

**Commonwealth of Kentucky**  
**Alison Lundergan Grimes, Secretary of State**

PAOI
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Secretary of State  
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**Articles of Incorporation**

**PAI**

For the purposes of forming a business corporation in Kentucky pursuant to KRS Chapter 271B, the undersigned incorporator hereby submits the following Articles of Incorporation to the Office of the Secretary of State for filing:

**Article I:** The name of the company is

**Home Merchandise Corporation**

**Article II:** The street address of the company's initial registered office in Kentucky is

**3520 New Hartford Rd, Suite 208, Kentucky, KY 42303**

and the name of the initial registered agent at that address is **Walter E Phillips**

**Article III:** The mailing address of the company's initial principal office is

**3520 New Hartford Rd, Suite 208, Kentucky, KY 42303**

**Article IV:** The name and mailing address of each incorporator is

Walter E Phillips	3520 New Hartford Rd, Owensboro, Kentucky 42303
Eddie Gazell II	3520 New Hartford Rd, Owensboro, Kentucky 42303

**Article V:** The number of shares the corporation is authorized to issue is **1000**

Executed by the Incorporators on Thursday, March 07, 2013

Name of Incorporator: **Walter E Phillips**

Signature of individual signing on behalf of Incorporator: **Walter E Phillips**

Name of Incorporator: **Eddie Gazell II**

I, **Walter E Phillips**, consent to serve as the Registered Agent on behalf of the corporation.

Signature of Registered Agent or individual signing on behalf of the company serving as Registered Agent:

**Walter E Phillips**