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State of Idaho

Department of State

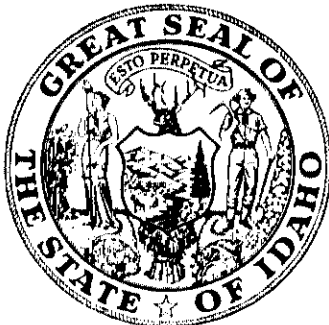
CERTIFICATE OF INCORPORATION OF

MAGIC VALLEY ROSE SOCIETY, 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 MAGIC VALLEY ROSE SOCIETY, INC. 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: June 21, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Siebel*

EC. OF S. ARE
ARTICLES OF INCORPORATION
OF

MAGIC VALLEY ROSE SOCIETY, INC.

Know all men by these presents: That we the undersigned all of whom are citizens and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho and do hereby certify:

I

The name of this corporation shall be:

Magic Valley Rose Society, Inc.

II

The period of duration of this corporation shall be Perpetual

III

The purposes for which this corporation is formed are:

- (a) The specific and primary purposes are to bind together rosarians for the sharing of information and educating others on the proper planting, growth and care of roses.
- (b) The general purposes and powers are to establish, maintain, and supervise a monthly meeting to assimilate and disburse information in accord with (a) above. To establish, maintain, and supervise the establishment of a Commemorative Rose Garden in the Magic Valley for the pleasure and enjoyment of all its citizens. To solicit and receive donations, bequests, and gifts. To hold properties, acquire, purchase, maintain, assign, lease, pledge or will the same. To establish or discontinue any of the above mentioned subjects, projects and/or enterprises at the discretion of the Society, providing such action is not repugnant to the laws of the state.
- (c) Notwithstanding any of the above statements of purposes or powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

IV

This corporation is organized pursuant to the General Nonprofit Corporation Laws of the State of Idaho.

V

The county in this State where the principal office for the transaction of this corporation is located is Twin Falls County.

(a) The registered agent for this corporation is:

Catherine Walworth, 3262 E., 3210 N., Twin Falls, ID 83301

VI

The names and addresses of the persons who are to act in the capacity of directors of this corporation until the selection of their successors are:

Catherine Walworth, 3262 E., 3210 N., Twin Falls, ID 83301

Diane L. Wormsbaker, 1231 Sunburst, Twin Falls, ID 83301

G. Tomas White, 1150 10th Ave. E., Twin Falls, ID 83301

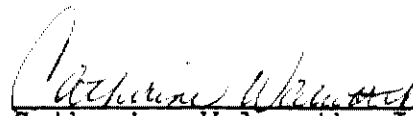
VII

The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the By-Laws.

VIII

This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof and is organized solely for nonprofit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to a) charitable b) scientific and/or c) educational purposes and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private shareholder or individual. Upon the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable, scientific and/or educational purposes and which has established its tax exempt status under Section 501 (C) (3) of the Internal Revenue Code and Section 23701d of the Revenue and Taxation Code. If this corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the superior court of the county in which this corporation's principal office is located, upon petition therefor by the Attorney General or by any person concerned in the liquidation.

IN WITNESS WHEREOF, the undersigned, being persons hereinabove named as the first directors, have executed these Articles of Incorporation, This 8 day of June, 1998.



Catherine Walworth, Incorporator



Diane L. Wormsbaker, Incorporator



G. Tomas White, Incorporator

Chris Chugg
State of ID
Twin Falls County
2/98