

1009166

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

A CHANGE OF SEASONS FLORAL, 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 the above named corporation, 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: February 2, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Davies*

ARTICLES OF INCORPORATION

OF

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A Change of Seasons Floral, Inc.

SECRETARY OF STATE

The undersigned, acting as the incorporators of a corporation under the Idaho Business Corporation Act, hereby adopt the following Articles of Incorporation.

I

The name of the corporation is A Change of Seasons Floral, Inc.

II

The duration of the corporation shall be perpetual.

III

The corporation is formed and organized to engage in the transaction of any and all lawful business for which corporations may be organized under the Idaho Business Corporation Act as the Board of Directors may from time to time determine.

IV

The aggregate number of shares which the corporation has the authority to issue is ONE THOUSAND (1,000) shares of common stock. The stock of the corporation shall all be of the same class and shall have no par value.

The stock of the corporation shall be non-assessable, and the private property of the shareholders shall not be subject to assessment or be liable for the debts, obligations or liabilities of the corporation.

V

The number of directors of the corporation shall be as specified in the bylaws, and such number may from time to time be increased or decreased in such manner as shall be prescribed in the bylaws, provided that the number of directors shall not be fewer than the number required by law. The initial Board of Directors shall number two (2). In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

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Shareholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations of the corporation which are convertible into stock.

The initial bylaws shall be adopted by the Board of Directors. The power to alter, repeal or amend the bylaws or to adopt new bylaws shall, subject to alteration, repeal or amendment by the shareholders, be vested in the Board of Directors. Such power may be exercised by a majority vote of the Board of Directors at any annual, special or other meeting called for that purpose.

The Articles of Incorporation of the corporation may be amended by a majority vote at any annual or special meeting of shareholders, either upon consideration of a resolution for amendment adopted by the Board of Directors or upon consideration of a resolution adopted by the holders of not less than ten (10) percent of all of the shares entitled to vote at such meeting.

#### VI

The location and post office address of the initial registered office of the corporation is 404 South 8th Street, Boise, Idaho 83702. The name of the initial registered agent of the corporation, who may be found at the above address, is Sande Skogerson.

#### VII

The names and addresses of the initial directors of the corporation, appointed by the incorporators to serve until the first election of directors, are as follows:

Sande Skogerson  
c/o A Change of Seasons Floral, Inc.  
404 South 8th Street  
Boise, ID 83702

Sharon Shepherdson  
c/o A Change of Seasons Floral, Inc.  
404 South 8th Street  
Boise, ID 83702

#### VIII

The names and addresses of the incorporators are Sande Skogerson and Sharon Shepherdson, both c/o A Change of Seasons Floral, Inc., 404 South 8th Street, Boise, ID 83702.

DATED this 29th day of January, 1993.

Incorporators:

Sande Skogerson  
Sande Skogerson

Sharon Shepherdson  
Sharon Shepherdson