

State of Idaho

Department of State

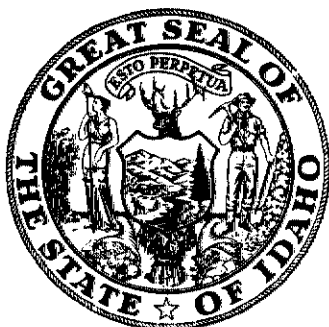
CERTIFICATE OF INCORPORATION OF

FLYING "R" IRRIGATION & LANDSCAPE MAINTENANCE, INC.
File number C 109833

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: March 16, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Deines*

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SEC. OF STATE

95 MAR 16 AM 8:42 ARTICLES OF INCORPORATION

OF

FLYING "R" IRRIGATION & LANDSCAPE MAINTENANCE, INC.

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CK #: 3945 CUST# 13610
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The undersigned, acting as the incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: That the name of the corporation is:

FLYING "R" IRRIGATION & LANDSCAPE MAINTENANCE, INC.

SECOND: That the period of its duration is perpetual.

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

FOURTH: That the aggregate number of shares which the corporation shall have authority to issue is fifty, all of one class, no par value.

FIFTH: That the mailing address of the corporation is HC 66, Box 225, Island Park, ID 83429; that the name of the corporation's initial registered agent is: M. B. Hiller, P. O. Box 52020, 525 Park Avenue, Suite 2A, Idaho Falls, ID 83405.

SIXTH: That the Shareholders of the corporation may, from time to time, distribute to themselves out of capital surplus of the corporation a portion of its assets, in cash or property, subject to the following provisions:

(a) No such distribution shall be made at a time when the corporation is insolvent or when such distribution would render the corporation insolvent.

(b) No such distribution shall be made unless it is authorized by the affirmative vote of the holders of a majority of the outstanding shares.

(c) Each such distribution, when made, shall be identified as a distribution from capital surplus and the amount per share disclosed to the Stockholders receiving the same concurrently with the distribution thereof.


SEVENTH: That 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 are to serve as Directors until the first annual meeting of the Stockholders or until their successor is elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Michael N. Williams	P. O. Box 4224 Ketchum, ID 83340
Lisa Hittson	P. O. Box 4224 Ketchum, ID 83340

EIGHTH: That the name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Lisa Hittson	P. O. Box 4224 Ketchum, ID 83340

DATED this 14 day of March, 1995.



Lisa Hittson

STATE OF IDAHO

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: ss.

County of Bonneville

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ON THIS 14 day of March, 1995, before me, Theo L Storer, a Notary Public in and for said State, personally appeared LISA HITTSON, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(Seal)

Theo L. Storer
Notary Public for Idaho
Residing at: Idaho Falls
My commission expires: 4-18-99