

State of Idaho

Department of State

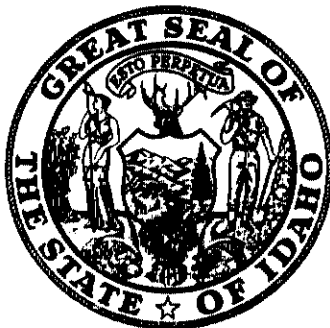
CERTIFICATE OF INCORPORATION OF

PARADISE NURSERY, 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 21, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

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ARTICLES OF INCORPORATION
OF
PARADISE NURSERY, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation is PARADISE NURSERY, INC.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV.

Total authorized capital of 100,000 shares at no par value. All of said stock shall be common stock and non-assessable having equal voting rights, powers, preferences, and restrictions.

ARTICLE V.

The business of the Corporation shall be managed and conducted by a Board of Directors of not less than two (2) and not more than five (5) Directors. The Board of Directors shall be elected in the manner set forth in the By-Laws.

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In addition to the powers and authority granted to the Directors in these Articles of Incorporation, and in addition to the powers and authority expressly conferred on them by statute, the Board of Directors of the Corporation shall have such additional powers and authority, not inconsistent with law, as may be set forth in the By-Laws.

ARTICLE VI.

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth by the By-Laws.

ARTICLE VII.

In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to frame and adopt any such By-Laws for the corporation as are not inconsistent with the laws of the State of Idaho and these Articles of Incorporation. Any By-Laws so adopted by the Board of Directors may be amended or repealed by vote of holders of record of a majority of the corporation's capital stock at any regular stockholder's meeting or at any special stockholder's meeting called for that purpose.

ARTICLE VIII.

The principal place of business for the corporation is located at Paradise Valley, Bonners Ferry, Idaho, and the name of its initial registered agent and address is Eric Madson, P.O. Box 252, Bonners Ferry, Idaho, 83805.

ARTICLE IX.

The number of directors constituting the initial Board of Directors of the Corporation is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their

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successors are elected and shall qualify are:

NAME	ADDRESS
Eric Madson, President	<u>P.O. Box 252, Bonners Ferry, ID 83805</u>
Ervin Madson, Vice President	<u>P.O. Box 719, Bonners Ferry, ID 83805</u>
Carolee Madson, Secretary Treasurer	<u>P.O. Box 719, Bonners Ferry, ID 83805</u>

ARTICLE X.

The name and address of each incorporator is:

Eric Madson

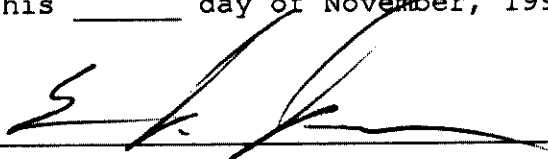
PO Box 252 Bonners Ferry ID

Ervin Madson

Carolee Madson

Box 719 Bonners Ferry Ida

EXECUTED IN DUPLICATE on this _____ day of November, 1992.




Carolee Madson

E. E. Madson

STATE OF IDAHO)
 : ss
County of Boundary)

On this 7th December day of ~~November~~, 1992, the undersigned Notary Public does hereby certify that, before me, personally appeared ERIC MADSON, a single man, ERVIN MADSON and CAROLEE MADSON, husband and wife, who being first duly sworn, declares that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.


Notary Public for Idaho
Residing at Bonners Ferry
Comm. Exp. 8-1-93