

# State of Idaho

## Department of State

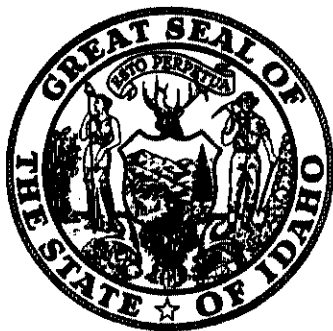
### CERTIFICATE OF INCORPORATION OF

MILLER'S STATION, 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: April 21, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By

*[Signature]*

ARTICLES OF INCORPORATION  
OF  
MILLER'S STATION, INC.

APR 21 10 39 AM '92  
SECRETARY OF STATE

The undersigned as incorporators of Miller's Station, Inc., pursuant to the provisions of Title 30, Chapter 1, Idaho Business Corporation Act, do hereby adopt the following Articles of Incorporation for said corporation.

ARTICLE I

The name of the corporation shall be MILLER'S STATION, INC.

Article II

The period of duration shall be perpetual.

Article III

The purpose for which the corporation is organized is for the purpose of transacting all business which may be lawfully transacted by a corporation in the State of Idaho, to include but not limited to:

a) To provide, to manufacture and sell the Propagation Station, the Potting Station, the Compost Station, greenhouses, and any other such products as may be deemed advisable.

b) To establish and sell at retail products relating to gardening, etc.

c) To conduct activities relating to greenhouse and nursery outlets and the production of horticulture products for wholesale and retail.

d) To produce videos, educational material, pamphlets and books pertaining to gardening, horticulture, etc.

e) To advertise, promote and market and maintain a place or places of business for the purpose of selling such products as set forth above and to do all other things necessary and proper toward the accomplishment of the above stated objectives as may be lawful and in accordance with the by-laws of the corporation.

Article IV

The number of shares of stock which the corporation is authorizing is fifty thousand (50,000) which shall have no par value. Twenty-five thousand (25,000) shares of stock which the corporation has approved for issue at the present

time and which stock shall have no par value. The consideration for the issuance of shares of stock shall be in any such amount as may be fixed by the board of directors from time to time and may consist of cash, real or personal property or services rendered to or on behalf of the corporation either in organization thereof or subsequent thereto.

Once stock has been issued it shall be deemed to have been paid for in full and shall not be subject to any further call or assessment. The corporation shall not commence operation until \$1,000.00 has been received for the issuance of stock.

#### Article V

Voting shares of stock shall be on a per share basis and there shall not be more than one class of stock. All other matters dealing with the voting of stock shall be governed by the by-laws of the corporation and the laws of the State of Idaho.

#### Article VI

The board of directors shall be elected by the stockholders and shall be empowered to manage the affairs of the corporation in accordance with the by-laws of the corporation and the laws of the State of Idaho. Directors need not be stockholders; nor residents of the State of Idaho. The number of directors shall initially be two; but may be increased to a maximum of four as proposed and approved by the stockholders; and those who shall serve as initial directors to serve until such time as their successors have been duly qualified and appointed are as follows:

President -	Betsy L. Miller 577 West Fordham Drive Eagle, Idaho 83616
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Secretary/ Treasurer	Douglas C. Miller 577 West Fordham Drive Eagle, Idaho 83616
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The board of directors may employ and appoint such other officers, agents or employees as they may deem necessary and as in accordance with the by-laws of the corporation and the laws of the State of Idaho. All matters dealing with the voting, actions and meetings of the board of directors shall be governed by the by-laws of the corporation and the laws of the State of Idaho.

Article VII

The name and address of the initial registered agent for the corporation is:

Douglas C. Miller  
577 West Fordham Drive  
Eagle, Idaho 83616

Article VIII

The names and addresses of the incorporators are:

Douglas C. Miller  
577 West Fordham Drive  
Eagle, Idaho 83616

Betsy L. Miller  
577 West Fordham Drive  
Eagle, Idaho 83616

Article IX

The principal place of business of the corporation shall be at 577 West Fordham Drive, Eagle, Idaho and such other places as may be determined by the board of directors from time to time.

Article X

Subject to the applicable regulations of the Internal Revenue Service, the corporation may elect to become a "Subchapter S Corporation" for the purposes of income tax. The corporation may also elect to file a 1244 designation as allowed under Internal Revenue Service code.

STATE OF IDAHO     )  
                              : ss  
COUNTY OF ADA     )

The undersigned as incorporators of the corporation being first duly sworn do state and verify that the foregoing information is correct to the best of their knowledge and that they are the persons whose names appear hereinabove as incorporators.

DATED this 21 day of April, 1992.

  
Betsy L. Miller

  
Douglas C. Miller

Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_, 1992.

\_\_\_\_\_  
Notary Public

residing at: \_\_\_\_\_

my commission expires: \_\_\_\_\_

STATE OF IDAHO       )  
                              :ss  
COUNTY OF ADA       )

The undersigned being first duly sworn does state and acknowledge that he is the registered agent for the corporation and that he has been so appointed by the initial Board of Directors.

  
\_\_\_\_\_  
Douglas C. Miller

Subscribed and sworn to before me this \_\_\_\_\_ day of  
\_\_\_\_\_, 1992.

\_\_\_\_\_  
Notary Public

residing at: \_\_\_\_\_

my commission expires: \_\_\_\_\_