



Department of State

**CERTIFICATE OF QUALIFICATION OF
FOREIGN CORPORATION**

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

SPRAGUES' INCORPORATED

a corporation duly organized and existing under the laws of **Washington** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Eighth** day of **February** 19**66**, a properly authenticated copy of its articles of incorporation, and on the **Eighth** day of **February** 19**66**, a designation of **Ray C. Smith** in the County of **Jefferson** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **8th** day of **February**, A.D. 19**66**.

Secretary of State.

United States of America
State of Washington

DEPARTMENT



OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME

I,

Victor A. Meyers

Secretary of State of the

State of Washington and custodian of the Seal of said State, do hereby

certify that the annexed is a true and correct copy of the Articles of Incorporation of SPRAGUES' INCORPORATED which have been duly filed and recorded in

my office in accordance with law; I further certify that no amendments have

been filed to the Articles of Incorporation and that SPRAGUES' INCORPORATED

has not been dissolved and is in good standing as a subsisting corporation in

the State of Washington with all of its license fees paid to July 1, 1964; and

I further certify that I am the officer having the legal custody of the official

record of the original Articles of Incorporation of said corporation.

*In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the State of
Washington. Done at the Capitol, at Olympia,*

this 8th day of November A.D. 1963

Victor A. Meyers

Secretary of State

By

Jean C. Dunker

Assistant Secretary of State
(Mrs.) Jean C. Dunker,

**APPROVED
AND FILED**

SEP 10 1957

VICTOR A. MEYERS

BY *Victor A. Meyers*
CLERK OF STATE

ARTICLES OF INCORPORATION

OF

SPRAGUES' INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, WALTER W. SPRAGUE, FRANK SPRAGUE, and JAMES T. HOLTZ, each of whom is a resident and a citizen of the State of Washington, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Washington and do make and execute and adopt in triplicate the following Articles of Incorporation, to-wit:

ARTICLE I.

The name of this corporation shall be "Spragues' Incorporated".

ARTICLE II.

The purposes for which the corporation is formed are as follows:

1. To conduct and carry on the business of landscaping, landscape design and construction; tree, shrub, rockeries and lawn construction, installation, and maintenance; and the installation and construction of sprinkling systems, swimming pools, and patios.
2. To own, lease, and operate, both wholesale and retail, without restriction as to location or locations, of buying and selling, importing, and exporting, all kinds of flowers, floral properties, shrubs, trees, plants, and other nursery products, and any such other kindred lines as may appertain to the same.
3. To buy, lease, exchange, and otherwise acquire, to own and hold, manage, operate, improve, develop, and sell lands, mining claims, mineral rights, oil wells, and other real estate and interests and rights in and to any of the properties; to rent, lease, or purchase machinery of every kind and character, and things capable of being used in connection with the nursery, or other operations of this corporation, or required by workmen and others employed by the corporation; to construct, carry out, maintain, improve, manage, work, control, and superintend, any road, ways, bridges, reservoirs, watercourses, aqueducts, warehouses, and other works and conveniences which may seem necessary, convenient, or incidental to any object of the corporation, and to contribute to subsidize, or otherwise aid or take part in any such operation.
4. To acquire by purchase, lease, appropriation, or otherwise, and to hold, enjoy use, bargain, sell, lease, hire, rent, exchange, mortgage, encumber, hypothecate or otherwise dispose of and deal in all classes of personal property of every kind and nature, whether real or personal.

wholesaler, retailer or otherwise.

5. To acquire by purchase, subscription or otherwise, own, hold, sell, negotiate, assign, deal in and exchange, transfer, pledge, hypothecate and otherwise deal in and dispose of any shares of capital stock, scrip, or any voting trust certificates in respect of shares of capital stock of or any bonds, notes, debentures, mortgages, securities or other evidences of indebtedness issued or created by any other corporation, joint stock company, or any other association under the laws of the State of Washington or any other state or government; and while the owner or holder of said shares of capital stock, scrip, voting trust certificates, bonds, notes, debentures, mortgages and other securities or evidences of indebtedness, to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon.

6. To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds for the purchase of its own shares of capital stock when such use would cause any impairment of its capital, and provided further that shares of its own capital stock belonging to it shall not be voted upon, directly or indirectly.

