

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CLEARWATER LANDSCAPES, 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 8, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]* *[Signature]*

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**ARTICLES OF INCORPORATION
OF
CLEARWATER LANDSCAPES, INC.**

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

FIRST: The name of the corporation is "CLEARWATER LANDSCAPES, INC.".

SECOND: The period of its duration is perpetual.

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

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 5,000 shares, with a par value of \$1.00 per share.

FIFTH: There are no provisions denying preemptive rights.

SIXTH: The internal affairs of the corporation shall be governed by a duly adopted Code of Bylaws which shall be consistent with these Articles of Incorporation, and the laws of the State of Idaho.

SEVENTH: The address of the initial registered office of the corporation is Route 1, Box 148A, Priest River, Idaho 83856 (with a physical location of five miles South of the Dufort Road on the Vay-Edgemere Road, Priest River, Idaho), and the name of the registered agent at such address is DANIEL ESKELSON.

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ARTICLES OF INCORPORATION -1-

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

<u>Name:</u>	<u>Address:</u>
Daniel Eskelson	Route 1, Box 148A Priest River, Idaho 83856
Barbara Coleman	Route 1, Box 148A Priest River, Idaho 83856

NINTH: The names and addresses of the incorporators of this corporation are:

<u>Name:</u>	<u>Address:</u>
Daniel Eskelson	Route 1, Box 148A Priest River, Idaho 83856
Barbara Coleman	Route 1, Box 148A Priest River, Idaho 83856

DATED this 30th day of November, 1992.

Daniel Eskelson
Daniel Eskelson

Barbara Coleman
Barbara Coleman