

## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

**MADL ENTERPRISES, INC.**

was filed in the office of the Secretary of State on the **Twenty-fourth** day of **May** A.D., One Thousand Nine Hundred **Seventy-three** and ~~/will be~~ duly recorded on ~~Film No. Film~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Orofino, Idaho** in the County of **Clearwater**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **24th** day of **May**, A.D., 1973 .

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

ARTICLES OF INCORPORATION

OF

NADL ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons of the age of twenty-one years or more, all being citizens of the United States of America, and residents thereof, and all being residents of the State of Idaho, do hereby voluntarily associate themselves for the purpose of forming a corporation, in conformity with the laws of the State of Idaho, for the purposes hereinafter set forth, and do hereby adopt Articles of Incorporation as follows:

ARTICLE I.

(NAME)

The name of this corporation shall be Nadl Enterprises, Inc.

ARTICLE II.

(LOCATION AND POST OFFICE ADDRESS)

The location and post office address of the registered office of the corporation in the State of Idaho is Post Office Box 1043, Orofino, Clearwater County, State of Idaho.

ARTICLE III.

(DURATION)

The term of this corporation shall be perpetual.

ARTICLE IV.

(PURPOSES)

1. To engage in the solid waste collection and disposal business in the State of Idaho and elsewhere.

2. To own, purchase, lease or otherwise acquire and maintain property of all kinds, real and personal, for the purposes of collecting, transporting and disposing of solid waste.

3. To own, purchase, lease or otherwise acquire property, real and personal, for the purpose of maintaining solid disposal sites for the purpose of receiving, storing, and disposing of solid waste.

4. To purchase or otherwise acquire, own, mortgage, pledge, sell, signad transfer or otherwise dispose of, to invest, trade, deal in and with goods, ware, merchandise, and real and personal property of every class and description.

5. To make, perform and carry out contracts of every kind and description pertaining to the purposes of this corporation and for any lawful purpose necessary and expedient thereto with any person, firm, association or corporation, including municipal corporations, to borrow or raise money without limit as to amounts by negotiable or transferrable instruments or otherwise, to make and perform contracts of every kind and description in the carrying on of its business and for the purposes of obtaining and furthering any of its objects.

## ARTICLE V.

### (AMOUNT OF CAPITAL STOCK)

The total authorized number of par value shares of stock is five hundred (500). The aggregate value of the total authorized number of par value shares of stock is Fifty Thousand Dollars (\$50,000.00), with each share having a par value of One Hundred Dollars (\$100.00). Each share shall have one vote. Each share shall be considered common stock and there shall be no preferred stock.

## ARTICLE VI.

### (NAMES AND ADDRESSES OF INCORPORATORS)

The name, post office address and number of stock shares subscribed by each of the incorporators is as follows:

NAME	ADDRESS	SHARES
Emil Nejd	P. O. Box 1043, Orofino, Idaho	1
Bonnie L. Nejd	P. O. Box 1043, Orofino, Idaho	1
Michael E. McNichols	P. O. Box 666, Orofino, Idaho	1

## ARTICLE VII.

### (DIRECTORS)

This corporation shall have three (3) directors except that in the event all of the shares of the corporation are owned beneficially and of record by either one (1) or two (2) stockholders, in which event the number of directors may be fewer than three (3), but not fewer than the number of stockholders. The names and addresses of the directors or persons who shall act as directors and manage the business of the corporation until the first meeting of shareholders are:

NAME	ADDRESS	SHARES
Emil Nejd	P. O. Box 1043, Orofino, Idaho	1
Bonnie L. Nejd	P. O. Box 1043, Orofino, Idaho	1
Michael E. McNichols	P. O. Box 666, Orofino, Idaho	1

## ARTICLE VIII.

### (BYLAWS)

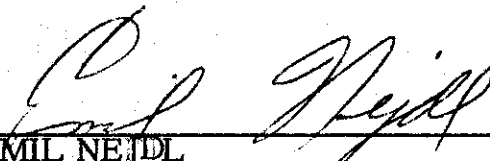
The corporation shall be governed by a duly adopted code of bylaws, which bylaws shall be not inconsistent with the provisions of these Articles of Incorporation nor inconsistent with the laws of the State of Idaho.

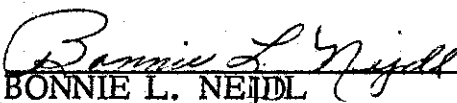
## ARTICLE IX.

(AMENDMENT OF ARTICLES OF INCORPORATION)

These Articles of Incorporation may be amended by a majority vote of the stock issued at any regular meeting of the special meeting called for that purpose by a majority of the Board of Directors after thirty (30) days written notice to all stockholders, which notice shall be in conformance with the laws of the State of Idaho.

IN WITNESS WHEREOF the parties hereto affix their hands and seals the year and day first above-mentioned.

  
EMIL NEJD


  
BONNIE L. NEJD

  
MICHAEL E. MCNICHOLS

STATE OF IDAHO       )  
                              (       ss.  
County of Clearwater   )

On this 16th day of May, 1973, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared EMIL NEJD and BONNIE L. NEJD, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they 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.

  
Notary Public in and for the State of  
Idaho, residing at Orofino, therein.

STATE OF IDAHO           )  
                                  (  
County of Clearwater    )       ss.

On this 18th day of May 1973, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared MICHAEL E. McNICHOLS, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he 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.

*Alba Laphier*  
Notary Public in and for the State of  
Idaho, residing at Orofino, therein.