

FILED EFFECTIVE

ARTICLES OF INCORPORATION

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Complete Lawn & Landscape, Inc.

**SECRETARY OF STATE
STATE OF IDAHO**

Article I. NAME: The name of the Corporation shall be:

Complete Lawn & Landscape, Inc.

Article II. REGISTERED OFFICE ADDRESS AND AGENT: The name and address in the State of Idaho of this Corporation's initial agent for service of process is:

Benjamin E. Barrus
9643 W. Antietam Ct.
Boise, ID 83709

Article III. PRINCIPAL PLACE OF BUSINESS: The principal place of business of B.C. Barrus & Company, Inc. shall be:

9643 W. Antietam Ct.
Boise, ID 83709

Article IV. ISSUANCE OF STOCK: The total number of shares of authorized capital stock of the Corporation shall be Ten Thousand (10,000) shares of common stock, paying a no par value.

The stock may be issued from time-to-time without action by the stockholders. The stock may be issued for such consideration as may be fixed from time-to-time by the board of directors.

No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the Corporation, whether now or hereafter, authorized, or any bonds, debentures or securities convertible into stock, but such additional share of stock or other securities convertible into stock may be issued or disposed of by the board of directors to such person and on such terms as in its discretion it shall deem advisable.

Article V. NAME AND ADDRESS OF INCORPORATOR: The name and post office address of the incorporator signing the articles of incorporation are as follows:

Benjamin E. Barrus
9643 W. Antietam Ct.
Boise, ID 83709

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Article VI. PURPOSE OF ORGANIZATION: The purpose of the Corporation is to engage in any lawful act or activity, within or without the State of Idaho.

Article VII. DIRECTORS: The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least eighteen (18) years of age. The number of directors of the Corporation shall be set forth in the by-laws and may be altered from time to time by amendment of the bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be two (3). Directors need not be shareholders of the Corporation.

The initial board of directors of the Corporation shall consist of two (3) directors. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Benjamin E. Barrus	9643 W. Antietam Ct. Boise, ID 83709
Bridget C. Barrus	9643 W. Antietam Ct. Boise, ID 83709
Kenneth J. Anderson	4085 Stratford Dr. Boise, ID 83704

Article VIII. LIMITED LIABILITY FOR DIRECTORS: No director or officer of the Corporation shall be personally liable to the Corporation or any of its stockholders for damages from breach of fiduciary duty as a director or officer involving any act or omission of any such director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the payment of dividends in violation of Idaho Law. Any repeal or modification of this article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

Article IX. HOLD HARMLESS PROVISION: Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she, or a person of whom he/she is the legal representative, is or was a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Idaho from time-to-time against all expenses, liability, and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him/her in connection therewith. Such right of indemnification shall be a contract right, which may be enforced in any manner desired by such person. The expenses of officers and directors incurred in defending a civil or criminal action, suit, or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is

ultimately determined by a court of competent jurisdiction that he/she is not entitled to be indemnified by the Corporation. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of stockholders, provision of law, or otherwise, as well as their rights under this article.

Without limiting the application of the foregoing, the stockholders or board of directors may adopt bylaws from time-to-time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Idaho, and may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprises against any liability asserted against such person and incurred in any such capacity or arising out of such status whether or not the Corporation would have the power to indemnify such person.

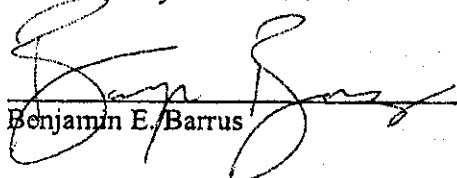
The indemnification provided in this article shall continue as to a person, who has ceased to be a director, officer, employee or agent, and shall to the benefit of the heirs, executors and administrators of such person.

Article X. DURATION: The Corporation is to have perpetual existence.

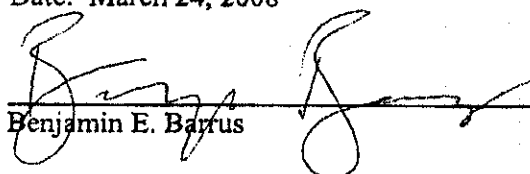
Article XI. AMENDMENT OF ARTICLES: This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or its bylaws, in the manner now or hereafter prescribed by statute or by these Articles of Incorporation or said bylaws, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, the undersigned, being the incorporator herein before named for the purpose of forming a corporation pursuant to the general corporation law of the State of Idaho, do make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand.

This 24th day of March 2008


Benjamin E. Barrus

I, Benjamin E. Barrus, at 9643 W. Antietam Ct. Boise, ID 83709, hereby accept as resident agent for
Complete Lawn & Landscape, Inc.
Date: March 24, 2008


Benjamin E. Barrus