



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

SODA SPRINGS FLORAL, INC.

was filed in the office of the Secretary of State on the 27th day of December A.D., One Thousand Nine Hundred Seventy-six and ~~will be~~ ~~duly recorded on Film-No. microfilm~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for perpetual existence from the date hereof, with its registered office in this State located at Soda Springs in the County of Caribou.

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 27th day of December, A.D., 1976.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
SODA SPRINGS FLORAL, INC.

KNOW ALL MEN by these presents that we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of the State of Idaho, do hereby certify as follows:

ARTICLE I.

The name of the corporation shall be:

SODA SPRINGS FLORAL, INC.

ARTICLE II.

The principal address of the office of the corporation shall be:

160 East 2nd South
Soda Springs, Idaho

ARTICLE III.

The general nature of the business to be transacted by the said corporation is:

(A) To own, lease and operate a general merchandising business both wholesale and retail of buying and selling all kinds of flowers, floral bouquets, floral properties, ornamental shrubs and plants, baskets, other containers and related products; and, to purchase, acquire, hold, sell, exchange, raise, propagate, cultivate or otherwise deal with or dispose of plants, trees, shrubs and other nursery products; and generally to carry on any other business which can be advantageously carried on in conjunction with and incidental to any of the matters aforesaid.

(B) To carry out any one or more of the purposes and objects herein enumerated as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, partnership, association, or corporation.

(C) To carry on its operations and conduct business in any state, in the District of Columbia, and in any territory, dependency, or possession of the United States, and in any foreign country.

(D) To borrow or raise money without limit as to amount; to sell, pledge, and otherwise dispose of and realize upon book accounts and other choses in action; to make, draw, accept, endorse, execute and issue bonds, debentures, notes, or other obligations of any nature or in any manner for money so borrowed or in payment for property purchased or for any other of the objects or purposes of this Corporation, and to secure the principal thereof and the interest thereon by mortgage upon, or pledge of, or conveyance or assignment in trust of, the whole or any part of the property, real or personal, of this Corporation, wherever situated and whether at the time owned or thereafter acquired; and in such manner and upon such terms as the board of directors may from time to time determine, to sell, exchange, pledge, to offer for discount, or otherwise dispose of any and all such bonds, debentures, notes, or other obligations.

(E) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this Corporation, or business of a similar nature, with any person, corporation, private, public or municipal, body politic under the government of the United States or any state, territory, or possession thereof, or any foreign government so far as and to the extent that the

same may be done and performed by corporations organized under the Stock Corporations Laws of this State.

(F) To acquire by purchase, exchange, lease, or otherwise, and to own, hold, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, pledge, or otherwise dispose of or deal in and with, real and personal property of every class or description and rights and privileges therein wheresoever situate.

(G) To purchase, own, and hold and to sell and transfer (but not to vote) shares of its own capital stock if and when the capital of this Corporation is not thereby impaired, and to purchase, own, hold, sell, transfer and exercise all rights (other than voting rights) upon or under its own debt obligations, and upon warrants, rights, or options upon or with respect to its own stock or securities.

(H) To invest and deal with the funds of this Corporation in any manner, and to acquire by purchase or otherwise the stocks, bonds, notes, debentures, and other securities and obligations of any government, state, municipality, corporation, association, or partnership, domestic, or foreign and, while owner of any such securities or obligations, to exercise all the rights, powers, and privileges of ownership, including among other things the right to vote thereon for any and all purposes.

(I) To lend money to other persons, partnerships, associations, and corporations, secured by mortgage or other lien or real estate, or pledge or chattel mortgage of personal property, or without security, but only to the extent permitted a business corporation under the General Corporation Law of this State.

(J) To such extent as a corporation organized under the General Corporation Law of this State may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other

corporations, firms, or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the General Corporation Law of this State or under any act amendatory thereof, supplemental thereto, or substituted therefore.

(K) The powers, rights, and privileges provided in this certificate are not to be deemed to be in limitation of similar, other, or additional powers, rights, and privileges granted or permitted to this corporation by the Business Corporation Act of this State, as amended, under which this corporation by virtue hereof becomes deemed to be incorporated, it being intended that this corporation shall be authorized to have and shall have all the powers, rights and privileges granted or permitted to a corporation by such statute.

The enumeration herein of the objects and purposes of this corporation shall be construed as powers as well as objects and purposes, and shall not be deemed to exclude by inference any power, object, or purpose which this corporation is empowered to exercise.

ARTICLE IV.

The maximum number of shares of stock that the corporation is authorized to have outstanding shall be Two Hundred Thousand (200,000) shares of capital stock with a par value of One (\$1.00) Dollar per share, making an aggregate par value of Two Hundred Thousand (\$200,000.00) Dollars.

ARTICLE V.

No distinction shall exist between the shares of stock of this Corporation or the holders thereof, and the holders of the shares of stock of this Corporation shall be entitled to one vote per share.

ARTICLE VI.

The Corporation may, from time to time, increase its total outstanding capital stock and may, from time to time, create or authorize one or more additional classes of stock with such designations, rights, preferences and privileges and subject to such restrictions, limitations, or qualifications as may be adopted by the vote of the holders of two-thirds of the shares of the stockholders creating and authorizing the same, which may be the same or different from the designations, rights, preferences, privileges, restrictions, limitations or qualifications of the class or classes of stock of the Corporation then authorized.

ARTICLE VII.

The duration of the Corporation shall be perpetual.

ARTICLE VIII.

The Corporation reserves the right to amend, alter or change any provisions contained in the Articles of Incorporation in the manner now or hereinafter provided by law.

ARTICLE IX.

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

Emma Bruce, 160 East 2nd South, Soda Springs, Idaho	70,000 shares
Jolene B. Crouse, 160 East 2nd South, Soda Springs, Idaho	15,000 shares
Russell Crouse, 160 East 2nd South, Soda Springs, Idaho	15,000 shares

IN WITNESS WHEREOF, we have hereunto set our hands this 28th day
of ~~August~~ October, 1976.

Emma Bruce
EMMA BRUCE

Jolene B. Crouse
JOLENE B. CROUSE

Russell Crouse
RUSSELL CROUSE

STATE OF IDAHO)
) ss.
COUNTY OF CARIBOU)

On this 28th day of ~~August~~ October, 1976, before me, a Notary Public
in and for said State, personally appeared:

Emma Bruce
Jolene B. Crouse
Russell Crouse

known to me to be the persons whose names are subscribed to the within
instrument and acknowledged to me that they executed the same.

William J. [Signature]
Notary Public