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# State of Idaho

## Department of State

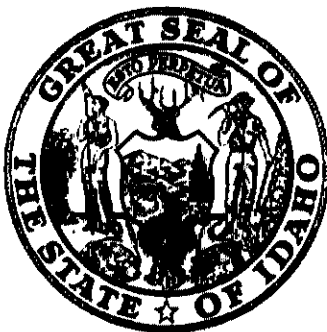
### CERTIFICATE OF INCORPORATION OF

THOUSAND SPRINGS PLANT COMPANY, 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 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: January 28, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

*George Hakes*

Corporation Clerk

ARTICLES OF INCORPORATION

RECEIVED  
SEC. OF STATE

OF

'92 JAN 28 PM 2 02

THOUSAND SPRINGS PLANT COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, BRENT HYATT and MARK HOLMSTEAD, residents of the State of Idaho and citizens of the United States and natural persons of full age, have this day voluntarily associated ourselves for the purpose of forming a corporation for profit under the laws of the State of Idaho, and we do hereby certify and state:

I.

The name of this corporation is: THOUSAND SPRINGS PLANT COMPANY, INC.

II.

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

III.

Said corporation is formed for the following purposes:

A. To grow and sell ornamental plants and such other lawful activities as the Board of Directors from time to time shall approve.

B. To lend or advance money or give credit to such person, firms, corporations or associations on such terms as may seem expedient;

C. To lease, buy, sell, use, mortgage, improve and otherwise handle, deal in, or dispose of all such property, real and personal, as may be necessary or convenient in connection with the aforesaid business of the company;

D. To carry on other business, of any nature, whatsoever, which may seem to the corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of any of the corporation's property or rights or generally to enhance the profitability of the corporation;

E. If deemed advisable by the corporation, to establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or co-employees of the corporation, the stockholders of the company or their heirs, to grant pensions to employees and stockholders, and to make payments toward insurance;

F. The corporation shall have the power to buy its own stock and to hold the same as treasury stock and to sell and/or otherwise dispose of the same;

G. To acquire the good will, right, property and assets of all kinds and to undertake the whole or any part of liabilities of any person, firm, association or corporation on such terms and conditions that may be agreed upon; to pay for the same in cash, stocks, bonds, debentures or other

securities of this corporation or otherwise; and to acquire and/or take all or any part of the business, assets, liabilities of any person, firm, association or corporation;

H. To borrow money of any person, firm or corporation and to issue bonds, debentures or obligations of this corporation from time to time for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, deed of trust or any other lawful means with property of the corporation;

I. To do any and all things necessary, suitable or proper for the accomplishment of any of the purposes, for the attainment of any of the objects, for the exercise of any of the powers herein set forth, whether specified herein or not.

The several causes contained in this statement of purposes shall be construed as both purposes and powers, and that statements contained in each clause shall in no way be limited or restricted by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes herein expressly declared shall be deemed to preclude powers or purposes not so declared, and that all other lawful powers not inconsistent herewith are hereby included.

#### IV.

The location and post office address of the

registered office of the corporation shall be 401 Second Street North, Twin Falls, Idaho, and the registered agent is Brent Hyatt at 401 Second Street North, Twin Falls, Idaho, 83301.

V.

The number of directors of this corporation shall be as established from time to time by the board of directors, but in any event not less than three directors, except that in cases where all shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three, not less than the number of stockholders. The initial board of directors shall have four members whose names and addresses are as follows:

Brent Hyatt  
1970 Bitterroot Drive  
Twin Falls, Idaho 83301

Mark Holmstead  
748 Rimview Lane West  
Twin Falls, Idaho 83301

Jan Hyatt  
1970 Bitterroot Drive  
Twin Falls, Idaho 83301

Rhonda Holmstead  
748 Rimview Lane West  
Twin Falls, Idaho 83301

VI.

There shall be two classes of capital stock of the corporation and it shall be known as common stock. The first

class of stock shall be denominated Class A stock and shall be no par with 100,000 shares of stock authorized. The second class of stock shall be denominated Class B stock and shall be no par with 1,000 shares of stock authorized. All of said stock shall be non-assessable.

VII.

Class A stock shall have a voting preference over Class B stock. On any matter voted upon by the shareholders of the corporation, each outstanding share of Class A stock shall have four (4) votes and each outstanding share of Class B stock shall have one (1) vote.

VIII.

The names of the incorporators, subscribers and number of shares respectively for which they have subscribed and the amount to be paid by them are as follows:

<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>	<u>AMOUNT</u>
Brent Hyatt	1970 Bitterroot Drive Twin Falls, Idaho 83301	1	\$1.00
Mark Holmstead	748 Rimview Lane West Twin Falls, Idaho 83301	1	\$1.00

The power to adopt, repeal and amend the By-Laws of the corporation shall be in the stockholders and the By-Laws may be amended, adopted, or repealed by a majority vote of votes cast by the holders of the stock issued.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 27<sup>th</sup> day of January, 1992.

Brent Hyatt  
BRENT HYATT

Mark S. Holmstead  
MARK HOLMSTEAD

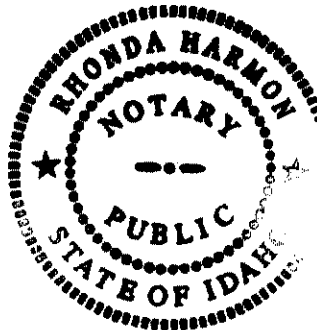
STATE OF IDAHO                     )  
                                          : ss.  
County of Twin Falls            )

BRENT HYATT, being first duly sworn upon oath,  
deposes and says:

That he is one of the incorporators in the above  
Articles of Incorporation; that he has read the foregoing  
Articles of Incorporation, knows the contents thereof, and  
believes the facts stated therein to be true and correct.

Brent Hyatt  
BRENT HYATT

SUBSCRIBED AND SWORN to before me this 27 day of  
January, 1992.



Rhonda Harmon  
Notary Public for Idaho  
Residing at Twin Falls  
Commission Expires: 9-16-97

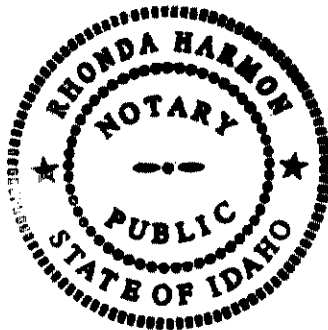
STATE OF IDAHO                     )  
                                              : ss.  
County of Twin Falls            )

MARK HOLMSTEAD, being first duly sworn upon oath,  
deposes and says:

That he is one of the incorporators in the above  
Articles of Incorporation; that he has read the foregoing  
Articles of Incorporation, knows the contents thereof, and  
believes the facts stated therein to be true and correct.

Mark S. Holmstead  
~~BRENT HYATT~~ MARK HOLMSTEAD

SUBSCRIBED AND SWORN to before me this 27 day of  
January, 1992.



Rhonda Harmon  
Notary Public for Idaho  
Residing at Twin Falls  
Commission Expires: 9-16-97