



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

HILLCREST NURSERIES, INC.

was filed in the office of the Secretary of State on the 23rd day
of May A.D. One Thousand Nine Hundred Fifty-eight and
duly recorded on Film No. 102 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

Boise in the County of **Ada**

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 23rd day of May,
A.D., 1958.

Secretary of State.

ARTICLES OF INCORPORATION

OF

HILLCREST NURSERIES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, V. A. ROBERTS, J. F. CROMWELL and R. B. MORRIS, all of whom are natural persons, and citizens of the United States of America, over the age of twenty-one years, have this day voluntarily associated ourselves together for the purpose of forming a private corporation under the laws of the State of Idaho, and we hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME. The name of this corporation is and shall be, HILLCREST NURSERIES, INC.

ARTICLE II. TERM. The term of this corporation shall be perpetual.

ARTICLE III. REGISTERED OFFICE. The location and post office address of the registered office of this corporation in this state is Boise, Ada County, State of Idaho.

ARTICLE IV. PURPOSES. The purposes for which this corporation is formed are: To conduct and carry on the nursery, green house and landscaping business; to plant, grow, buy, sell at wholesale or retail, and otherwise acquire and dispose of, any and all types of flowers, shrubs, trees and nursery stock; to carry on said business alone, or with others as co-partners or joint adventurers, or otherwise; to perform labor and to furnish materials to be used in connection with said business; to alter, or repair, any structure, or work or works, to repair personal property of every kind and nature, used or to be used in connection with said business.

To acquire, hold, use, sell, assign, lease, grant license in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To acquire and pay for in cash, stock or bonds of this corporation, or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association, or corporation.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities, or evidence of indebtedness created by any other corporation or corporations organized under the laws of this state, or any other state, country, nation, or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership.

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.

To purchase, hold, sell, and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that the shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase, or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the Business Corporation Act of the State of Idaho, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers; and

it is hereby expressly provided that the foregoing enumeration of the specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE V. AUTHORIZED SHARES. The total authorized number of shares of this corporation shall be One Hundred (100) shares of non-assessable common stock of a par value of One Hundred Dollars (\$100.00) per share, and with an aggregate par value of Ten Thousand Dollars (\$10,000.00).


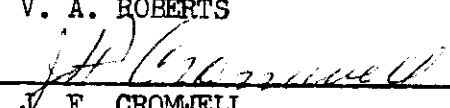

ARTICLE VI. DIRECTORS. The number of directors shall be three, until otherwise prescribed by the By-Laws of this corporation. Said directors may, but need not be, stockholders of this corporation.

ARTICLE VII. INCORPORATORS. The name and post office address of each of the incorporators, and the number of shares subscribed by each, is as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
V. A. Roberts	4912 Roberts Road, Boise, Idaho	1
J. F. Cromwell	418 Idaho Building, Boise, Idaho	1
R. B. Morris	2016 Columbus, Boise, Idaho	1

ARTICLE VIII. BY-LAWS. The power to repeal and amend, and to adopt new By-Laws, hereby is conferred upon the directors of this corporation.

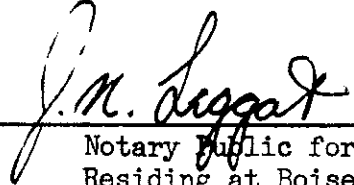
IN WITNESS WHEREOF, We have hereunto set our hands and seals this 23rd day of May, 1958.


V. A. ROBERTS

J. F. CROMWELL

R. B. MORRIS

STATE OF IDAHO)
 : ss.
County of Ada)

On this 23rd day of May, 1958, before me, the undersigned, a Notary Public in and for said State, personally appeared V. A. ROBERTS, J. F. CROMWELL and R. B. MORRIS, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public for Idaho
Residing at Boise, Idaho

(SEAL)