

Jan 25 2 11 PM '99

SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
FRANZ WITTE LANDSCAPE CONTRACTING, INC.**

FILED

JUN 25 2 11 PM '99

ARTICLES OF INCORPORATION

OF

**SECRETARY OF STATE
STATE OF IDAHO**

FRANZ WITTE LANDSCAPE CONTRACTING, INC.

1. **Name.** The name of the corporation is Franz Witte Landscape Contracting, Inc.
2. **Corporate purpose.** The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
3. **Authorized shares.** The aggregate number of shares the corporation is authorized to issue shall be One Thousand (1,000), all of which shall be common voting stock.
4. **Terms of Classes or Series of Shares Determined by Board.**
The board of directors may determine, in whole or in part, the preferences, limitations, and relative rights, within the limits of section 30-1-601, Idaho Code, of (a) any class of shares before the issuance of any shares of that class or (b) one (1) or more series within a class before the issuance of any shares of that series. Each series must have preferences, limitations, and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the description of the series, with those of other series of the same class. Before issuing any shares of a class or series created under this section, the corporation shall deliver to the secretary of state for filing articles of amendment, which are effective without shareholder action, that set forth the information required by section 30-1-602, Idaho Code.
5. **Board of Directors.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be two (2). The number of directors of the corporation shall be fixed from time to time by or in the manner provided in the bylaws, but the number thereof shall never be less than two (2).
6. **Indemnification.** The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

**06/25/1999 09:00
CK: 19721 CT: 15879 BH: 229070**

**1 @ 100.00 = 100.00 CORP # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3**

C129446

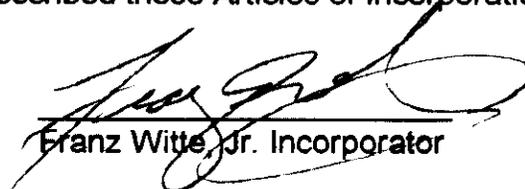
7. **Limitation of Liability.** No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

8. **Registered office and agent.** The registered office of the corporation is Suite 500, 1109 Main Street, Boise, Idaho 83702 and its registered agent at that address is Eric L. Haff.

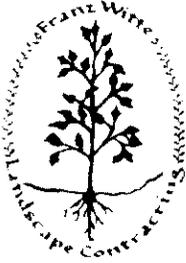
9. **Incorporator.** The name and address of the Incorporator is:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| Franz Witte, Jr. | 9775 West Mill Creek Lane, Star, ID 83669 |

In witness whereof, I have subscribed these Articles of Incorporation this 25th day of June, 1999.



Franz Witte, Jr. Incorporator



FRANZ WITTE LANDSCAPE CONTRACTING

670 W. State St. • Boise, Idaho 83703 • Phone (208) 853-0808 • FAX (208) 853-0803

JUN 25 2 12 PM '99

SECRETARY OF STATE
STATE OF IDAHO

June 25, 1999

Hand Delivered

Secretary of State – Corporation Division
700 West Jefferson
Boise, Idaho 83720

RE: Incorporation - Franz Witte Landscape Contracting, Inc.

Dear Clerk:

Filed concurrently herewith are proposed Articles of Incorporation for Franz Witte Landscape Contracting, Inc. which I have signed as the incorporator.

Heretofore I have transacted business under the trade name Franz Witte Landscape Contracting. On behalf of my existing business I consent to the filing of the referenced articles by Franz Witte Landscape Contracting, Inc.

Very truly yours,

Franz Witte, Jr. d/b/a/
Franz Witte Landscape Contracting

FW/eh