

# State of Idaho

## Department of State.

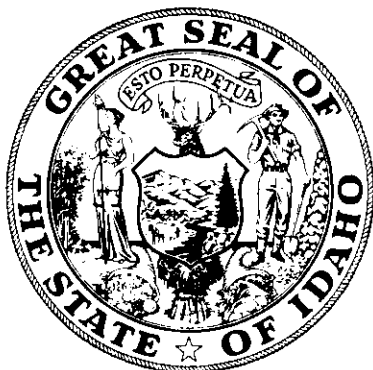
### CERTIFICATE OF AUTHORITY OF

SPEER & SON'S NURSERY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SPEER & SON'S NURSERY, INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to SPEER & SON'S NURSERY, INC. to transact business in this State under the name SPEER & SON'S NURSERY, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated February 7, 19 80.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Speer & Son's Nursery, Inc.
2. \*The name which it shall use in Idaho is \_\_\_\_\_
3. It is incorporated under the laws of Oregon
4. The date of its incorporation is May 3, 1971 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 34520 S.W. Cook Street Hillsboro, Oregon 97213
6. The address of its proposed registered office in Idaho is P.O. Box 1850 Sun Valley, Idaho 83353, and the name of its proposed registered agent in Idaho at that address is Dannie Marie Speer
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Retail plant sales. Selling houseware and garden supplies.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Daniel B. Speer</u>	<u>President</u>	<u>34520 S.W. Cook St. Hillsboro, OR.</u>
<u>Patricia Speer</u>	<u>Vice President</u>	<u>" " " "</u>
<u>Michael Speer</u>	<u>Secretary-Treas.</u>	<u>" " " "</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1000</u>	<u>Common</u>	<u>N.P.V. (Stated \$10.00 each.)</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1000	Common	NPV Stated Value \$10.00 each.

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated Dec. 28, 19 79.

By x Daniel B. Speer  
Its \_\_\_\_\_ President

and x Mike Speer  
Its \_\_\_\_\_ Secretary

STATE OF OREGON )  
COUNTY OF MULTNOMAH ) ss:

I, WEIR H. OWENS, a notary public, do hereby certify that on this 2 nd day of JANUARY, 19 80, personally appeared before me DANIEL B. SPEER, who being by me first duly sworn, declared that he is the PRESIDENT of SPEER & SONS NURSERY, INC.

that he signed the foregoing document as PRESIDENT of the corporation and that the statements therein contained are true.

W H Owens

Notary Public

My Commission Expires on February 2, 1980.

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

FILED  
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SECRETARY OF  
STATE

SPECIAL MEETING OF THE

BOARD OF DIRECTORS OF

SPEER & SONS NURSERY, INC.

A special meeting of the board of directors of Speer & Sons Nursery, Inc. was held at company offices at 34520 S.W. Cook Street, Hillsboro, Oregon on December 5, 1979. Those directors in attendance were Dan Speer, Mike Speer and Pat Speer representing all the directors. Also in attendance was Dannie Marie Speer.

The chairman opened the meeting and announced he thought the company should open a small retail plant shop in some heavy vacation traffic area, whereupon he turned the meeting over to his daughter, Dannie Marie Speer. Miss Speer then presented her plan to go into the area of Sun Valley, Idaho, open such a shop and carry both plants and housewares and garden supplies. She proposed to use the name "The Farmers Daughter". After some discussion it was

RESOLVED: to qualify the corporation, Speer & Sons Nursery, Inc. to do business in Idaho and use the assumed business name "The Farmers Daughter". And to employ Dannie Marie Speer to be the Company Agent with powers to do whatever is necessary to open and stock a store and represent the corporation in Idaho.

There being not further business, the meeting was adjourned.

x Mike Speer  
Secretary

x Dan B. Speer  
Approved President

I hereby certify that the above is an exact copy of an action taken by the board of directors of Speer and Sons Nursery, Inc. on Dec. 5, 1979

x Mike Speer  
Corporate Secretary



## Department of Commerce Corporation Division

I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Division of the Department of Commerce of the State of Oregon, DO HEREBY CERTIFY:

That I have carefully compared the annexed copy of the Articles of Incorporation of  
SPEER & SONS NURSERY, INC.

with the original thereof now on file in my office; that the same is a correct transcript therefrom and of the whole thereof; that there are no amendments to said Articles of Incorporation on file in this office; that this authentication is in due form and by the proper officer; and

I FURTHER CERTIFY that the above corporation is, at the date of this certificate, duly authorized to transact business within this state and is in good standing as a subsisting corporation, having filed all reports and made all payments to this office that are required by the laws of this state.

