

THIRD RESTATED ARTICLES OF INCORPORATION OF SELECT COMFORT CORPORATION

These Third Restated Articles of Incorporation supersede the Second Restated Articles of Incorporation dated August 31, 1998 and all amendments thereto.

ARTICLE I

The name of the Corporation is Select Comfort Corporation.

ARTICLE II

The registered office of the Corporation in Minnesota is 6105 Trenton Lane North, Suite 100, Minneapolis, MN 55442-3240.

ARTICLE III

The Corporation, through its Board of Directors, is authorized to issue up to one-hundred million (100,000,000) shares of capital stock, ninety-five million (95,000,000) of which are designated as Common Stock, five million (5,000,000) of which are designated as the "Undesignated Preferred Stock," and all of which shall have a par value of \$0.01 per share. The Undesignated Preferred Stock may be issued from time to time in one or more series. For each series, the Board of Directors must fix, prior to the issuance of any shares thereof, pursuant to the authority hereby expressly vested in it, a distinctive designation or title, the number of shares in each series, the voting powers (full, limited or no voting powers), the preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof.

ARTICLE IV

The purposes of the Corporation are general business purposes and the Corporation shall possess all powers necessary to conduct any business in which it is authorized to engage, including, but not limited to, all those powers expressly conferred upon business corporations by Chapter 302A of the Minnesota Statutes, as amended, together with those powers implied therefrom.

ARTICLE V

The Corporation shall have perpetual duration.

ARTICLE VI

The affirmative vote of the holders of a majority of the voting power of the shares of capital stock represented and entitled to vote at a duly held meeting is required for an action of the shareholders, including any amendment to these Articles of Incorporation, except where Chapter 302A of the Minnesota Statutes, as amended, or these Articles of Incorporation, as amended, requires an affirmative vote of a larger majority.

ARTICLE VII

Shares of capital stock of the Corporation acquired by the Corporation shall become authorized but unissued shares and may be reissued, from time to time, at the discretion of the Corporation.

ARTICLE VIII

Except as otherwise provided in these Articles of Incorporation, as amended,

(A) The Board of Directors may from time to time, by vote of a majority of its members present at a duly held meeting, adopt, amend or repeal all or any of the Bylaws of the Corporation as permitted by Chapter 302A of the Minnesota Statutes, as amended, subject to the power of the shareholders to adopt, amend or repeal such Bylaws.

(B) The Board of Directors is authorized to accept and reject subscriptions for and to dispose of shares of authorized stock of the Corporation, including the granting of stock options, warrants and other rights to purchase stock, without action by the shareholders and upon such terms and conditions as may be deemed advisable by the Board of Directors in the exercise of its discretion, except as otherwise limited by Chapter 302A of the Minnesota Statutes, as amended.

(C) The Board of Directors is authorized to issue, sell or otherwise dispose of bonds, debentures, certificates of indebtedness and other securities, including those convertible into stock, without action by the shareholders and for such consideration and upon such terms and conditions as may be deemed advisable by the Board of Directors in the exercise of its discretion, except as otherwise limited by Chapter 302A of the Minnesota Statutes, as amended.

ARTICLE IX

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written consent signed by all the directors; provided that, if the action is one which does not require shareholder approval, such action may be taken by written consent signed by the number of directors that would be required to take the same action at a meeting at which all directors were present.

ARTICLE X

The shareholders of the Corporation have no right to cumulate their votes in the election of directors.

ARTICLE XI

The shareholders of the Corporation have no preemptive rights in any future issuance of stock by the Corporation.

ARTICLE XII

Each director, officer, employee or agent, past and present, of the Corporation, and each person who serves or may have served at the request of the Corporation as a director, officer, employee or agent of another corporation or employee benefit plan, and their respective heirs, administrators and executors, shall be indemnified by the Corporation in accordance with, and to the fullest extent permissible under, the provisions of Chapter 302A of the Minnesota Statutes, as amended.

