

CERTIFICATE OF INCORPORATION  
OF

KING BROWN GARDENS, 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 \_\_\_\_\_

KING BROWN GARDENS, 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: December 2, 1982.



SECRETARY OF STATE

by: \_\_\_\_\_

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SECRETARY OF  
STATE

ARTICLES OF INCORPORATION  
OF  
KING BROWN GARDENS, INC.

ARTICLE I.

The name of this corporation is KING BROWN GARDENS, INC.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The objects and purposes for which this corporation is formed shall be and are:

(1) To engage in the business of propagating, growing, harvesting, buying, selling, and dealing in, at wholesale and retail, flowers, ferns, palms, shrubs, plants and vegetable growths of all kinds. To make and perform contracts for designing, arranging, and furnishing floral pieces and floral decorations of all kinds. To acquire, by purchase, lease or otherwise, hold, improve, develop, let, sell and generally deal in real properties of all kinds and rights and interests therein. To build, maintain and operate greenhouses, hot beds, cold frames, cellars, storage plants, equipment for transporting its products and supplies, stores, stands, and other places for the marketing of its goods, wares, and products.

(2) To purchase, lease or otherwise acquire real and personal property of all kinds in the United States or elsewhere and to sell, exchange, lease, mortgage or otherwise deal with the whole or any part of such property or rights, and generally to do anything or perform any act which, in the judgment of the directors of the company or the stockholders of the company, shall be necessary or proper and conducive to the best interests of said company in accomplishing any of the objects or purposes herein set out.

(3) To purchase or otherwise acquire, lease, assign, mortgage, pledge, sell or otherwise dispose of any trade names, trademarks, processes, inventions, formulas, patents, patent rights or letters patent, processes of any nature whatsoever, either of the United States or of any foreign countries, and to accept and grant licenses thereunder.

(4) To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes and other evidences of indebtedness of any corporation, stock company or association, now or hereafter existing, and whether created by or under the laws of the State of Idaho, or otherwise, and while owners of any such shares of the capital stock or bonds or other property, to exercise all the rights, powers and privileges of ownership of any kind and description, including the right to vote thereon, with power to designate some person for that purpose from time to time, to the same extent as natural persons might or could do.

(5) To purchase, hold, sell and reissue the shares of the stock of this corporation.

(6) To buy, lease or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will and assets of any person, firm, association or corporation, either foreign or domestic, engaged in any business in which this corporation would have the right to engage under these Articles of Incorporation.

(7) To carry on any business whatsoever which the corporation may deem proper or convenient in connection with the purposes herein expressed, or otherwise, or which may be

calculated directly or indirectly to promote the interests of this corporation, or to enhance the value of its property.

(8) To deal in and with goods, wares, merchandise and all other forms of personal property, without limitation, or any interest therein, whether with the State of Idaho or elsewhere, to the same extent that a natural person might so do.

(9) To borrow money and otherwise incur indebtedness, without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, drafts, bills of exchange, negotiable instruments and all other evidence of indebtedness, negotiable or non-negotiable, whether secured or unsecured.

(10) For the purpose of securing all or any part of its contracts, obligations, or liabilities to convey, transfer, assign, deliver, mortgage, pledge or otherwise hypothecate all or any part of the property or assets at any time held or owned by this corporation.

(11) To conduct its business and exercise all or any powers as above specified, or otherwise, in the State of Idaho, or in any other state, territory or colony of the United States, the District of Columbia, 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 association with others, and at its option to have one or more offices or places of business as shall be determined by its Board of Directors within the State of Idaho, in addition to its registered and principal place of business as set out in these Articles.

(12) It is the intention of the incorporators of this company that the foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the power of the corporation, but said corpora-

tion shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects hereinabove enumerated or incidental to the purposes and objects hereinabove named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which is permitted under the laws of the State of Idaho, under which this corporation is organized, to the same extent and as fully as a natural person might or could do.

#### ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue is 1,500 with a par value of \$100.00 per share. All stock shall be classified as common stock.

#### ARTICLE V.

The address of the initial registered office of the corporation is P. O. Box 968, Caldwell, Idaho 83605; and the name of its initial registered agent at such address is Robert C. Cunningham.

#### ARTICLE VI.

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 until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Robert C. Cunningham	915 S. 10th, Caldwell, ID 83605
Elaine I. Cunningham	915 S. 10th, Caldwell, ID 83605

#### ARTICLE VII

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Robert C. Cunningham	915 S. 10th, Caldwell, ID 83605
Elaine I. Cunningham	915 S. 10th, Caldwell, ID 83605


ARTICLE VIII.

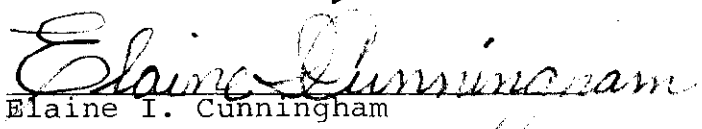
The Board of Directors of this corporation may meet and transact the business of this corporation either at the principal place of business herein designated, or at such other place within or without the State of Idaho as may be at any time, or from time to time, determined by the Board of Directors.

ARTICLE IX.

The bylaws of this corporation may be repealed, amended, altered, or new bylaws adopted by any annual meeting, or at any special meeting of the stockholders called for that purpose, by a vote representing not less than a majority of the stock subscribed for and issued, or by the written consent, duly acknowledged in the same manner as conveyances of real property are required to be acknowledged, of the holders of not less than a majority of the subscribed for and issued capital stock, which written consent may be more than one instrument. Furthermore, the Board of Directors of this corporation shall have the power to repeal, amend and alter the bylaws of the corporation, and to adopt new bylaws, by vote of not less than a majority of the members of said Board of Directors; provided, that the Board of Directors shall not make or alter any bylaws fixing the qualifications, classification, term of office or compensation of the members of such board.

DATED: December 1, 1982.

  
Robert C. Cunningham

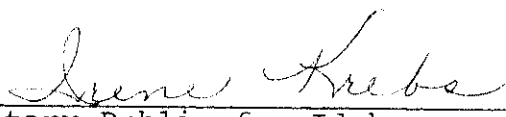
  
Elaine I. Cunningham

STATE OF IDAHO       )  
                              ) ss.  
County of Canyon     )

On this 1st day of December, 1982, before me,  
the undersigned, a Notary Public in and for said State,  
personally appeared ROBERT C. CUNNINGHAM and ELAINE I.  
CUNNINGHAM, known to me to be the persons whose names  
are subscribed to the within 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.

(SEAL)

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Caldwell, Idaho