

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

JAYKER TREE FARM, INC.

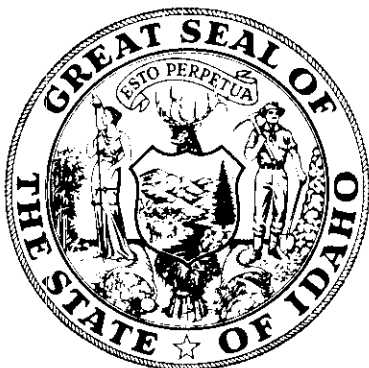
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

JAYKER TREE FARM, INC.

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: *October 22, 1982*



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION

SECRETARY OF STATE

OF

JAYKER TREE FARM, INC.

WE, THE UNDERSIGNED, being two (2) natural persons of full age, both of whom are citizens of the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a corporation under the laws of the state of Idaho, and adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be:

JAYKER TREE FARM, INC.

ARTICLE II

Purposes and Objectives

The purposes and objectives of the corporation are:

(a) To purchase, acquire, hold, sell, exchange, raise, propagate, cultivate, transport, plant for landscaping purposes, or otherwise deal with or dispose of plants, trees, shrubs, and other nursery products;

(b) 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 kind whatsoever, and any interest 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, as the same may be amended from time to time;

(c) To exercise all of the powers and do all of the acts and things permitted to general business corporations for profit to the maximum extent permitted or authorized by the laws of the state of Idaho now in effect, or as the same may be amended from time to time.

ARTICLE III

Duration

The duration of this corporation is perpetual.

ARTICLE IV

Authorized Capital

The total authorized capital of this corporation shall be Three Hundred Thousand and No/100 Dollars (\$300,000.00) and the total authorized number of shares shall be Three Hundred Thousand (300,000) shares of the par value of One and No/100 Dollars (\$1.00) per share.

ARTICLE V

Class of Stock

The stock of this corporation shall be of only one class, to be known as common stock, and each share shall have full voting rights in accordance with the laws of the state of Idaho.

ARTICLE VI

Registered Agent

The location and post office address of the registered office and registered agent of this corporation is:

Gordon Chase
1250 Meander Drive
Eagle, ID 83616

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of such number, not less than four (4), as shall from time to time be fixed by the Bylaws of the corporation and vacancies upon said Board of Directors, including vacancies resulting from amendments to the Bylaws increasing the number of directors, may be filled until the next succeeding Annual Meeting of Shareholders by the vote of a simple majority of the directors holding office at the time of said vote. In addition to all

of the powers and duties provided by law, the Board of Directors is expressly authorized and empowered:

- (a) To make, alter, amend and repeal the Bylaws, subject to the power of the stockholders to alter or repeal the Bylaws made by the Board of Directors;
- (b) To issue the common stock of the corporation from time to time in such amounts and for such consideration as it shall in its discretion deem in the best interests of the corporation; provided, that in no event shall such consideration be less than \$1.00 per share. Any consideration received for shares in excess of \$1.00 per share may be allocated by the Board of Directors of the corporation, on the books of the corporation, to the Capital Stock Account or the Paid-In-Surplus Account, or partly to each such account, as the Board shall from time to time determine;
- (c) To authorize and issue, without stockholder consent, obligations of the corporation, secured and unsecured, under such terms and conditions as the Board, in its sole discretion, may determine, and to pledge or mortgage as security therefor, any real or personal property of the corporation, including after-acquired property;
- (d) To determine whether any, and if so what part, of the earned surplus of the corporation shall be paid in dividends to the stockholders, and to determine and direct other use and disposition of any such earned surplus;
- (e) To fix, from time to time, the amount of the profits of the corporation to be reserved as working capital or for any other lawful purpose;
- (f) To designate, by resolution or resolutions passed by a majority of the whole Board, one or more committees, each consisting of two (2) or more directors, which, to the extent permitted by law and authorized by the resolution or by Bylaws, shall have and exercise the powers of the Board;

- (g) To provide for the reasonable compensation of its own members and to fix the terms and conditions upon which such compensation will be paid;
- (h) In addition to the powers and authority hereinbefore or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject nevertheless, to the provisions of the laws of the state of Idaho, of these Articles of Incorporation, and the Bylaws of the corporation.

ARTICLE VIII

Officers

The officers of this corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. Except as otherwise provided by law, more than one office may be held by the same person. The duties and qualifications of the officers shall be prescribed in the Bylaws; provided, the President must also be a member of the Board of Directors.

ARTICLE IX

Bylaws

The incorporators and subscribers of this corporation shall adopt Bylaws at their first meeting, and such Bylaws so adopted may thereafter be amended by the shareholders as provided by law; further, the Board of Directors is expressly authorized to repeal and amend the Bylaws and to adopt new Bylaws from time to time.

ARTICLE X

Liability

The private property of the shareholders of the corporation shall not be subject to payment of corporate debts or obligations, and the shares of the corporation shall not be subject to assessment.

ARTICLE XI

Conflict of Interest

No contract or transaction between this corporation and any of its directors, or between this corporation and any

other corporation, firm, association or other legal entity, shall be invalidated by reason of the fact that the director of the corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because he participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors is, or was necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's interest, be submitted for the approval or ratification of the stockholders.

ARTICLE XII

Incorporators

The names and addresses of each of the incorporators are:

Douglas Carnahan, 1250 Meander Drive, Eagle, ID 83616
Gordon Chase, 1250 Meander Drive, Eagle, ID 83616

ARTICLE XIII

Board of Directors

The names and addresses of the first Board of Directors are:

Douglas Carnahan, 1250 Meander Drive, Eagle, ID 83616
Gordon Chase, 1250 Meander Drive, Eagle, ID 83616
Jennifer A. Chase, 1250 Meander Drive, Eagle, ID 83616
Meredith Carnahan, 1250 Meander Drive, Eagle, ID 83616

ARTICLE XIV

Preemptive Rights

In the event that any shareholder or shareholders shall desire to convey their shares, the corporation shall have the first right to purchase such shares at a reasonable price and within a reasonable time to the extent permitted by law. The

restrictions on stock transfers necessary to maintain the status of a Sub Chapter S Corporation under the Internal Revenue Code, 26 U.S.C. §§1371, et seq., are incorporated by reference herein.

IN WITNESS WHEREOF, the undersigned incorporators of JAYKER TREE FARM, INC, have set their hands, this 20th day of October, 1982.

Douglas Carnahan
DOUGLAS CARNAHAN

Gordon Chase
GORDON CHASE

STATE OF IDAHO)
) ss.
County of Ada)

On this 20th day of October, 1982, before me, the undersigned, a Notary Public in and for said county and state, personally appeared DOUGLAS CARNAHAN and GORDON CHASE, known to me to be the persons whose names are subscribed to the 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.

Federick D. Her
NOTARY PUBLIC for Idaho
Residing at Boise, Idaho