

FILED

ARTICLES OF INCORPORATION
OF
CLOVERDALE NURSERY & TURF FARM, INC.
(an Idaho corporation)

15 4 27 PM '98
SECRETARY OF STATE
STATE OF IDAHO

THE UNDERSIGNED, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is CLOVERDALE NURSERY & TURF FARM, INC.

SECOND

The period of its duration is perpetual.

THIRD

The purpose for which the corporation is organized is for the transaction of any and all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 1,500,000 shares of common stock.

FIFTH

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

SIXTH

The location of the initial registered office of the corporation is 2528 N. Cloverdale Road, Boise, Idaho 83704, and the name of its initial registered agent at such address is Hansgeorg Borbonus.

SEVENTH

The number of directors constituting the initial Board of Directors is one (1); and the names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified are: 100.00 = 100.00 CORP

IDAHO SECRETARY OF STATE

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EX: 7154 Annual Meeting of

C122419

NAME

ADDRESS

Hansgeorg Borbonus

2528 N. Cloverdale Road
Boise, ID 83704

EIGHTH

The name and address of the incorporator is as follows:

Kendra L. Anderson
300 N. 6th Street
Boise, ID 83702

NINTH

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

TENTH

At each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one (1) candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

ELEVENTH

A director of this corporation shall not be personally liable to this corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty of this corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 30-1-48, Idaho Code, or (d) for any transaction from which the director derived an improper personal benefit. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article Eleventh by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

DATED this 15th day of January, 1998.


KENDRA L. ANDERSON