ARTICLE XIII

A director of the Corporation, including a person deemed to be a director under applicable law, shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent provided by applicable law for (i) liability based on a breach of the duty of loyalty to the Corporation or the shareholders; (ii) liability for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) liability based on the payment of an improper dividend or an improper acquisition of the Corporation's shares under Section 559 of the Minnesota Business Corporation Act (Minnesota Statutes, Chap. 302A) or on violations of state securities laws under Section 80A.23 of Minnesota Statutes; or (iv) liability for any transaction from which the director derived an improper personal benefit. If Chapter 302A, the Minnesota Business Corporation Act, hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the fullest extent permitted by any such amendment. Any repeal or modification of this Article XIII by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XIV

The number of directors which shall constitute the entire Board of Directors shall not be less than one (1) nor more than nine (9), which number shall be determined from time to time by the Board of Directors. The Directors shall be divided into three (3) classes, as nearly equal in number as possible. The term of office of the first class shall expire at the 1999 annual meeting of the shareholders of the Corporation; the term of office of the second class shall expire at the 2000 annual meeting of the shareholders of the Corporation; and the term of office of the third class shall expire at the 2001 annual meeting of the shareholders of the Corporation. At each annual meeting of the shareholders after such classification, the number of directors equal to the number of the class whose term expires on the day of such meeting shall be elected for a term of three (3) years. Directors shall hold office until expiration of the terms for which they were elected and qualified; provided, however, that a director may be removed from office as a director at any time by the shareholders, but only for cause, and only by the affirmative vote of a majority of the outstanding voting power entitled to elect such director. If the office of any director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, increase in the number of directors or otherwise, a majority of the remaining

directors, although less than a quorum, at a meeting called for that purpose, may choose a successor, who, unless removed for cause as set forth above, shall hold office until the expiration of the term of the class for which appointed or until a successor shall be elected and qualified. This Article XIV may not be altered, amended or repealed, in whole or in part, unless authorized by the affirmative vote of the holders of not less than two-thirds of the outstanding voting power entitled to vote.

ARTICLE XV

The affirmative vote of the holders of not less than two-thirds of the outstanding voting power of the corporation entitled to vote for approval shall be required if (a) this Corporation merges or consolidates with any other corporation, or if (b) this Corporation sells or exchanges all or a substantial part of its assets to or with any other corporation, or if (c) this Corporation issues or delivers any stock or other securities of its issue in exchange or payment for any properties or assets of any other corporation, or securities issued by any other corporation, or in a merger of any subsidiary of this Corporation (80% or more of the common stock of which is held by this Corporation) with or into any other corporation; provided, however, that the foregoing shall not apply to any plan of merger or consolidation, or sale or exchange of assets, or issuance or delivery of stock or other securities which was approved (or adopted) and recommended without condition by the affirmative vote of not less than two-thirds of the directors, nor shall it apply to any such transaction solely between this Corporation and another corporation 50% or more of the voting stock of which is owned, directly or indirectly, by this Corporation. The Board of Directors shall be permitted to condition its approval (or adoption) of any plan of merger or exchange of assets, or issuance or delivery of stock or securities upon the approval of holders of two-thirds of the outstanding stock of this Corporation entitled to vote on such plan of merger or consolidation, or sale or exchange of assets, or issuance or delivery of stock or securities. This Article XV may not be altered, amended or repealed, in whole or in part, unless authorized by the affirmative vote of the holders of not less than two-thirds of the outstanding voting power entitled to vote.

AMENDMENT OF THE ARTICLES OF INCORPORATION OF SELECT COMFORT CORPORATION

The undersigned, Mark A. Kimball, being the Secretary of Select Comfort Corporation (the "Corporation"), a corporation organized under and subject to the provisions of Chapter 302A, Minnesota Statutes, does hereby certify that pursuant to actions duly taken by the Board of Directors and shareholders of the Corporation, the following resolutions were adopted:

