

FILED EFFECTIVE

ARTICLES OF INCORPORATION
OF
BRANCHING OUT NURSERY, INC.

2005.JUN.17 11:50:30

The undersigned, acting as an incorporator under the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I.
Name.

The name of this Corporation is the BRANCHING OUT NURSERY, INC.

ARTICLE II.
Period of Duration.

The duration of this Corporation is to be perpetual.

ARTICLE III.
Purposes and Powers.

Section 1. Purposes. The purposes for which this corporation is organized are to transact and to engage in any and all lawful business activities for which corporations may be incorporated under the laws of the State of Idaho.

Section 2. Powers. This corporation shall have all the powers specified in the Idaho Business Corporation Act.

ARTICLE IV.
Stock Clauses.

The aggregate number of shares which this corporation shall have authority to issue is ONE HUNDRED (100) common shares, no par value. The corporation shall not have the authority to issue shares in series.

ARTICLE V.
Registered Office and Registered Agent.

The address and post office box of the registered office of this corporation are 412 N. Main St., Bellevue, Idaho and P.O. Box 426, Bellevue, Idaho, 83313. The name of the initial registered agent of this corporation at that address is Jon S. Wilkes.

ARTICLE VI.
Directors.

The number of directors shall be as specified in the bylaws of this corporation and such number may from time to time be increased or decreased in such manner as described in the bylaws and may be

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one director in the event that the corporation has one shareholder, in accordance with the laws of the state of Idaho. The initial Board of Directors shall consist of two members, who are to serve as director, until his or her successor be elected and qualified, as follows:

<u>Name</u>	<u>Address</u>
Jon S. Wilkes	P.O. Box 426, Bellevue, Idaho 83313
Zofia "Sophie" Wilkes	P.O. Box 426, Bellevue, Idaho 83313

ARTICLE VII.
Incorporators.

The name and address of the incorporator of this corporation is Jon Wilkes, P.O. Box 426, Bellevue, Idaho 83313.

ARTICLE VIII.
Provisions for Regulation of
Corporation's Internal Affairs.

Section 1. Meetings of Shareholders and Directors. Meetings of the shareholders and directors of this corporation may be held either within or without the state of Idaho at such place or places as may from time to time be designated in the bylaws or by resolution of the Board of Directors.

Section 2. Bylaws. The initial bylaws of this corporation shall be adopted by its Board of Directors. The power to amend or repeal the bylaws or to adopt new bylaws shall be in the directors, as set forth in the bylaws. The bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Idaho Business Corporation Act and these Articles of Incorporation.

Section 3. Compensation of Directors. Each member of the Board of Directors may receive compensation for their services as directors. A director may serve the corporation in any capacity and may receive compensation therefrom in any form.

Section 4. Contracts in which Directors Have an Interest. The bylaws of the corporation shall provide for the handling of contracts or transactions in which a director may have a financial interest, whether direct or indirect.

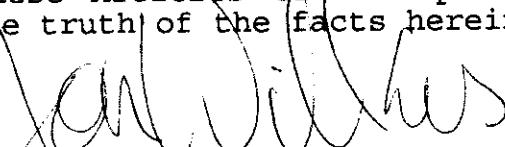
Section 5. Indemnification of Directors and Officers. The bylaws of the corporation shall provide for the circumstances in which directors and officers of the corporation may be entitled to indemnification by the corporation.

ARTICLE IX.

Amendment of Articles of Incorporation.

These Articles of Incorporation may be amended in any respect conformable to the laws of the state of Idaho by an affirmative vote of more than seventy-five percent (75%) of the shareholders entitled to vote in a meeting of shareholders called for such purpose as prescribed by law.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executes these Articles of Incorporation, in duplicate, and certifies to the truth of the facts herein stated, this 1st day of April, 2005.



Jon S. Wilkes, Incorporator

STATE OF IDAHO)
:ss.
County of Blaine)

On this 3rd day of May, 2005, before me, the undersigned, a Notary Public in and for said State, personally appeared Jon S. Wilkes, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto affixed my official seal the day and year in this certificate first above written.



Notary Public for Idaho
Residing at Blaine Cty, Blaine County
Commission expires 7/7/11

