A. Stanley, Jr.

C. E. Richardson

STATE OF VIRGINIA

CITY OF RADFORD, to-wit:

I, Cornelia D. Campbell, a Notary Public in and for the State and City aforesaid, do hereby certify that Fred A. Stanley, F. A. Stanley, Jr., and C. E. Richardson, whose names are signed to the foregoing writing, bearing date October 25, 1955, personally appeared before me in my City aforesaid and acknowledged the same.

Given under my hand this 25th day of October, 1955.

My Commission expires: October 23, 1957.

Cornelia D. Campbell

 Notary Public

J O 2 0 3 0 1 / 5

Commonwealth of Virginia

DEPARTMENT OF THE STATE CORPORATION COMMISSION

City of Richmond, 28th *day of* October, 1955

The accompanying certificate for incorporation, together with the charter fee required by law, having been presented to the STATE CORPORATION COMMISSION by

Fred A. Stanley, F. A. Stanley, Jr. and C. E. Richardson

and the State Corporation Commission having examined said certificate now declares that the said applicants have complied with the requirements of law, and have entitled themselves to a charter, and it is therefore ordered that they and their associates and successors be and they are, hereby made and created a body politic and corporate under and by the name of

Pulaski Veneer and Furniture Corporation

upon the terms and conditions, and for the purposes set forth in said certificate, with all the powers and privileges conferred and subject to all the conditions and restrictions imposed by law.

And said certificate, with this order, is hereby ordered to be admitted to record.

Ralph T. Catterall
ACTING Chairman.

Attest: *M. W. Atkinson*
Clerk of the Commission.

COMMONWEALTH OF VIRGINIA:

OFFICE OF THE STATE CORPORATION COMMISSION:

In the CITY OF RICHMOND, the 28th day of October, 19 55.

The foregoing charter of ...

Pulaski Veneer and Furniture Corporation

was this day received and duly admitted to record in this office and is hereby certified to the Clerk of the _____
Circuit Court of Pulaski County according to law.

STATE CORPORATION COMMISSION.

By *Ralph T. Catterall*
ACTING Chairman.

Attest: *M. W. Atkinson*
Clerk of the Commission.

VIRGINIA:

In the Clerk's Office of the Circuit Court of Pulaski County the 23rd day of January, 1956.

The foregoing charter and certificate of the State Corporation Commission thereon was received, duly admitted to record, duly spread, and is now certified to the Clerk of the State Corporation Commission.

Teste: *Marvin G. Graham*
Clerk.

PATENT

REEL: 036504 FRAME: 0203

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true of all documents on file in the Clerk's Office of the Commission pertaining to the charter of Home Meridian International, Inc.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
March 25, 2015*

Joel H. Peck
Joel H. Peck, Clerk of the Commission