



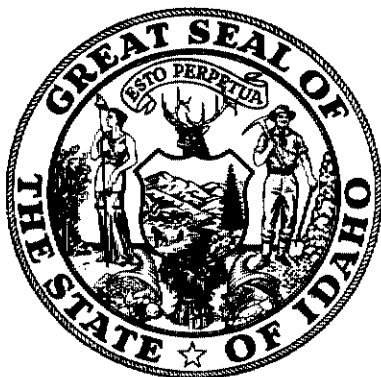
**CERTIFICATE OF INCORPORATION
OF**

RIVERSIDE NURSERY, 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: July 13, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

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SEC. OF STATE

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ARTICLES OF INCORPORATION

OF

RIVERSIDE NURSERY, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation is Riverside Nursery, Inc.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

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

ARTICLE IV.

The total amount of capital of this corporation is FIFTY THOUSAND DOLLARS (\$50,000.00), divided into shares, each of the par value of ONE DOLLAR (\$1.00) per share. All of said stock shall be common stock and non-assessable having equal voting rights, powers, preferences, and restrictions.

ARTICLE V.

The business of the Corporation shall be managed and conducted by a Board of Directors of not less than one (1) and not more than four (4) Directors. The Board of Directors shall be elected in the manner set forth in the By-Laws.

In addition to the powers and authority granted to the Directors in these Articles of Incorporation, and in addition to the powers and authority expressly conferred on them by statute, the Board of Directors of the Corporation shall have such additional powers and authority, not inconsistent with law, as may be set forth in the By-Laws.

ARTICLE VI.

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth by the By-Laws.

ARTICLE VII.

In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to frame and adopt any such By-Laws for the corporation as are not inconsistent with the laws of the State of Idaho and these Articles of Incorporation. Any By-Laws so adopted by the Board of Directors may be amended or repealed by vote of holders of record of a majority of the corporation's capital stock at any regular stockholder's meeting or at any special

stockholder's meeting called for that purpose.

ARTICLE VIII.

The address of the initial registered office of the Corporation is Rt. 1 Box 516, Bonners Ferry, Idaho 83805, and the name of its initial registered agent at such address is WILLIAM SHROPE.

ARTICLE IX.

The number of directors constituting the initial Board of Directors of the Corporation is four, and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify:

NAME	ADDRESS
Roy Myers	HCR 60, Box 116, Bonners Ferry, ID.
Myrna Myers	HCR 60, Box 116, Bonners Ferry, ID.
William Shrope	Rt. 1 Box 516, Bonners Ferry, ID.
Larrilee Shrope	Rt. 1, Box 516, Bonners Ferry, ID.

ARTICLE X.

The name and address of each incorporator is:

Roy Myers	HCR 60, Box 116, Bonners Ferry, ID.
Myrna Myers	HCR 60, Box 116, Bonners Ferry, ID.
William Shrope	Rt. 1 Box 516, Bonners Ferry, ID.
Larrilee Shrope	Rt. 1, Box 516, Bonners Ferry, ID.

Executed in duplicate this 6th day of July, 1989.

Roy C Myers
ROY MYERS

William Shrope
WILLIAM SHROPE

Myrna Myers
MYRNA MYERS

Larrilee Shrope
LARRILEE SHROPE

STATE OF IDAHO)
 ss
County of Boundary)

6th The undersigned notary public does hereby certify that on this day of July, 1989, personally appeared before me, Roy Myers and Myrna Myers, husband and wife and Willaim Shrope and Larrilee Shrope, husband and wife, who being by me first duly sworn declare that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

N. Dee Deit
Notary Public for Idaho
Residing at Bonners Ferry
Comm. Exp.: 09/13/94