RESOLVED, That Article XIV of the Third Restated Articles of Incorporation is amended in its entirety to read as follows: The number of directors which shall constitute the entire Board of Directors shall not be less than one (1) nor more than twelve (12), which number shall be determined from time to time by the Board of Directors. The Directors shall be divided into three (3) classes, as nearly equal in number as possible. The term of office of the first class shall expire at the 1999 annual meeting of the shareholders of the Corporation; the term of office of the second class shall expire at the 2000 annual meeting of the shareholders of the Corporation; and the term of office of the third class shall expire at the 2001 annual meeting of the

shareholders of the Corporation. At each annual meeting of the shareholders after such classification, the number of directors equal to the number of the class whose term expires on the day of such meeting shall be elected for a term of three (3) years. Directors shall hold office until expiration of the terms for which they were elected and qualified; provided, however, that a director may be removed from office as a director at any time by the shareholders, but only for cause, and only by the affirmative vote of a majority of the outstanding voting power entitled to elect such director. If the office of any director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, increase in the number of directors or otherwise, a majority of the remaining directors, although less than a quorum, at a meeting called for that purpose, may choose a successor, who, unless removed for cause as set forth above, shall hold office until the expiration of the term of the class for which appointed or until a successor shall be elected and qualified. This Article XIV may not be altered, amended or repealed, in whole or in part, unless authorized by the affirmative vote of the holders of not less than two-thirds of the outstanding voting power entitled to vote.

FURTHER RESOLVED, that the Secretary of the Corporation be and hereby is authorized and directed to make, execute and acknowledge Articles of Amendment of the Corporation evidencing the amendments to the Third Restated Articles of Incorporation set forth above and to cause such Articles of Amendment to be filed for record with the Secretary of State of the State of Minnesota in the manner required by law, and to become effective upon the date of such filing.

**ARTICLES OF AMENDMENT
TO
THIRD RESTATED ARTICLES OF INCORPORATION
OF
SELECT COMFORT CORPORATION**

Pursuant to Minnesota Statutes, Section 302A.402, Subd. 3(b) and Section 302A.139

Select Comfort Corporation, a Minnesota corporation (the "Corporation"), certifies to the Minnesota Secretary of State as follows:

1. Under the Corporation's current Articles of Incorporation, the Corporation's authorized capital stock consists of one-hundred million (100,000,000) shares of capital stock, ninety-five million (95,000,000) of which are designated as Common Stock, \$0.01 par value, and five million (5,000,000) of which are Undesignated Preferred Stock, \$0.01 par value. The Corporation presently has approximately 35,892,293 shares of Common Stock issued and outstanding and an aggregate of approximately 5,812,874 shares of Common Stock reserved for future issuance under the Corporation's stock plans and outstanding warrants to purchase the Corporation's shares. The Corporation presently has no shares of Undesignated Preferred Stock issued and outstanding.

2. On May 10, 2006, the Board of Directors of the Corporation, acting pursuant to Minnesota Statutes, Section 302A.402, authorized and declared a 3-for-2 stock split of the Corporation's outstanding Common Stock. Following such stock split, the Corporation would have approximately 53,838,439 shares of Common Stock issued and outstanding and an aggregate of approximately 8,719,311 shares of Common Stock reserved for future issuance under the Corporation's stock plans and outstanding warrants to purchase the Corporation's shares, or a total of 62,557,750 shares issued and outstanding and reserved for future issuance.

3. Minnesota Statutes, Section 302A.402, Subd. 3(a) provides that in effecting a share division under that subsection, the board of directors of a corporation may amend the corporation's articles of incorporation to increase the number of authorized shares. The Board of Directors of the Corporation has determined that in implementing the stock split referred to in Paragraph 2 above, it is in the best interests of the Corporation and its shareholders to increase the Corporation's authorized Common Stock by amending the Corporation's Articles of Incorporation in the manner hereinafter set forth.

4. Pursuant to Minnesota Statutes, Section 302A.402, Subd. 3(b), the Corporation hereby certifies that:

- (a) The amendment set forth below will not adversely affect the rights or preferences of the holders of outstanding shares of any class or series of the Corporation.
- (b) The amendment set forth below will not result in the percentage of authorized shares of any class or series that remains unissued after the stock split referred to above exceeding the percentage of authorized shares of that class or series that were unissued before such stock split.

