

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

_____ *VALLEY SWEEPING SERVICES, INC.* _____

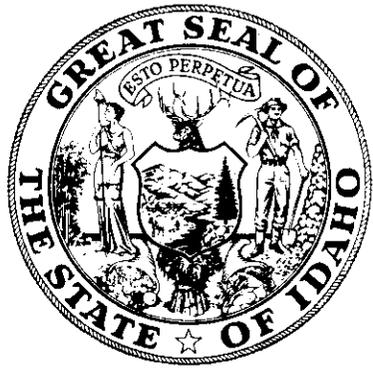
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

_____ *VALLEY SWEEPING SERVICES, 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: *March 2, 1981*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

MAR 2 8 50 AM '81

SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

VALLEY SWEEPING SERVICES, INC.

We, the undersigned, being natural persons of full age, and citizens of the United States, have this day voluntarily associated ourselves for the purpose of forming a private corporation under the Laws of the State of Idaho, and to that end, hereby adopt Articles of Incorporation as follows:

ARTICLE I

The name of the corporation is VALLEY SWEEPING SERVICES, INC.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The purposes and objects for which this corporation is formed are as follows:

- a. This corporation shall have perpetual succession by its corporate name.
- b. To sue and to be sued, appear, complain and defend in any court of law or equity, or before any board, commission, or tribunal, in its corporate name.

c. To have a corporate seal which may be altered at pleasure, and to use the said seal by causing it, or its facsimile, to be impressed or affixed or in any other manner reproduced.

d. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and other deal in and with, real or personal property, or any interest therein, wherever situated.

e. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of this corporation's property and assets.

f. To lend money and use its credit to assist its employees.

g. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals or direct or indirect obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other

government, state, territory, governmental district or municipality or of any instrumentality thereof.

h. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

i. To lend money for its corporate purposes, invest and reinvest its funds, and take hold real and personal property as security for the payment of funds so loaned or invested.

j. To conduct its business, carry on its operations and have offices and exercise the powers granted by this act, within or without this state.

k. To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

l. To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

m. To make donations for the public welfare or for charitable, scientific or educational purposes.

n. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

o. To pay pensions and establish pension plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

p. To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise.

q. To have and exercise all powers necessary or convenient to effect its purpose.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

ARTICLE IV

The address of the initial registered office of the corporation is 3717 13th Street, Lewiston, Idaho, and the

name of its initial registered agent at such address is GARY FLORENCE.

ARTICLE V

The total authorized number of par value shares shall be 1000, and their par value per share shall be \$100.00.

Such stock may be issued from time to time without action by the stockholders for such consideration as may be fixed from time to time by the board of directors.

ARTICLE VI

All classes of shares shall be of the same class, unless otherwise determined by the board of directors. All shares of stock shall have the same relative rights, and voting power, unless otherwise determined by the board of directors.

ARTICLE VII

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE VIII

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
GARY FLORENCE	3717 13th Street Lewiston, Idaho 83501
DONNA M. FLORENCE	3717 13th Street Lewiston, Idaho 83501

ARTICLE IX

The number of directors constituting the initial board of directors of the corporation is one, or such other number as shall be established by the by-laws of this corporation, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and shall qualify is: GARY FLORENCE, 3717 13th Street, Lewiston, Idaho 83501.

Any vacancies occurring in the office of any director, however occasioned, may be filled by the remaining members of said board, and if there are no remaining members, such vacancies shall be filled by vote of the shareholders of the corporation or their successors, assigns, executors, or personal representatives.

ARTICLE X

No common stock of this corporation shall be transferred on the books of the corporation to anyone not a stockholder or an heir of a stockholder, without the written consent of all common stockholders, unless the common stock shall first be offered for sale to the corporation and secondly to each of the other common stockholders of this corporation at a price and by a method to be determined by the rules and procedures outlined in the By-laws of this

corporation. The By-laws of this corporation shall further prescribe the rules and regulations as to the formalities and procedures to be followed in effecting the transfer of common stock to anyone other than a common stockholder. On the face of each and every certificate of stock issued by this corporation shall be printed a notice as follows: "The transferability of this stock is limited and subject to specific provisions in the Articles of Incorporation of this corporation."

ARTICLE XI

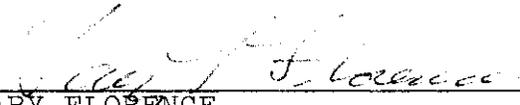
The directors shall have the power to make and to alter or amend the By-Laws, to fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens without limit as to the amount upon the property and franchise of this corporation.

ARTICLE XII

The method and manner of holding directors' meetings and stockholders' meetings, and the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation shall be determined by the By-Laws of this corporation and by the Laws of the State of Idaho.

We, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record this certificate and do hereby certify that the facts herein stated are true; and we have accordingly hereunto set our respective hands and seals.

DATED at Lewiston, Idaho this 25th day of February, 1981.



GARY FLORENCE


DONNA M. FLORENCE

STATE OF I D A H O)
 : ss:
County of Nez Perce)

BE IT REMEMBERED that on this 25th day of February, 1981, personally appeared before me GARY FLORENCE and DONNA M. FLORENCE, parties to the foregoing certificate of incorporation, known to me personally to be such, and I have first made known to them, and each of them, the contents of said certificate, and they did each severally acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, and each deposes that the facts therein stated were truly set forth.

Given under my hand and seal of office the day and year hereinabove first written.



NOTARY PUBLIC in and for the State of
IDAHO, Residing at Lewiston, therein.