

# Commonwealth of Kentucky

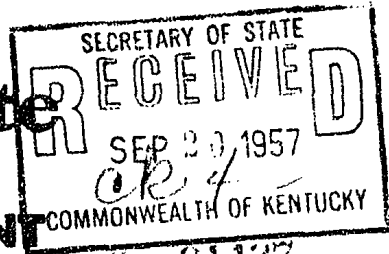
## Department of State



Office of Secretary of State

THELMA L. STOVALL, SECRETARY

### ARTICLES OF AMENDMENT



5-21127

I, **THELMA L. STOVALL**, Secretary of State of the *Recd-* Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

MARCUS FURNITURE, INC.

Frankfort, Kentucky

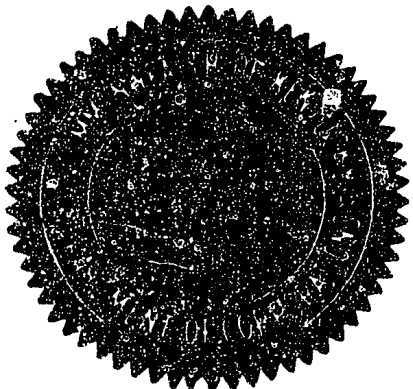
have been amended pursuant to Articles of Amendment, duly signed and acknowledged according to law, this day filed in my office by said corporation, and that all taxes, fees and charges payable upon the filing of said Articles of Amendment have been paid.

Witness my official signature this 20th day

of September, 1957.

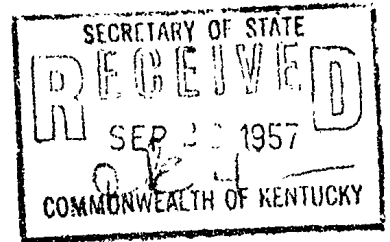
*Thelma L. Stovall*  
Secretary of State

*Francis L. Marshall*  
Chief Clerk, Corporation Department



SECRETARY OF STATE

AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
MARCUS FURNITURE, INC.



WHEREAS, Mose Marcus, Harriett Fields and Arnold Fields on the 31st day of December, 1952, as incorporators caused to be filed in the office of the Secretary of State Articles of Incorporation of Marcus Furniture, Inc.; and,

WHEREAS, on the 31st day of December, 1952, the Secretary of State of the Commonwealth of Kentucky duly issued a Certificate of Incorporation of said Marcus Furniture, Inc.; and,

WHEREAS, subsequent to the issuance of said Certificate of Incorporation of Marcus Furniture, Inc. the incorporators of said corporation did not meet or the said corporation otherwise organize; and,

WHEREAS, no capital was paid into said corporation, and the said corporation has not transacted any business or acquired any assets or liabilities; and,

WHEREAS, the respective subscriptions for stock in said corporation by the incorporators as shown in the said Articles of Incorporation were cancelled by agreement of the parties; and,

WHEREAS, said incorporators desire to now amend said Articles of Incorporation of Marcus Furniture, Inc., pursuant to and under the authority of KRS 271.445 (4):

NOW the undersigned, as incorporators of said Marcus Furniture, Inc., do amend the Articles of Incorporation of said Marcus Furniture, Inc., as follows:

1. Article 6 of said Articles of Incorporation of Marcus Furniture, Inc. be amended, and when so amended be and read as follows:

"6) The amount of capital stock with which the corporation shall begin business is \$10,000.00.

2. Article 7 of said Articles of Incorporation of Marcus Furniture, Inc. be amended, and when so amended, be and read as follows:

"7) The names and addresses of the incorporators, and the number of shares subscribed for are as follows:

Arnold Fields, 117 W. 3rd Street, Frankfort, Ky.....12 shares  
Harriett Fields, 117 W. 3rd Street, Frankfort, Ky.....13 shares  
Mrs. Sarah Marcus, 117 W. 3rd Street, Frankfort, Ky...15 shares  
Hona S. Marcus, 106 Tanglewood Drive, Frankfort, Ky...12 shares  
Elliott Marcus, 106 Tanglewood Drive, Frankfort, Ky... 48 shares."

3. The following provisions are inserted for the regulation of the affairs of the corporation, and it is expressly provided that they are intended to be in furtherance of the powers conferred by law.

The affairs and business of the corporation shall be conducted and managed by its said directors. One of the directors shall be elected President, another shall be elected Vice-President, and another Secretary. The President shall be ex officio Chairman of the Board of Directors, and shall be the chief officer of the corporation.

The Board of Directors shall at their first meeting elect one of their number President, another Vice-President and another Secretary. They shall also elect a Treasurer, which office may be held by the same person elected Secretary.

An annual meeting of the shareholders of the corporation shall be held at the offices of the corporation in Frankfort, Kentucky, on the 1st Monday in January of each year, and at which time the members of the Board of Directors shall be elected. The members of the Board of Directors and officers of the corporation shall be elected for a term of one year and until their successors are duly elected and qualified.

The corporation shall begin business on October 1, 1957.

In the management of the affairs of the corporation each director shall be entitled to vote the number of shares owned by him or her, and any action of the Board of Directors shall be determined by a majority of the aggregate shares represented and voted. In the event of a tie vote upon any question which may come before the Board, upon the written certification of such fact signed by each director present, or a majority of them, three impartial and disinterested persons shall be selected by the Board of Directors as umpires, and the decision of a majority of such umpires, which shall be in writing, shall be final and conclusive and treated as the action of the Board.

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of the corporation is or are interested in, or is or are a member, shareholder, director or officer, or are members, stockholders, directors or officers of such other firm or corporation; and any director or officer, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation, or in which this corporation is interested, and no contract, act or transaction of this corporation which any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any director or directors, or officer or officers of this corporation, is a party or parties to,