5. Pursuant to Minnesota Statutes, Section 302.139, the Corporation states that the name of the Corporation is Select Comfort Corporation; that the amendment set forth below has been adopted pursuant to Minnesota Statutes, Chapter 302A and, more specifically, has been adopted by the Board of Directors of the Corporation acting alone pursuant to Minnesota Statutes, Section 302A.402, Subd. 3; and that the amendment adopted is as follows:

Article III of the Corporation's Third Restated Articles of Incorporation is hereby amended to read in its entirety as follows:

"The Corporation, through its Board of Directors, is authorized to issue up to one-hundred forty-seven million five hundred thousand (147,500,000) shares of capital stock, one-hundred forty-two million five hundred thousand (142,500,000) shares of which are designated as Common Stock, and five million (5,000,000) shares of which are designated as the "Undesignated Preferred Stock," and all of which shall have a par value of \$0.01 per share.

The Undesignated Preferred Stock may be issued from time to time in one or more series. For each series, the Board of Directors must fix, prior to the issuance of any shares thereof, pursuant to the authority hereby expressly vested in it, a distinctive designation or title, the number of shares in each series, the voting powers (full, limited or no voting powers), the preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof."

6. These Articles of Amendment shall become effective at 5:00 p.m. CDT on June 8, 2006.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by the officer named below on May 15, 2006

SELECT COMFORT CORPORATION

By: /s/ Mark A. Kimball
Mark A. Kimball, Secretary

**ARTICLES OF AMENDMENT
TO
THIRD RESTATED ARTICLES OF INCORPORATION
OF
SELECT COMFORT CORPORATION**

The undersigned, Mark A. Kimball, being the Secretary of Select Comfort Corporation (the "Corporation"), a corporation organized under and subject to the provisions of Minnesota Statutes, Chapter 302A, does hereby certify that pursuant to actions duly taken by the Board of Directors and shareholders of the Corporation, a resolution was adopted that Article VI of the Third Restated Articles of Incorporation of the Corporation be amended and restated in its entirety as follows:

ARTICLE VI

Except with respect to the election of directors, the shareholders shall take action at a meeting of shareholders by the affirmative vote of a majority of the voting power of the shares of capital stock represented and entitled to vote at a duly held meeting or such larger proportion or number as is required by law or these Articles of Incorporation.

Each director shall be elected at a meeting of shareholders by the affirmative vote of a majority of the voting power of the shares of capital stock represented and entitled to vote on the election of directors at the meeting, provided that directors shall be elected by the affirmative vote of a plurality of the voting power of the shares of capital stock represented and entitled to vote at a duly held meeting for which the number of nominees for election to the Board of Directors (other than nominees withdrawn on or prior to the day preceding the date the Corporation first mails its notice for such meeting to the shareholders) exceeds the number of directors to be elected.

For purposes of this Article VI, a "meeting of shareholders" shall mean a meeting of shareholders which satisfies the notice and quorum requirements imposed by the Bylaws of the Corporation, except as otherwise provided by law.

This amendment has been approved pursuant to Minnesota Statutes, Chapter 302A. I certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this amendment under oath.

IN WITNESS WHEREOF, I have hereunto set my hand this 20th day of May, 2010.

SELECT COMFORT CORPORATION

By: /s/ Mark A. Kimball
Mark A. Kimball, Secretary

**ARTICLES OF AMENDMENT
TO
THIRD RESTATED ARTICLES OF INCORPORATION
OF
SELECT COMFORT CORPORATION**

The undersigned, Mark A. Kimball, being the Secretary of Select Comfort Corporation (the "Corporation"), a corporation organized under and subject to the provisions of Minnesota Statutes, Chapter 302A, does hereby certify to the Minnesota Secretary of State as follows:

1. Pursuant to Minnesota Statutes, Section 302A.139, the Corporation states that the name of the Corporation is Select Comfort Corporation; that the amendment set forth below has been adopted pursuant to Minnesota Statutes, Chapter 302A and, more specifically, has been adopted by the Board of Directors of the Corporation acting alone pursuant to Minnesota Statutes, Section 302A.135, Subd. 7; and the amendment adopted is as follows:

Article I of the Corporation's Third Restated Articles of Incorporation, as amended, is hereby amended to read in its entirety as follows:

"The name of the Corporation is Sleep Number Corporation."

2. These Articles of Amendment shall become effective at 12:00 a.m. CDT on November 1, 2017.

I, the undersigned, certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this amendment under oath.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of October, 2017.

SELECT COMFORT CORPORATION

By: /s/ Mark A. Kimball
Mark A. Kimball, Secretary