

State of Idaho



CERTIFICATE OF INCORPORATION OF

ROSE SHOP 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 _____

ROSE SHOP INC.

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 15, 1982

A handwritten signature of Pete T. Cenarrusa in cursive script.

SECRETARY OF STATE

by: _____



CONSENT TO INCORPORATE

We the Seller, under the "Agreement for Purchase of Assets of Business with Deferred Payment" entered into the 15th day of May 1980 between Seller (Byron Baldwin and Arlene Baldwin) and Buyer (David M. Higham and Jacque Higham) hereby give, Pursuant to Paragraph 12.4, our consent to the Buyer under said agreement to transfer and assign those assets being purchased under said agreement to a newly formed, or to be formed corporation, which is or shall be named Rose Shop Incorporation.

As an express condition of this consent the Buyer shall remain personally liable to the Seller for those amounts which are or will become due and owing under the above entitled agreement.

Dated: 1-7-1982

Seller:

Byron Baldwin
Byron Baldwin

Arlene Baldwin
Arlene Baldwin

ARTICLES OF INCORPORATION

OF

ROSE SHOP INC.

We, the undersigned, natural persons over the age of twenty-one (21) years, acting as incorporators of a Corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

CORPORATE NAME

The name of the Corporation is ROSE SHOP INC.

ARTICLE II

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III

PURPOSES

(a) This Corporation is organized for the basic purpose of selling flowers, plants, and services connected therewith and all necessary and convenient business incident thereto.

(b) This Corporation shall have all rights and powers normally ascribed to and incidental to said basic purpose and to business operations in general including, but not limited to; raising capital and operating monies; entering into, performing and carrying out contracts; entering into joint ventures or limited or general partnership, and to act as a general partner in one or more limited partnerships; acquiring, by purchase or otherwise, maintaining, developing, improving, financing, mortgaging, selling, renting, or exchanging such real property, equipment and other facilities as are needed by the Corporation; and to undertake all business transactions, functions and service ordinary and necessary to the business, as set forth above, or

any other lawful business authorized under the laws of this State.

(c) This Corporation shall also have as its purpose the pursuit and development of any other business opportunities that relate to its basic purpose, as set forth above.

(d) The Corporation may engage in other lawful activities providing that its bylaws and/or records reflect proper action permitting such activity.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares of common voting stock which the Corporation shall have authority to issue is Ten Thousand (10,000) having a par value of One Dollar (\$1.00) per share. Each share shall participate equally in the earned surplus and dividends of the Corporation as well as share equally in the distribution of the assets of the Corporation upon dissolution and termination. There shall be only one (1) class of common stock.

ARTICLE V

REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registration office is 625 First Street, Idaho Falls, Idaho 83401 and the name of its initial registered agent at such address is David Mason Higham.

ARTICLE VI

PRE-EMPTIVE RIGHTS

Each shareholder of this Corporation is entitled to full preemptive rights, as such rights have been or may be defined under the laws of the State of Idaho, to purchase and/or subscribe for his or her proportionate part of any shares which may be issued at any time by this Corporation, including but, not by way of limitation any treasury shares which the Corporation may acquire.

ARTICLE VII

RESTRICTIONS ON TRANSFER OF STOCK

If (a) any two or more shareholders or subscribers to stock of the Corporation shall enter into any agreement abridging, limiting or restricting the rights of any one or more of them to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any or all of the stock of the Corporation held by them, and if a copy of said agreement shall be filed with the Corporation, or if (b) the incorporators or the shareholders entitled to vote shall adopt any bylaw provision abridging, limiting or restricting the aforesaid rights of any stockholders, then and in either of such events, all certificates of shares of stock subject to such abridgments, limitations or restrictions shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of such agreement or bylaw, as the case may be.

ARTICLE VIII

INCORPORATORS

The incorporators of the Corporation all reside in the State of Idaho and their names and addresses are as follows:

NAME

ADDRESS

David Mason Higham

135 Ronglyn
Idaho Falls, Idaho 83401

U. Leo Higham

370 N. Freeman
Idaho Falls, Idaho 83401

ARTICLE IX

DIRECTORS AND CUMULATIVE VOTING

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

<u>NAME</u>	<u>CAPACITY</u>	<u>ADDRESS</u>
David Mason Higham	Chairman	135 Ronglyn Idaho Falls, Idaho 83401
U. Leo Higham	Vice-Chairman	370 N. Freeman Idaho Falls, Idaho 83401

Such directors are to be elected by cumulative voting, in that each shareholder shall be entitled to vote all of his whole or fractional shares cumulatively.

ARTICLE X

NON-ASSESSIBILITY

Shares of the Corporation shall both be subject to assessment for payment of the debts of the Corporation.

ARTICLE XT

These Articles may be amended by a vote of more than three-fourths of the shares authorized to vote. The Corporation reserves the right to amend, alter, change or repeal any provision of these Articles, in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders and directors are subject to this reserved power. ✓

David Mason Higham

U. Leo Higham

STATE OF IDAHO)
COUNTY OF BONNEVILLE) ss.

COUNTY OF BONNEVILLE)

I, N. D. Benson, a Notary Public, hereby
certify that on the 4 day of ~~January 1982~~ ~~October~~ 1981, personally
appeared before me DAVID MASON HIGHAM, and U. LEO HIGHAM, who
being by me first duly sworn severally declared that they are
the persons who signed the foregoing document as incorporators and
that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
4 day of ~~January 1982~~
~~October, 1981.~~

P. D. Person
NOTARY PUBLIC

Residing at: Idaho Falls, ID

My Commission Expires:

5-18-82