

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

GARDENCRAFT, INC.  
File number C 116474

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: September 18, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sari Smed*

ARTICLES OF INCORPORATION  
OF  
GardenCraft, Inc.

SEP 12 12:49 PM '96  
IDAH. SECRETARY OF STATE  
DATE 09/18/1996 0900 25005  
CK #: 317 70899  
CORP 100.00 = 100.00  
# : C

The undersigned natural person of the age of eighteen years or more, acting as incorporator under the Professional Service Corporation Act, Idaho Code Section 30-1301 et seq. and the Idaho Business Corporation Act, Idaho Code Section 30-1-1 et seq., adopts the following Articles of Incorporation:

**ARTICLE 1.** The name of this corporation is GardenCraft, Inc., and its duration shall be perpetual.

**ARTICLE 2.** The purpose for which the corporation is organized shall be for the conducting of the business of developing and marketing CD-ROM and other multi-media products.

**ARTICLE 3.** The aggregate number of shares which the Corporation shall have the authority to issue is ten thousand (10,000) shares of common stock, no par value; provided that the Board of Directors or shareholders of the Corporation are authorized to adopt By-Laws restraining the alienation of shares and providing for the purchase or redemption by the Corporation of its shares.

**ARTICLE 4.** The initial By-Laws of this Corporation shall be adopted by the Board of Directors, and such Board of Directors has the power to alter, amend or repeal, or adopt new By-Laws, and such By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

**ARTICLE 5.** The address of the initial registered office of the Corporation is: 3033 North Anston Avenue, Meridian, Idaho, 83642. The name of the initial registered agent at such address is: John P. Dodson.

**ARTICLE 6.** The number of Directors constituting the initial Board of Directors of the Corporation shall be one (1) and the name and address of the person who is to serve as Director until the first annual meeting or until successors be elected and qualified is:

John P. Dodson  
3033 North Anston Avenue  
Meridian, Idaho 83642

**ARTICLE 7.** The name and address of the incorporator is:

John P. Dodson  
3033 North Anston Avenue  
Meridian, Idaho 83642

**ARTICLE 8.** The name and address of the person who is to be the original shareholder is:

John P. Dodson  
3033 North Anston Avenue  
Meridian, Idaho 83642

**ARTICLE 9.** The Directors of the Corporation shall have the power in their discretion to reserve from the profits each year such amount thereof as they may deem necessary and advisable for the purpose of establishing a reserve fund to be used as working capital in the business of the corporation, and they may employ and use such funds for the purpose of extending the business, operations of the corporation or to purchase its own stock, or to purchase stock, bonds, and other obligations which it is authorized by law to purchase.

**ARTICLE 10.** This Corporation shall have power to conduct business in any state or foreign country, and to maintain offices therein, subject to the laws of the State of Idaho and any such other state or foreign country.

**ARTICLE 11.** Every shareholder, as a condition of owning shares in the Corporation, shall be duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Corporation was incorporated.

I, THE UNDERSIGNED, being the incorporator, herewith execute the foregoing Articles of Incorporation this 18<sup>th</sup> day of September, 1996, and certify that the statements contained herein are true.

  
\_\_\_\_\_  
John P. Dodson

STATE OF IDAHO        )  
                                  ) ss.  
County of Ada         )

On this 18<sup>th</sup> day of September, 1996, before me, the undersigned notary public in and for said state of Idaho, personally appeared JOHN P. DODSON, known or identified to me to be the person whose name is subscribed to the foregoing Articles of Incorporation of GardenCraft, 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 Boise,  
Idaho. My Commission Expires 1/19/2001