7. To acquire by purchase, condemnation, lease, appropriation and otherwise, and to hold, enjoy, use, occupy, improve, grant, bargain, sell, lease, hire, rent, exchange, mortgage, encumber, hypothecate, convey and otherwise dispose of and generally to deal in and with real estate and lands of every kind and character, together with improvements thereon, water and water rights, franchises, easements, patents and patent rights, licenses, copyrights, trade marks and trade names, and all other real and personal property of every kind and nature whatsoever and wheresoever situate without limitation as to kind.

8. To enter into and 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 municipality, county, state territory, colony, province, nation, government, or agency or subdivision thereof.

9. To purchase or otherwise acquire the whole or any part of the assets, business, good will or rights of any persons, firm, association, corporation or organization, and to assume and undertake the whole or any part of the obligations thereof.

10. To borrow money for the business of the company and to give security therefor, and in pursuance of the business of the company to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes or other evidences of indebtedness, and for the purpose of securing any of its obligations or evidences of indebtedness or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets of the company, whether real or personal.

11. To make, execute, take, receive, perform, carry out, transfer, assign, receive or transfer, and to receive or transfer, sell or transfer stocks, bonds, or other securities of individuals or corporations with which it has contract, and any and all other property of any person whatsoever, and to act as principal or agent of the above named individuals.

12. To buy, acquire, sell, negotiate, or dispose of stocks or bonds, notes, commercial papers, contracts, accounts, mortgages, bonds, and

checks in action, securities and evidences of indebtedness of all kinds and...

13. To loan money upon the security of notes, accounts, contracts for the purchase or sale of real or personal property, stocks, bonds or any other evidences of indebtedness, or real or personal property, or otherwise.

14. To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the above, or calculated, directly or indirectly, to promote the interest of the corporation, or to enhance the value of its properties, and to have, enjoy and exercise all the rights, duties, powers and privileges which are now or which may hereafter be conferred upon corporations organized under the same statutes as this corporation.

15. To have offices, conduct its business, promote its objects within and without the State of Washington, in other states, territories of the United States, and in foreign countries.

16. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided (a) that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation, and (b) that the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clauses in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article II., shall be regarded as independent objects and purposes.

ARTICLE III.

The time of existence of this corporation shall be for a period of seventy-five (75) years.

ARTICLE IV.

The location of the registered office of this corporation shall be City Center, Alderwood Manor, Snohomish County, Washington. The post office address of the registered office of this corporation shall be Post Office Box 117, Lynnwood, Snohomish County, Washington.

ARTICLE V.

The capital stock of this corporation shall consist of Five Thousand (5,000) shares of common stock of the par value of Ten and No/100 (\$10.00) Dollars, per share. Each share shall be entitled to one vote. The paid-in capital of the corporation and the amount with which it will begin business shall be the sum of Five Hundred and No/10 (\$500.00) Dollars, in cash or property.

ARTICLE VI.

The number of directors of this corporation shall at the commencement of business be three (3). The first Board of Directors shall serve until the first meeting of the stockholders. That the directors shall consist of:

President:

Walter W. Sprague

No. Trunk Road
West Alderwood Manor,
Washington.

Secretary-Treasurer: Fern Sprague No. Trunk Road
West Alderwood Manor, Washington
Vice-President: James T. Holtz 5605-224th S.W.
Mountlake Terrace, Washington

ARTICLE VII.

The respective incorporators herein named have subscribed for the capital stock of this corporation as follows:

Walter W. Sprague Fifteen (15) shares
Fern Sprague Fifteen (15) shares
James T. Holtz One (1) shares

ARTICLE VIII.

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 and all the rights and powers conferred herein on shareholders and directors are subject to this reserve power.

IN WITNESS WHEREOF, the undersigned, have hereunto set our hands and seals this 1st day of June, 1957.

Walter W. Sprague
Walter W. Sprague

Fern Sprague
Fern Sprague

James T. Holtz
James T. Holtz

STATE OF WASHINGTON)

SS.

COUNTY OF SNOHOMISH)

I, James T. Holtz, do hereby CERTIFY that on the 1st day of June, 1957, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned, personally came Walter W. Sprague, Fern Sprague, and James T. Holtz, to be known to be the individuals described in the foregoing instrument, and acknowledged to me that they signed the same of their free and voluntary acts and deeds for the uses and purposes therein expressed.

WITNESS my hand and seal this 1st day of June, 1957, at Mountlake Terrace, Washington.

James T. Holtz
Notary Public for the State of Washington