

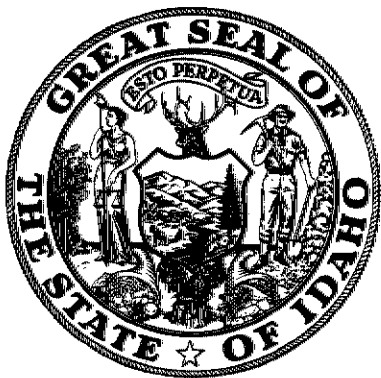
**CERTIFICATE OF INCORPORATION  
OF**

**HUGHES GREENHOUSES, 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: **January 2, 1987**



SECRETARY OF STATE

by: \_\_\_\_\_

RECORDED  
655-100-1  
ARTICLES OF INCORPORATION

OF JAN 2 1972 07

HUGHES GREENHOUSES, INC.

ELDRED E. HUGHES, being over the age of eighteen (18) years, for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certifies and adopts in duplicate the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be HUGHES GREENHOUSES, INC.

ARTICLE II.

The duration of this corporation shall be perpetual.

ARTICLE III.

The purposes and objects for which this corporation is organized shall be as follows:

1. To engage in the greenhouse business, including, but not limited to, the growing and selling, at retail and wholesale, of plants and related items.

2. To invest its funds in real estate, personal property, mortgages, stocks, bonds, insurance or any other type of investments.

3. To engage in generally and carry on any lawful business or trade which may, in the judgment of the Board of Directors, at any time be necessary, useful or advantageous to this corporation.

4. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Idaho, it is expressly provided that this corporation shall also have the following powers:

A. To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this corporation, provided that the money or property of this corporation shall not be used for the purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.

B. To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the bonds, debentures, notes and other securities and obligations of this corporation.

C. To borrow money and give security therefor.

D. To enter into, make, perform and carry out contracts of every kind for any lawful purpose pertaining to its business with any individual, entity, firm, association or corporation, or with any governmental, municipal or public authority, domestic or foreign.

E. To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes and objects of this corporation or which is calculated directly or indirectly to promote the welfare or interests of the corporation or enhance the value or render profitable any of its properties or rights.

5. Nothing contained in this Article III shall be deemed to authorize or permit this corporation to carry on any business, to exercise any power or to do any act which a corporation formed under the Idaho Business Corporation Act may not at any time lawfully carry on or do.

#### ARTICLE IV.

The total number of shares of stock authorized and which may be issued by this corporation is Fifty Thousand (50,000) shares,

which shall consist of common stock with a par value of One Dollar (\$1.00) per share. Each share shall be entitled to one (1) vote.

#### ARTICLE V.

1. The address of the initial registered office of this corporation shall be S. 420 Spokane Street, Post Falls, Idaho 83854.

2. The initial registered agent of this corporation at such address shall be Eldred E. Hughes.

#### ARTICLE VI.

The provisions for the regulation of the internal affairs of this corporation shall be set forth in the By-Laws.

#### ARTICLE VII.

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of stockholders of this corporation are granted subject to this reservation.

#### ARTICLE VIII.

1. The number of directors of this corporation shall be fixed as provided in the By-Laws and may be changed from time to time by amending the By-Laws, as therein provided.

2. In furtherance of and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to make, alter and repeal the By-Laws of the corporation, subject to the powers of the stockholders of the corporation to change or repeal such By-Laws.

3. The corporation may enter into contracts and otherwise transact business as a vendor, purchaser or otherwise with its directors, officers and stockholders and with corporations, associations, firms and entities in which they are or may become

interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interest did not exist, even though the vote, action or presence of such director, officer or stockholder may be necessary to obligate the corporation upon such contracts or transactions. In the absence of fraud, no such contract or transaction shall be avoided, and no such officer, director or stockholder shall be held liable to account to the corporation by reason of such adverse interest, or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction. However, in the case of directors and officers of the corporation (but not in the case of stockholders who are not directors or officers), the nature of the interest of such director or officer, though not necessarily the details or the extent thereof, must be disclosed or known to the Board of Directors of the corporation at the meeting in which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions of that corporation, association, firm or entity.

4. Any contract, transaction or act of the corporation or of the directors or of any officers of the corporation which shall be ratified by a majority of a quorum of the stockholders of the corporation at any annual meeting or any special meeting called for such purpose shall, insofar as permitted by law, be as valid and as binding as though ratified by every stockholder of the corporation.

#### ARTICLE IX.

The initial Board of Directors shall consist of four (4) members. The names and addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors be elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Eldred E. Hughes	S. 420 Spokane Street Post Falls, Idaho 83854
Howard E. Hughes	S. 420 Spokane Street Post Falls, Idaho 83854
Mary Hughes	S. 420 Spokane Street Post Falls, Idaho 83854
Marcia Hughes	S. 420 Spokane Street Post Falls, Idaho 83854

ARTICLE X.

The name and post office address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Eldred E. Hughes	S. 420 Spokane Street Post Falls, Idaho 83854

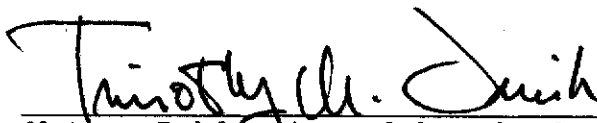
IN WITNESS WHEREOF, the incorporator hereinabove named has hereunto set his hand in duplicate this 23 day of December, 1986.

  
 ELDRED E. HUGHES  
 Incorporator

STATE OF WASHINGTON    )  
                                   ) ss.  
 County of Spokane        )

I certify that I know or have satisfactory evidence that ELDRED E. HUGHES signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.

Dated: December 23<sup>rd</sup>, 1986

  
 Notary Public in and for the State  
 of Washington, residing at Spokane  
 My commission expires August 8, 1990

SLS10/24