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DELAWARE COUNTY IOWA
FILED

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DEBORA L. PENTON
DELAWARE COUNTY RECORDS

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Prepared by: Attorney Tom Jenk, P.O. Box 304, Dyersville, Iowa (319) 875-7191

**ARTICLES OF INCORPORATION
OF
DEUTMEYER NURSERY, INC.**

WE, Thomas L. Deutmeyer and Barbara A. Deutmeyer, Incorporators of a Corporation under the Iowa Business Corporation Act, under Chapter 496A of the Iowa Code, adopt the following Articles of Incorporation for said Corporation:

ARTICLE I

The name of the Corporation shall be **DEUTMEYER NURSERY, INC.**

ARTICLE II

The Corporation shall have unlimited power to engage in and to do any lawful act concerning any and all lawful business for which corporations may be organized under this Act.

ARTICLE III

The address of the initial registered office of the Corporation is 1020 - 1st Avenue West, Dyersville, Delaware County, Iowa, 52040, and the name of the initial Registered Agent is Thomas L. Deutmeyer.

ARTICLE IV

The Corporation shall have perpetual duration and shall begin and commence corporation existence on July 1, 1998, subject to the approval of the Secretary of State, State House, Des Moines, Iowa, and the issuance of a certificate of incorporation by them.

ARTICLE V

The shares of stock which the Corporation is authorized to issue are:

COMMON STOCK - Ten Thousand (10,000) shares having a par value of \$100.00 per share or a total of \$1,000,000.00. Each shareholder shall be entitled to one vote for each share of said common stock herein.

ARTICLE VI

The private property of the shareholders of this Corporation shall not be liable for the corporate debts or liabilities, but shall be wholly exempt therefrom.

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ARTICLE VII

The number of directors constituting the initial Board of Directors of the Corporation is two (2), and the names and addresses of the people to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and shall qualify are:

Thomas L. Deutmeyer
1302 - 8th Avenue S.E.
Dyersville, Iowa 52040

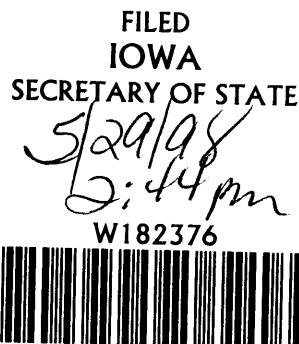
Barbara A. Deutmeyer
1302 - 8th Avenue S.E.
Dyersville, Iowa 52040

ARTICLE VIII

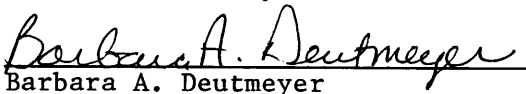
The names and addresses of the Incorporators are:

Thomas L. Deutmeyer
1302 - 8th Avenue S.E.
Dyersville, Iowa 52040

Barbara A. Deutmeyer
1302 - 8th Avenue S.E.
Dyersville, Iowa 52040

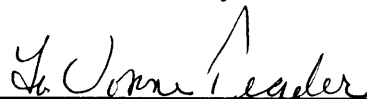


Dated this 28th day of May, 1998.


Thomas L. Deutmeyer

Barbara A. Deutmeyer

STATE OF IOWA)
) ss:
COUNTY OF DUBUQUE)

On this 28th day of May, 1998, before the undersigned, a Notary Public in and for the State of Iowa, personally appeared Thomas L. Deutmeyer and Barbara A. Deutmeyer, to me known to be the persons named in and who executed the foregoing instrument as their voluntary act and deed.


Notary Public in and for the State of Iowa



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