



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

MOSS GREENHOUSES, INC.

was filed in the office of the Secretary of State on **January 17th**, 19 **78**
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 **Jerome, Idaho** in the county of **Jerome**

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 **17th**
day of **January**, A.D., 19 **78**

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

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SECRETARY OF
STATE
ARTICLES OF INCORPORATION

OF

MOSS GREENHOUSES, INC.

We, the undersigned, all being persons of legal age and citizens of the United States of America, do hereby, as incorporators thereof, form a corporation under the laws of the State of Idaho, and we do hereby adopt Articles of Incorporation of such corporation as follows:

I.

The name of the Corporation is: MOSS GREENHOUSES, INC.

II.

The purposes of the Corporation are:

1. To engage in the business of propagating, growing, harvesting, buying, selling and dealing in, at wholesale and retail, flowers, ferns, palms, shrubs, plants, and vegetable growths of all kinds; to make and perform contracts for designing, arranging, and furnishing floral pieces and floral decorations of all kinds; to build, maintain and operate greenhouses, hot beds, cold frames, cellars, storage plants, equipment for transporting its products and supplies, stores, stands, and other places for the marketing of its goods, wares and products.
2. To engage in and carry on a general farming and ranching operation; to purchase, own, lease, develop, operate and manage farm and ranch lands and other real property and all rights and interests therein; to plant, grow, harvest, buy and sell all kinds of food and food products of every description, and to render all kinds and types of services related or incidental thereto.
3. To buy, exchange, lease or otherwise acquire real estate and all kinds of personal property or any interest or right therein, and to hold, own or operate, control, maintain, manage and develop such and to construct, maintain, manage, alter and control directly or through ownership of stock in any other corporation, any and all kinds of property and property rights which may at any time be necessary or useful for the purposes of this corporation.

4. To have one or more offices, to carry on all or any of its operations and businesses and without restrictions or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.
5. To apply for, purchase or acquire by assignment, transfer or otherwise, and to exercise, carry out, and enjoy any license, power, authority, franchise, concession, right or privilege which any government or authority or other public body or any person, association, partnership, or corporation may be empowered to enact, make or grant and to appropriate any of the corporation's stock, bonds and assets to defray the necessary costs, charges and expenses thereof.
6. To acquire, hold, use, sell, assign, lease, grant licenses with respect to, mortgage or otherwise dispose of letters patent of the United States, patent rights, licenses, franchises, and privileges, inventions, improvements and processes, copyrights, trademarks and tradenames, relating to or useful in connection with the purposes of this corporation.
7. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state or government, or colony or dependency thereof.
8. To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates with respect to the shares of capital stock, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign municipality, or other political subdivision, or by any government agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership.

9. To purchase, hold, sell and transfer the shares of its own capital stock; provided, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital, except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly and shall not be entitled to receive dividends.
10. To acquire, and to make payment therefor in cash or the stock or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the good will, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of any person, firm, association or corporation, to hold or in any manner dispose of the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.
11. To borrow or raise money for any of the purposes of the corporation, without limit as to amount and in connection therewith, to grant collateral or other security either alone or jointly with any other person, firm or corporation and to make, execute, draw, accept, endorse, discount, pledge, issue, sell or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other evidences of indebtedness, negotiable or non-negotiable, transferable or non-transferable, and to convey upon the holders of any of its obligations such powers, rights, and privileges as from time to time may be deemed advisable by the Board of Directors, to the extent permitted under the laws of the State of Idaho; to lend and advance money, extend credit, take notes, open accounts and every kind and nature of evidence of indebtedness and collateral security in connection therewith.
12. To have, exercise and enjoy all powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to corporations by Chapter 1, Title 30, Idaho Code, and present and/or future amendments thereto, and to do any act or other thing necessary or convenient for the transaction of the aforesaid business and/or carrying into effect any and all of the aforesaid objects and purposes.
13. To exercise and perform any and all of the hereinabove mentioned and described powers, both within and without the State of Idaho.

III.

The duration of said Corporation shall be perpetual.

IV.

The location and post office address of the registered offices of said Corporation shall be: Route 3, Box 102, Jerome, Idaho, 83338.

V.

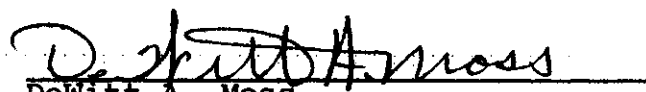
The shares of stock of said corporation are not to be classified and shall all be common stock. The authorized shares of said corporation shall be One Thousand (1,000) in number, of the par value of One Hundred and No/100 Dollars (\$100.00) each, and of the aggregate par value of One Hundred Thousand and No/100 Dollars (\$100,000.00). All shares of stock shall be fully paid up before being issued and after issuance shall be non-assessable.


VI.


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

<u>Name</u>	<u>Post Office Address</u>	<u>No. Shares</u>
DeWitt A. Moss	Route 3, Box 102 Jerome, Idaho 83338	One (1)
Carolyn A. Moss	Route 3, Box 102 Jerome, Idaho 83338	One (1)
John D. Hansen	P. O. Box 96 Idaho Falls, Idaho 83401	One (1)

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 12th day of January , 1978.


DeWitt A. Moss

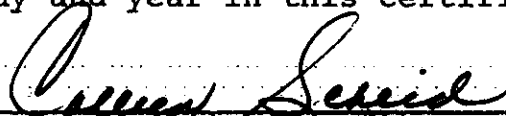

Carolyn A. Moss


John D. Hansen

STATE OF IDAHO)
) ss.
County of Bonneville)

ON THIS 12th day of January , 1978, before me, the undersigned, a Notary Public in and for said State, personally appeared DeWITT A. MOSS, CAROLYN A. MOSS, and JOHN D. HANSEN, known to me to be the persons whose names are subscribed to the within and foregoing instrument and acknowledged to me that they executed the same.

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



Notary Public for Idaho
Residing at Idaho Falls, Idaho

(SEAL)