



CERTIFICATE OF INCORPORATION
OF

GREEN STALK COMPANY

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 _____

GREEN STALK COMPANY

duly signed pursuant to the provisions of the Idaho Nonprofit 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 April 7, 19 86.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
GREEN STALK COMPANY
a non-profit corporation

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The undersigned Incorporators, desiring to form a non-profit corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE: The name of the corporation is GREEN STALK COMPANY.

ARTICLE TWO: This corporation is not organized for pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its income shall be distributed to its officers or directors.

ARTICLE THREE: The period of duration of the corporation is perpetual.

ARTICLE FOUR: This corporation is organized for the purpose of providing alternative employment, through the operation of a greenhouse, nursery, plant maintaining, and/or related activities, for persons with mental illness who are unable to obtain work in the competitive market.

ARTICLE FIVE: Any person may become a member of this corporation by agreeing to comply with and be bound by these Articles of Incorporation and by the By-laws, together with any amendments thereto as may be from time to time adopted.

ARTICLE SIX: The affairs of the corporation shall be

conducted by a Board of Directors. The qualifications for the directors shall be set forth in the corporation's By-laws. The Board shall consist of nine (9) persons. The Board may delegate authority of conducting business to its various committees.

Directors of the corporation shall be elected in the manner provided by the By-laws.

The number of persons who make up the Board of Directors can be changed by enactment of provisions in the corporation's By-laws.

ARTICLE SEVEN: The street address of the corporation's initial registered office is:

Green Stalk Company
c/o William Appleton
Suite 314, Elder Building
402 Sherman Avenue
Coeur d'Alene, Idaho

The name of the corporation's initial registered agent is: William Appleton.

ARTICLE EIGHT: The names and addresses of the corporation's initial Board of Directors are:

<u>Robert Baker</u>	<u>1801 Boyd Avenue</u> <u>Coeur d'Alene, Idaho 83814</u>
<u>JoAnne Beaudreau</u>	<u>North 1300 Highway 41, #66</u> <u>Post Falls, Idaho 83854</u>
<u>W. Emmett Mead</u>	<u>1302 Montana Avenue</u> <u>Coeur d'Alene, Idaho 83814</u>

<u>Fayette Harder</u>	<u>Mica Flats</u>
	<u>Coeur d'Alene, Idaho 83814</u>
<u>William Appleton</u>	<u>1107 Fifth Street</u>
	<u>Coeur d'Alene, Idaho 83814</u>
<u>Elliott Cook</u>	<u>3105 Fourth Street</u>
	<u>Coeur d'Alene, Idaho 83814</u>
<u>Jeannie Pittsley</u>	<u>3020 Francis Street</u>
	<u>Coeur d'Alene, Idaho 83814</u>
<u>Summer Renfro</u>	<u>Route 2, Box 258</u>
	<u>Hayden Lake, Idaho 83835</u>
<u>Robert F. Fuller</u>	<u>1801 Boyd Avenue</u>
	<u>Coeur d'Alene, Idaho 83814</u>

ARTICLE NINE: The names and addresses of the Incorporators are:

<u>JoAnne Beaudreau</u>	<u>North 1300 Highway 41, #66</u>
	<u>Post Falls, Idaho 83854</u>
<u>Robert Baker</u>	<u>1801 Boyd Avenue</u>
	<u>Coeur d'Alene, Idaho 83814</u>

ARTICLE TEN: In the event of dissolution of the Corporation, no member, officer, or director shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the

