

CERTIFICATE OF INCORPORATION  
OF

THE NURSERY, 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 the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: November 3, 1988



*Pete T. Cenarrusa*

SECRETARY OF STATE

by:

*John H. ...*

Nov 3 3 59 PM '88

SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

THE NURSERY, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all of whom are citizens of the United States of America, and of legal age, have today voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify:

I

The name of said corporation shall be " The Nursery, Inc."

II

The duration of the corporation shall be perpetual.

III

The location and post office of the registered office of the corporation in the State of Idaho shall be 835 South 10th East, Mountain Home, Idaho 83647, and the name of the registered agent at that address is C. H. Brandt, but the corporation may also have offices at other locations within or without the State of Idaho, as the Board of Directors may from time to time determine or as the business of the corporation may require.

IV

The authorized capital stock of the corporation shall consist of one hundred (100) shares of no par value common

stock. All of the stock shall be of the same class, have the same powers and voting rights and shall not be assessable for any purpose whatsoever.

V.

The business of this corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The qualifications, the term of office, manner of electing directors, the number of directors to be elected, the time, place and manner of calling meetings, and the powers and duties of the directors shall be prescribed by the by-laws.

VI.

The purposes for which said corporation is organized are as follows:

A. To acquire, own, manufacture, sell, convey, operate, rent, mortgage, pledge; lease, and otherwise dispose of and deal in and with real and personal property, and services, of every nature, and interests therein, including shares of stock of this and other corporations, so long as permitted by law to general business corporations organized and existing under the laws of the State of Idaho.

B. To buy, own, sell, hypothecate, and to have the power to do each and every thing necessary to deal in real property.

C. To acquire and take over as a going concern and thereafter to carry on the business of any person, firm or corporation

engaged in any business which this corporation is authorized to conduct and in connection therewith, to acquire the good will and all or any of the assets and to conduct or otherwise provide for all or any of such businesses.

D. To borrow money for its corporate purposes and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time for the purchase of property for any purpose in or about the business of the corporation, and if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust or otherwise.

E. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary and convenient for the business of the corporation with any person, firm, corporation, association, body politic, state or other form of government so far as and to the same extent that the same may be done and performed by corporations organized under the laws of the State of Idaho.

F. To act as employee, agent, trustee, receiver, liquidator, manager or broker or in any other capacity with respect to the establishment or promotion of corporations, associations, undertakings, businesses or enterprises of any description; to purchase, lease, own, acquire, deal in, sell, convey or assign any rights, franchises or privileges necessary or convenient in the creation, establishment,

promotion or liquidation of enterprises, businesses or undertakings.

G. To buy, sell, discount and deal in all types of securities, whether negotiable or otherwise, including, but not limited to, bills of exchange, notes, bonds, debentures, warrants and certificates; to borrow or loan money and to give or receive security therefor by mortgage, pledge, or in any other fashion authorized by law.

H. To carry on a general nursery, treefarm, landscaping, wholesale and retail merchandising and procurement business.

I. To have the powers and to do these acts, things, and deeds set forth in Section 30-114, Idaho Code, and any and all amendments thereto.

J. To carry out all or any part of the foregoing objects, purposes, as principal or agent, or otherwise, either alone or in conjunction with, or as a co-partner, or joint venturer, with any person, association, or corporation, and in any part of the world; and in carrying on its business, and for the purpose of attaining or furthering any of its objects, or purposes, to make and perform such contracts of any kind and description, to do such acts and such things, and to exercise any and all such powers as a natural person could lawfully make, perform, do, or exercise, provided that the same are not inconsistent with the objects or purposes of this corporation, or the statutes of the State of Idaho.

K. To do all acts and things necessary to carry out the purposes and intent expressed in the above provisions, and each and every necessary, suitable or advisable act or thing for the accomplishment thereof.

L. The objects, as specified herein, shall except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these articles, shall be regarded as independent objects, purposes, and powers.

The foregoing shall be construed as objects and powers, and the enumeration thereof shall not be held to limit or restrain in any manner the general powers now or hereafter conferred on this corporation by the statutes of the State of Idaho.

#### VII.

A. The power to repeal and amend the by-laws and adopt new by-laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of the directors or of the allotted shares as the case may be; provided, however, not less than a majority thereof as may be fixed by the by-laws.

B. The corporation reserves the right to amend, alter, change, or repeal any of the provisions contained in these Articles by statute, and all rights conferred upon members are granted subject to this revision.

VIII.

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually may be a part to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

IX.

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

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES OF STOCK</u>
C. H. Brandt	P.O. Box 493 Mountain Home, ID 83647	5

All of the incorporators are over the age of 21 years.


The private property of the members of this corporation shall not be subject to payment of any of the debts, or other obligations or liabilities of this corporation whatsoever.

X

The names and post office address of each of the initial directors named by the organizers or incorporators to serve until the first election of directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
C. H. BRANDT	P. O. Box 493 Mountain Home, Idaho 83647
RON MOEN	32 Clinton GrandHaven, Michigan 49417
J. P. PECCHIA	P. O. Box 493 Mountain Home, Idaho 83647

IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these articles of incorporation this 26th day of October, 1988.

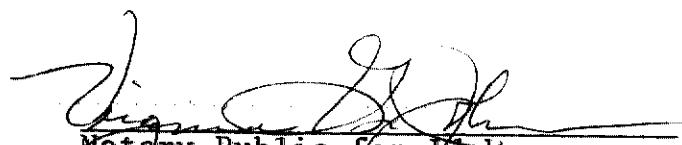
  
C. H. BRANDT



STATE OF IDAHO        )  
                          ) ss.  
County of Elmore     )

On this 26th day of October, 1988, before me, the undersigned, a Notary Public in and for the said County and State, personally appeared C. H. BRANDT, known to me to be the person whose name is subscribed to the within and foregoing Articles of Incorporation, and acknowledged to me that he 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 Mountain Home, Idaho  
My Commission expires: *Spt 10, 1991*