



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

REXBURG FLORAL, INC.

was filed in the office of the Secretary of State on the **second** day of **January** **A.D., One Thousand Nine Hundred seventy-four** and will be duly recorded on ~~film~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence**, from the date hereof, with its registered office in this State located at **Rexburg, Idaho** in the County of **Madison**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **2nd** day of **January**, **A.D., 19 74**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

of

REXBURG FLORAL, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of legal age and citizens of the United States, do hereby associate together for the purpose of forming a corporation under the provisions of the laws of the State of Idaho, and do hereby adopt the following Articles of Incorporation, to-wit:

ARTICLE I.

The name of said corporation shall be REXBURG FLORAL, INC.

ARTICLE II.

The term of existence of said corporation shall be perpetual.

ARTICLE III.

The location and post office address of its registered office in this state shall be Rexburg, Madison County, Idaho.

ARTICLE IV.

The objects and purposes for which this corporation is formed are to do any or all of the things hereinafter set forth to the same extent as natural persons might or could do, to-wit:

1. To own, lease, and operate a general mercantile business, both wholesale and retail, without restriction as to location, of buying and selling all kinds of flowers, floral bouquets, floral properties, ornamental shrubs and plants, baskets, and other containers, and such kindred lines as may appertain to the same.

2. To buy, sell, trade, manufacture, deal in, and deal with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business; to hold, acquire, mortgage, lease, and convey real and personal property in any part of the world, so far as necessary or expedient in conducting the business of the corporation; and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

3. To purchase or otherwise acquire, own and hold unlimitedly such real and personal property of every kind and nature within or without of the State of Idaho, and in any part of the world, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise dispose of any of such property.

4. To purchase or otherwise acquire and to hold and own, or to sell, assign, transfer, mortgage, pledge or otherwise dispose of stocks, bonds or other obligations of any corporation formed for, or thereafter engaged in, or purchasing any one or more of the businesses above mentioned, or owning or holding any property which the company might lawfully own or hold.

5. To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation.

6. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants and other negotiable or transferrable instruments.

7. 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 otherwise.

8. To borrow money from time to time and secure the payments thereof, together with interest thereon by mortgage, deed of trust, or other lien upon or by any conveyance or transfer any or all of its real and personal property, assets and estate, and upon its revenues, incomes and profits, or any of them.

9. To conduct and operate related and other businesses, exercising all or any of its powers as above specified or otherwise, in the State of Idaho, and/or any other state, territory, and/or colony of the United States, the District of Columbia, any foreign country and/or any other part of the world as fully and to the same extent as natural persons might or could do, either alone, or in company with others, and at its option to have one or more offices and/or places of business as it desires within or without said state, in addition to its registered and principal place of business.

10. All the foregoing provisions of these Articles are to be considered and construed both as objects and powers, and it is hereby expressly provided that the enumeration hereof of specific powers and objects shall not be held to limit or restrict in any manner the general purposes and powers of the corporation, provided, however, that nothing herein mentioned shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the laws of Idaho, now or hereafter existing, may not, at the time lawfully carry on or

do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of these Articles shall, except as otherwise provided, in no wise be limited or restricted by reference to or inference from the terms of any other clause or paragraph in this Article contained or of any other provision of these Articles of Incorporation.

ARTICLE V.

The authorized capital stock of this corporation shall be \$50,000.00, divided into 500 shares of the par value of \$100.00 each, all of said stock shall be non-assessable common stock. All of said shares of stock of this corporation are of the same class with equal rights and voting power and without preference and/or priority of any share over any other.

ARTICLE VI.

At the annual meeting of shareholders there shall be elected from the shareholders of this corporation, a Board of Directors consisting of such number of members, not less than four as shall be provided by the By-Laws. The Directors shall hold office for the term of one year or until their successors are elected and qualified. That four of the incorporators named in these Articles shall constitute the Board of Directors, as follows: Brent Sutherland, Mike Sutherland, BruceL. Sutherland, and Wayne Leatham.

ARTICLE VII.

The following are the names and post office addresses of the incorporators, together with the number of shares which are subscribed by each set opposite their names respectively:

NAME	ADDRESS	NO. OF SHARES
Brent Sutherland	165 North Center Rexburg, Idaho	1
Pearl Sutherland	165 North Center Rexburg, Idaho	1

Mike Sutherland	164 Elm Avenue Rexburg, Idaho	1
Bruce L. Sutherland	Rexburg, Idaho	1
Wayne Leatham	Route (Hibbard) Rexburg, Idaho	1

ARTICLE VIII.

Subject always to by-laws made by the shareholders, the Board of Directors may make by-laws, and from time to time, may alter, amend or repeal any by-laws; but any by-laws made by the Board of Directors may be altered or repealed by the shareholders at any annual meeting or any special meeting, provided notice of such proposed alteration or repeal by the shareholders be included in the notice of such special meeting of shareholders.

IN WITNESS WHEREOF, we, the undersigned, being each
of the original incorporators of REXBURG FLORAL, INC.,
have hereunto set our hands and caused these Articles to be
executed in triplicate this day of December, 1973.

Beverly Sutherland
Dee Sutherland
Wayne Leatham
Bruce Sutherland
Mika Sutherland

STATE OF IDAHO,)
 (ss
County of Madison.)

On this 24 day of December, 1973, before me,
the undersigned, a Notary Public in and for said County and
State, personally appeared BRENT SUTHERLAND, PEARL SUTHERLAND,
MIKE SUTHERLAND, BRUCE L. SUTHERLAND, and WAYNE LEATHAM, known
to me to be the persons whose names are subscribed to the foregoing
Articles of Incorporation and acknowledged to me they executed
the same.

Mary Smith
Notary Public, residing at
Rexburg, Idaho. My commission
expires June 25, 1973

(Seal)