

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

### TIERRA VENTURE INCORPORATED

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: September 1, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

RECEIVED  
SEC. OF STATE

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ARTICLES OF INCORPORATION  
OF  
TIERRA VENTURE INCORPORATED

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the Acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is TIERRA VENTURE INCORPORATED

SECOND

The purposes and objects for which the corporation is formed are:

(a) To operate and maintain a retail floral and gift shop;

(b) To purchase for investment or resale, and to deal in, land and other property of any tenure and any interest therein, and to create, sell, or deal in, any freehold, leasehold, ground rents, and to make advances upon the securing the land, house and other property, or any interest therein, and to generally deal in, by way, of sale, lease, exchange, or otherwise, land and house property and any other property, whether real or personal;

(c) To make any improvements upon any real property, including, but not limited to, the subdivision thereof, the installation of water systems, sewer systems, the building of structures for rent or sale or lease, the general improving of sites, the building of roads, fences, and any and all other improvements deemed advisable by the Board of Directors of the corporation;

(d) To buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, lease, assign, transfer, trade and deal in and rights, goods, wares and merchandise of every kind, nature and description;

(e) To buy, sell, convey, lease, let, mortgage, exchange or other wise acquire and dispose of lands, lots houses, buildings and real property, hereditaments, and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do and without limit as to amount;

(f) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of, any shares of capital stock, script, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

(g) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof;

(h) To borrow money to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes and other evidences of indebtedness, and for the purpose of securing any of its obligations of contracts to convey, transfer, assign, deliver, mortgage and or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law;

(i) To acquire, hold, sell, reissue or cancel any shares of its own capital stock, provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation; and provided further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

(j) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct, management and carrying on of such business;

(k) To organize promote, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(l) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named, or hereafter may be authorized by law, corporation, and

this to the same extent and as fully as natural persons might or could do as, principals, agents, contractors, trustee, or otherwise, and either alone or in connection with any person, firm, associations, or corporation;

(m) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said state, or under an Act amendatory thereof or supplemental thereto or substituted therefore;

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefore, may not at the time lawfully carry on or supplement thereto, It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) and (m), inclusive, of paragraph Second of these Articles of Incorporation shall, except as otherwise expressly provided, in no way be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

### THIRD

The corporation is to have perpetual existence.

### FOURTH

The name and location of the registered agent and office of the corporation is:

Denice Buckley Rt. 1 Box 310 Rupert, Idaho 83350

### FIFTH

The amount of capital stock of this corporation shall be and is 100,000 shares of stock of the par value of \$1.00 each, making an aggregated stock of \$100,000 which stock shall not be issued until fully paid for and once so issued shall be nonassessable.

#### SIXTH

The names and post office addresses of the incorporators and the number of shares subscribed for by each, are as follows:

NAME	POST OFFICE ADDRESS	NO. OF SHARES
Denice Buckley	Rt. 1 Box 310 Rupert, Idaho	300 Shares
Stanley Buckley	Rt. 1 Box 310 Rupert, Idaho	300 Shares
Dorothy Merrell	1423 Hereford Eagle, Idaho	200 Shares
L.Robert Merrell	1423 Hereford Eagle, Idaho	200 Shares

#### SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

#### EIGHTH

The number of directors of the corporation shall be specified in the by-laws and such number may from time to time be increased or decreased in such manner as may be prescribed on the by-laws and in accordance with Section 30-1-36 of the Idaho Code provided that the Board of Directors shall be 2 in number. No decrease in then number of directors, the additional directors may be elected by a majority of the remaining directors though less than the quorum of the Board of Directors. The directors so elected shall hold office until the next annual meeting or at any special meting duly called for that purpose and until their successors are elected and qualified.

#### NINTH

The names and addresses of the members of the first Board of Directors of the Corporation are:

L. Robert Merrell	1423 Hereford Eagle, Idaho 83616
Dorothy Merrell	1423 Hereford Eagle, Idaho 83616
Denice Buckley	Rt. 1 Box 310 Rupert, Idaho 83350
Stanley Buckley	Rt. 1 Box 310 Rupert, Idaho 83350

Such persons shall hold office until the first annual meeting of shareholders, and until the successors have been elected and qualified.

#### TENTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

#### ELEVENTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient for the best interests of the corporation, but only when such act is authorized by the vote of holders of two-thirds of the voting of the voting power of all shareholders.

#### TWELFTH

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation, any director individually, or any firm of which any director may be pecuniarily or otherwise member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

THIRTEENTH

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, WE have hereunto set our hands and seals this 31<sup>st</sup> day of August, 1992

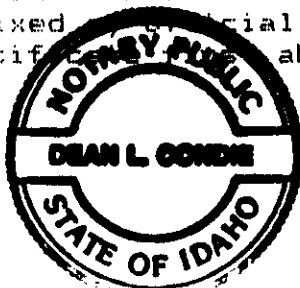
Stanley Buckle  
Denise Buckley  
Dorothy Merrill  
Louis R. Merrill

STATE OF IDAHO       )  
                              ) ss.  
County of Minidoka   )

On this 31 day of August, 1992,  
before me, the undersigned, a notary public in and for  
said state, personally appeared

known to me to be the persons  
whose names are subscribed to the within the foregoing  
instrument, and acknowledged to me that they executed the  
same, and that they were persons over the age of  
twenty-one years and citizens of the United States of  
America.

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



County of Minidoka   )

Dean L. Condie  
Notary Public for Idaho  
Residing at : Rupert, ID