

ARTICLES OF INCORPORATION  
(General Business)

## MOUNTAIN WEST HYDROSEEDING, INC.

THE UNDERSIGNED, in order to form a Corporation under the provisions of Chapter 1, *Idaho Code*, submits the following Articles of Incorporation to the Secretary of State.

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IDAHO SECRETARY OF STATE  
19/2005 05:05 AM  
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## ARTICLE 1 – NAME

The name of the corporation shall be:

**MOUNTAIN WEST HYDROSEEDING, INC.**

## ARTICLE 2 – REGISTERED OFFICE AND AGENT

2.1 The location and post office address of the initial registered office of this corporation within the State of Idaho are:

Physical Location: 88 S. Highway 31  
Swan Valley, Idaho 83449

Mailing Address: P. O. Box 134  
Swan Valley, Idaho 83449

2.2 The registered agent of this corporation at the registered office address is:

**FRANK McCLURE**

## ARTICLE 3 – CAPITAL STOCK

3.1 The number of shares the corporation is authorized to issue shall be ONE HUNDRED (100) shares, at NO PAR VALUE per share. There shall be only one class or series of stock, to be designated as Common Stock.

3.2 The Board of Directors shall have the power to determine the number of shares to be issued, and the consideration to be received for such shares; PROVIDED, the consideration for shares must be lawful under the provisions of the Idaho Business Corporations Act, as amended from time to time.

3.3 Shares of the corporation's stock may but need not be represented by certificates, as determined from time to time by the Board of Directors. The form and content of shares represented by certificates shall be as set forth in §30-1-625, *Idaho Code*, as amended from time to time, and if

shares are not represented by certificates the corporation shall send information to the shareholders as required by §30-1-626, *Idaho Code*, as amended from time to time.

3.4 All shares shall have full voting rights and shall be equal to one another in all respects.

3.5 Shares of this corporation shall be entitled to receive dividends out of funds legally available for payment thereof, payable at the discretion of the Board of Directors.

3.6 No shareholder shall have any pre-emptive or similar right to purchase or subscribe for any shares of stock or securities convertible into stock of the corporation.

3.7 Shares of the corporation's stock shall be non-assessable, and the private property of the shareholders of the corporation shall not be subject to payment of corporate debts or obligations.

#### **ARTICLE 4 – PURPOSE AND POWERS**

4.1 The purpose for which the corporation is organized is to conduct any business activity that is lawful for a corporation organized under the Idaho Business Corporation Act, including but not limited to the application of seeds through the procedure commonly known as "hydro-seeding".

4.2 The corporation shall have all of the powers authorized by §30-1-302, *Idaho Code*, as amended from time to time.

#### **ARTICLE 5 - DURATION**

The duration of this corporation is perpetual.

#### **ARTICLE 6 - BOARD OF DIRECTORS**

6.1 The number of directors to be elected at any meeting of the shareholders shall be not less than the number of shareholders of the corporation, unless there be more than three (3) shareholders. The maximum number of directors shall be seven (7). The number of directors to be elected for the ensuing year shall be determined at each annual meeting of shareholders, or any special meeting of shareholders called for that purpose, by resolution adopted by a simple majority of the shares represented at such meeting in person and by proxy.

6.2 A person who is not a shareholder may serve as a director if elected.

6.3 The Board of Directors of this corporation is empowered and authorized to adopt, alter, amend, and repeal the bylaws of this corporation; to elect officers of the corporation; to fix the compensation of its directors and officers; to allot the capital stock of the corporation to such persons and for such consideration as the Board of Directors may from time to time determine and as may be lawful; and to do all other such things and to exercise all other powers, consistent with law and these Articles of Incorporation, as may be necessary and expedient in the course of the management and operation of this corporation, without the necessity of meetings of stockholders to approve or

ratify the same, to the maximum extent permitted by the laws of the State of Idaho, as if each and every of such things and powers were expressly set forth herein.

6.4 No contract or other transaction between the corporation and any other firm or corporation, whether or not an affiliate, subsidiary or parent corporation, shall in any way be affected or invalidated by the fact that any of the directors or officers of this corporation are pecuniarily or otherwise interested in, or are directors or officers or owners of, such other firm or corporation. Any directors, individually, or any firm or corporation or other business entity of which any director or officer may be a shareholder, officer, director or member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that such person or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority of the members thereof; and any director of this corporation who is also a shareholder, owner, director, officer or member of such other firm, corporation, or entity, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, with like force and effect as if such person were not so connected with such other firm, corporation, or entity or were not so pecuniarily or otherwise interested. Nothing contained in this Section shall be construed to authorize any conduct or transaction that is prohibited by law.

## **ARTICLE 7 – INITIAL BOARD OF DIRECTORS**

The number of members of the initial Board of Directors shall be one. The name and post office address of the initial Director of this corporation, who shall serve until his successors are duly elected and qualified, are as follows:

FRANK McCLURE  
P. O. Box 134  
Swan Valley, Idaho 83449

After incorporation, the initial Director shall hold an organizational meeting to complete the organization of the corporation by appointing officers, adopting bylaws, and carrying on any other business brought before the meeting.

## **ARTICLE 8 – MEETINGS OF SHAREHOLDERS**

The annual meeting of the shareholders of the corporation shall be at such time and place, within or without the State of Idaho, as may be provided for in the bylaws of the corporation. Any special meeting of the shareholders may be held at such place and in such manner as provided for in the bylaws of the corporation, or may be held in the manner provided by the corporation laws of the State of Idaho.

## **ARTICLE 9 – AMENDMENT OF ARTICLES**

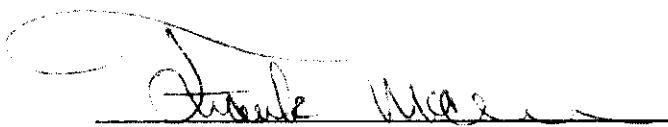
These Articles of Incorporation may be amended at any annual or special meeting of the stockholders in the manner provided by the corporation laws of the State of Idaho.

## ARTICLE 10 – SOLE INCORPORATOR

The name and post office address of the sole incorporator are as follows:

FRANK McCLURE  
P. O. Box 134  
Swan Valley, Idaho 83449

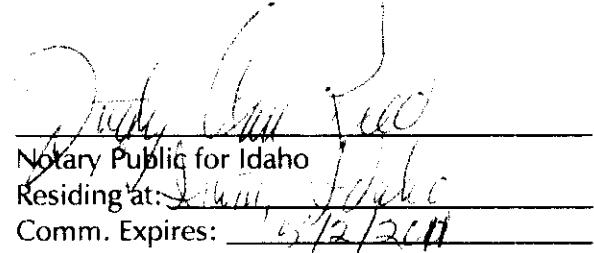
IN WITNESS WHEREOF, the undersigned incorporator has set his hand on  
July 3, 2005.



FRANK McCLURE

STATE OF IDAHO )  
 ) ss.  
COUNTY OF Minidoka)

On this 3rd day of July, 2005, before me, the undersigned, a Notary Public in  
and for said State, personally appeared Frank McClure, known or identified to me to be the person  
whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed  
the same.



Notary Public for Idaho

Residing at: Minidoka

Comm. Expires: 07/2/2011

**Notary Public  
State of Idaho  
Judy Ann Reed**