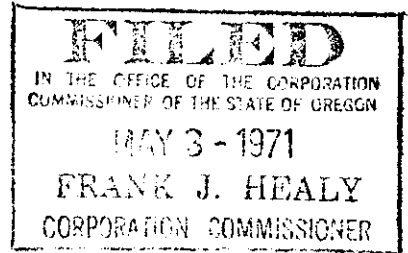
In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 3rd day of January, 19 80.



**Frank J. Healy**  
Corporation Commissioner

By Shirley Smith

FILE NO. 92992



ARTICLES OF INCORPORATION  
OF  
SPEER & SONS NURSERY, INC.

The undersigned natural person of the age of twenty-one years or more, acting as incorporator under the Oregon Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is SPEER & SONS NURSERY, INC., and its duration shall be perpetual.

ARTICLE II

The purpose or purposes for which the corporation is organized are:

1. The growing and selling of all kinds of nursery stock.
2. To engage in any other lawful activity for which corporations may be organized under ORS Chapter 57.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is One Thousand [1,000] shares of no par value common stock.

ARTICLE IV

The address of the initial registered office of the corporation is 710 S. W. Third Avenue, Portland, Oregon 97204, and the name of its initial registered agent at such address is H. M. Gleason.

ARTICLE V

The number of directors constituting the initial board of directors of the corporation is three, and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are

elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Daniel B. Speer	34520 S. W. Cook Street Hillsboro, Oregon 97123
Laurel B. Speer	34520 S. W. Cook Street Hillsboro, Oregon 97123
H. H. Gleason	710 S. W. Third Avenue Portland, Oregon 97204

#### ARTICLE VI

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
William E. Scarborough, Jr.	710 S. W. Third Avenue Portland, Oregon 97204

#### ARTICLE VII

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and another party in which one or more of its directors are interested shall be valid notwithstanding the presence or participation of such director or directors in a meeting of the Board of Directors which acts upon or in reference to such contract or transaction, if the fact of such interest shall be disclosed or known to the Board of Directors and it shall authorize and approve such contract or transaction by vote of a majority of the directors present. Such interested director or directors may be counted in determining whether a quorum is present at any such meeting, but shall not be counted in calculating the majority necessary to carry such vote. This Article VII shall not invalidate any contract or other transaction which would otherwise be valid under applicable law.

#### ARTICLE VIII

This corporation shall indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of

another corporation in which it owns shares of capital stock or of which it is a creditor, and their respective heirs, administrators, successors and assigns, against any and all costs and expenses, including, but not limited to, counsel fees, judgments paid and amounts paid in settlement (before or after legal proceedings are commenced), actually and reasonably incurred in connection with the defense of any claim, action, suit or proceeding, whether civil, criminal, administrative or otherwise in nature, in which he may be involved by reason of being or having been such director or officer of the corporation or such other corporation, except in relation to matters as to which he shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of duty to the corporation or such other corporation. A conviction or judgment, whether based on a plea of guilty or nolo contendere or its equivalent, or after trial, in a criminal action, suit or proceeding shall not be deemed an adjudication of liability for negligence or misconduct in the performance of duty to the corporation, or such other corporation, if such director or officer acted in good faith in what he considered to be the best interests of the corporation or such other corporation and with no reasonable cause to believe that the action was illegal. The foregoing indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any bylaw, agreement, vote of shareholders or otherwise. The corporation, its directors, officers, employees or agents shall be fully protected in taking any action or making any payment under this Article VIII, or in refusing to do so upon so advice of counsel.

STATE OF OREGON            )  
                                  ss.  
County of Multnomah )

I, the undersigned, being the incorporator, herewith

execute the foregoing, and being first duly sworn, declare the statements contained therein are true.

William E. Scarborough

Subscribed and sworn to before me this 29th day of April, 1971.

Marilyn M. Orley  
Notary Public for Oregon  
My commission expires: 1-22-74