

State of Idaho

Department of State

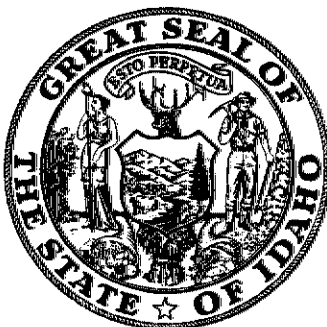
CERTIFICATE OF INCORPORATION OF

WOOD RIVER GARDEN SUPPLY, INC.
File number C 112637

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 13, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Harold*

Nov 13 2 34 PM '95

ARTICLES OF INCORPORATION
SECRETARY OF STATE
STATE OF IDAHO

OF

WOOD RIVER GARDEN SUPPLY, INC.

IDAHO SECRETARY OF STATE

11/13/95 9:00:00 AM
Customer # 20522
IWC960023765 16384
CORPORATION PROFIT
1 @ 100.00 = 100.00

The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME OF THE CORPORATION**

The name of the corporation is Wood River Garden Supply, Inc. ("Corporation").

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSES OF THE CORPORATION**

The Corporation may do any acts and perform any business permitted by the Idaho Business Corporation Act.

**ARTICLE IV
SHARES**

The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	1,000	\$1.00

**ARTICLE V
PREEMPTIVE RIGHTS**

No shareholders of the Corporation shall have preemptive and preferential rights of subscription of any shares of stock of the Corporation, whether now or hereafter authorized, or to any securities convertible into such shares or carry a right to subscribe or acquire shares.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 105 Camas Lane, Ketchum, Idaho 83340, and the name of its initial registered agent at such address is Harry Rinker.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the Corporation is one (1) and the name and address of the person who is to serve as the initial director are as follows:

<u>Name</u>	<u>Address</u>
Harry Rinker	P. O. Box 5869 Ketchum, Idaho 83340

**ARTICLE VIII
DIRECTOR LIABILITY**

To the full extent permitted by the Idaho Business Corporation Act or any other applicable laws as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

**ARTICLE IX
INDEMNIFICATION**

Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the Idaho Business Corporation Act or any other applicable laws presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article IX. No amendment to or repeal of this Article IX shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect

