

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

ERNIE & LAURA'S, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

ERNIE & LAURA'S, INC.

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated November 8, 19 79.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

FILED
Nov 8 3 02 PM '79

ARTICLES OF INCORPORATION SECRETARY OF STATE

OF

ERNIE & LAURA'S, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, as now in effect or as may hereafter be amended, do hereby certify as follows:

ARTICLE I

The name of the corporation is ERNIE & LAURA'S, INC.

ARTICLE II

The objects and purposes for which this corporation is organized and the powers of such corporation are as follows:

1. To carry on and conduct business as a wholesale and retail seller of home and garden supplies and materials, including landscaping and nursery stock; and to carry on such other business as shall be convenient in relation thereto, and shall have the power to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including but not limited to the purposes and powers hereinafter set forth.

2. To acquire, purchase, sell or otherwise deal in contracts, mortgages, trust deeds and all other forms of real property, securities, equities and interests.

3. To invest in lands and all forms of realty and personal property, and to buy, sell, hypothecate, mortgage, pledge, bargain, trade, acquire and dispose of in any way or manner whatsoever all forms of realty and personalty.

4. To loan money on realty, personalty or interests therein and to otherwise deal in any way or manner whatsoever in tangible or intangible property interest, both real and personal.

5. To own and hold real and personal property and to rent or lease the same.

6. To do any and all things necessary, reasonable, proper, convenient or incident to carrying out the purposes for which this corporation is formed.

7. To borrow money and to pledge, mortgage or hypothecate corporation property, or in any way or manner secure the payment of the same.

8. To conduct business in this state or any other state, District of Columbia, territories and colonies of the United States and foreign countries or territories, and to maintain one or more places of business outside of this state, and to receive, purchase, hold, acquire, mortgage, assign, transfer, lease, release, convey and otherwise deal in and with any real or personal property or any interest therein, either within or outside the State of Idaho, reasonably calculated to promote the purposes hereinabove stated to this corporation.

9. To acquire the operating name, good will, property rights, and the whole or any part of any estate, tangible or intangible, or of any business, and to assume the liabilities of any person, firm, association, corporation or other business organization and pay for said good will, property rights, and assets in cash and the stock of this company, its bonds, its debentures, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor thereof, and to hold in any manner or dispose of all or any part of the property so acquired.

10. To conduct in any lawful manner the whole or any part of any business so acquired and to exercise all of the powers necessary and expedient in and about the conduct and management of such business or businesses, directly or indirectly related to the purposes and objects of this corporation, or though not so connected, to preserve or protect the assets of this corporation.

11. To purchase, insofar as the same may be done without impairing the capital of this corporation, except as otherwise prohibited by law, and to hold, pledge and reissue, shares of its own capital stock, but such stock so acquired and held shall not be entitled to vote nor to receive dividends.

12. To have, exercise, enjoin and participate in all powers now or hereafter granted to corporations organized under the laws of the State of Idaho, particularly all of the powers and privileges granted to corporations by Chapter I, Title 30, I. C., including any future amendments thereto.

13. To do all things which a natural person might do, it being expressly provided that the aforesaid enumeration of purposes shall not be construed to be limitations upon the powers and purposes of this corporation.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The address of the initial registered office of the corporation shall be 5728 W. State St., Boise, Idaho 83703, and the name of its initial registered agent at such address is Ernie Smith.

ARTICLE V

The shares of stock to be issued by the corporation shall consist of one class only, and the aggregate number of shares which the corporation shall be authorized to issue shall be 50,000 shares of stock, each having a par value of \$ 1.00 per share. All shares of stock shall have the same rights in such corporation and shall be non-assessable when paid in full.

ARTICLE VI

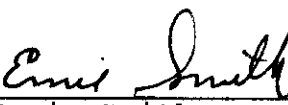
The names and post office addresses of the incorporators and organizers, who have named themselves as the initial directors to serve until the first election of directors of the corporation, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ernie Smith	Route #1 Eagle, Idaho 83618
Laura Smith	Route #1 Eagle, Idaho 83618
Douglas Barklow	5728 W. State St. Boise, Idaho 83703

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

We, the incorporators and organizers, for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, have hereunto set our names, hands and seals this 8th day of November, 1979.



 Ernie Smith

Laura Smith
Laura Smith

Douglas I. Barklow
Douglas Barklow

STATE OF IDAHO)
) ss.
County of Ada)

On this 8th day of November, 19 79 before me, the undersigned, a Notary Public in and for said State, personally appeared Ernie Smith, Laura Smith, and Douglas Barklow, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

Richard J. Williams
Notary Public for Idaho
Residing at Boise, Idaho