



**CERTIFICATE OF INCORPORATION
OF**

NANCY'S RUPERT FLORAL, 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: **December 12, 1988**



Pete T. Cenarrusa

SECRETARY OF STATE

by:

M. Kinoman

ARTICLES OF INCORPORATION
OF
NANCY'S RUPERT FLORAL, INC.

Dec 12 10 46 AM '99
SECRETARY OF STATE
STATE OF IDAHO

WE, THE UNDERSIGNED, acting as incorporators of a corporation hereinafter referred to as the "Corporation" under the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation.

FIRST

The name of the corporation is and shall be NANCY'S RUPERT FLORAL, INC.

SECOND

The purposes of the corporation are as follows:

To buy and sell, export, import, lease, exchange and generally deal in real and personal property of every class and description.

To engage in the business of a retail florist and gift shop.

To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and with goods, wares and merchandise.

To act as agents for the purchase, sale, and handling of goods, wares and merchandise.

To act as agents for the purchase, sale and handling of goods, wares and merchandise of any and all types and

descriptions for the account of the corporation or as factor, agent, procurer, or otherwise for or on behalf of another.

To manufacture, repair, replace, produce or otherwise acquire, alter or repair merchandise of every class, nature and description, whether as principal or agent, whether now known or hereafter to be discovered or invented.

To deal in stocks, bonds, or other securities, investments, including the purchase and sale of the same, and in particular to purchase and sell, deal in or trade stocks issued by this corporation, and to acquire its own stock in such manner and upon such terms and conditions as the Board of Directors may determine to be in the best interests of the corporation.

To purchase, lease, mortgage, deal in or with all and every class and kind of real estate.

The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

To likewise do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the

attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either along or in association with other corporations, firms or individuals, and to enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm association, corporation, municipality, state or government, or any subdivision or district thereof, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

THIRD

The duration of this corporation shall be perpetual.

FOURTH

The location and Post Office address of the registered office of the corporation in the State of Idaho is Rt. # 5, Box 96, (1025 North 300 East) Rupert, Idaho 83350 The name of the Registered Agent is Nancy K. Fowers whose address is Rt. # 5, Box 96, (1025 North 300 East) Rupert, Idaho 83350.

FIFTH

The total authorized number of shares is 500 shares of no par value. That all shares of stock of the corporation are without par value. The stock of the corporation is of but one class: Common. Shares are non-assessable by or on behalf of the corporation.

SIXTH

The names and Post Office addresses of the incorporators and initial directors of the corporation, and the number of shares of stock subscribed by each are as follows:


<u>NAMES</u>	<u>ADDRESSES</u>	<u>SHARES</u>
Nancy K. Fowers	Rt. # 5, Box 96 Rupert, Idaho 83350	1
Michael K. Fowers	Rt. # 5, Box 96 Rupert, Idaho 83350	1
Leslie Dale Fowers	Rt. # 3, Box <u>169</u> Rupert, Idaho 83350	1


The initial Board of Directors of the Corporation shall consist of three (3) Directors.


SEVENTH

The power to repeal and amend By-Laws and adopt new By-Laws shall rest with the Board of Directors by a majority vote of the directors.

IN WITNESS WHEREOF, the incorporators above named have signed their names this 9th day of December, 1988.


Nancy K. Fowers


Michael K. Fowers


Leslie Dale Fowers