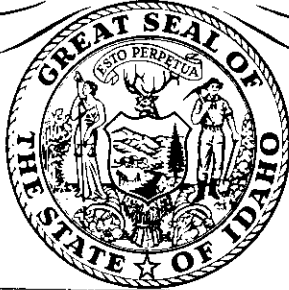


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

**EMPIRE HYDROPONICS, INC.**

was filed in the office of the Secretary of State on the **Seventh** day  
of **December**, A.D. One Thousand Nine Hundred **Sixty-one** and  
duly recorded on Film No. **114** of Record of Domestic Corporations, of the State of Idaho,  
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and  
successors are hereby constituted a corporation, by the name hereinbefore stated, for  
**perpetual existence** from the date hereof, with its registered office in this State located at

**Oslurn**

in the County of

**Shoshone**

IN TESTIMONY WHEREOF, I have hereunto  
set my hand and affixed the Great Seal of the  
State. Done at Boise City, the Capital of Idaho,  
this **7th** day of **December**,  
A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
EMPIRE HYDROPONICS, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I.

The name of the Corporation is EMPIRE HYDROPONICS, INC.

ARTICLE II.

The purposes for which this corporation is formed are:

1. To purchase, sell, lease, mortgage, distribute, assemble, erect all hydroponic equipment, including purchase, sale, lease, mortgaging, distribution, assembling, erection of any related equipment, or facilities, goods, buildings, machines used in relation to or conjunction with hydroponic equipment.
2. To purchase, sell, mortgage, develop real property for purposes of demonstrating or using hydroponic and related equipment.
3. To act as agent, jobber, distributor, retailer, coordinator, assembler, either alone or in company with others, of hydroponics and related equipment.
4. To enter into agreements for purchase, lease, sale distribution, mortgage, construction of said equipment.
5. In general but in connection with the foregoing, said corporation shall have and exercise all the powers conferred by the laws of the State of

Idaho upon business corporations, it being hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

#### ARTICLE III.

The corporation is to have a perpetual existence.

#### ARTICLE IV.

The location and post office address of the registered office of the corporation is Box 511, Osburn, Idaho.

#### ARTICLE V.

The corporation shall be capitalized for \$25,000.00 consisting of 2,500 shares of stock having a par value of \$10.00 per share. Said shares shall be non assessable and shall all be of the same class and every share of said stock shall be equal in all respects to every other of said shares.

#### ARTICLE VI.

The names and post office address of the incorporators and the number of shares subscribed by each, are as follows:

Walter E. Haynes	Box 511	Osburn, Idaho	1
Betty H. Haynes	Box 511	Osburn, Idaho	1
Alden Hull	Box 709	Wallace, Idaho	1

#### ARTICLE VII.

The corporate powers of the corporation shall be vested in a Board of Directors of not less than three, and no more than five members, who shall be elected annually by the shareholders, and who shall serve until the election and qualification of their successors. A person need not be a shareholder to serve as a director of this corporation. Directors who are to serve for the first corporate year shall be selected by the incorporators. Unless otherwise determined by the shareholders, the Board of Directors by resolution shall

from time to time fix the number of Directors within the limits herein provided.

#### ARTICLE VIII.

In addition to the power conferred upon the shareholders by law, to make, amend or repeal By-Laws of this corporation, the Directors shall have the power to repeal and amend the By-Laws and adopt new By-Laws, but powers may be executed only by a majority of the whole Board of Directors.

#### ARTICLE IX.

A director or officer of the corporation shall not, in the absence of actual fraud, be disqualified by his office from dealing or contracting with the corporation, either as vendor, purchaser, or otherwise; and in the absence of actual fraud no transaction or contract of the corporation shall be void or voidable by reason of the fact that any director or officer, or firm of which any director or officer is a member, or any other corporation of which any director or officer is a shareholder, officer or director, is in any way interested in such transaction or contract; provided, that such transaction or contract is, or shall be, authorized, ratified or approved (1) by a vote of a majority of a quorum of the Board of Directors, or of the Executive Committee, if any, counting for the purpose of determining the existence of such majority or quorum, any Director, when present, who is so interested, or who is a member of a firm so interested, or who is a shareholder, or who is a member of a firm so interested; or (2) at a stockholder's meeting by a vote of a majority of the outstanding shares of stock of the corporation represented at such meeting and then entitled to vote, or by writing or writings signed by a majority of such holders of stock which shall have the same force and effect as though such authorization, ratification or approval were made by the

stockholders; and no director or officer shall be liable to account to the corporation for any profits realized by him through any such transaction or contract of the corporation authorized, ratified, or approved, as aforesaid, by reason of the fact that he may be, or any firm of which he is a member, or any corporation of which is a shareholder, officer or director, was interested in such transaction. Nothing in this paragraph contained shall create any liability in the events above mentioned, or prevent the authorization, ratification or approval of such contracts or transactions in any other manner than permitted by law, or invalidate or made voidable any contract or transaction which would be valid without reference to the provisions of this paragraph.

IN WITNESS WHEREOF, we have hereunto set our hands and seals,  
in triplicate this 30<sup>th</sup> day of November, 1961.

Martin E. Haynes

Betty H. Haynes

Allen H. Haynes

STATE OF IDAHO )

) SS.

County of Shoshone )

On this \_\_\_\_\_ day of November, 1961, before me, the undersigned,

a Notary Public in and for the State of Idaho, personally appeared WALTER E.

HAYNES, BETTY H. HAYNES and ALDEN HULL, known to me to be the

persons whose names are subscribed to the within instrument and acknowledged

to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day

and year in this certificate first above written.

Notary Public in and for the State of Idaho,

Residing at Wallace, Idaho.