



CERTIFICATE OF AMENDMENT
OF

CLEARWATER LANDSCAPING COMPANY, INC.

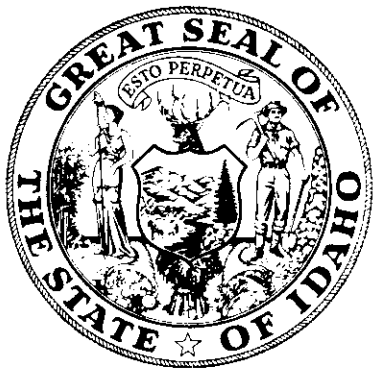
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

CLEARWATER LANDSCAPING COMPANY, INC.

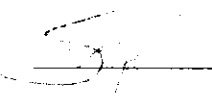
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated December 2, 19 87



SECRETARY OF STATE



Corporation Clerk

ARTICLES OF AMENDMENT

DEC 2 9 52 AM '87
SECRETARY OF STATE

TO THE ARTICLES OF INCORPORATION
OF

RECEIVED
SEC. OF STATE

CLEARWATER LANDSCAPING COMPANY, INC.

NOV 27 AM 10 29

Pursuant to the provisions of Section 30-1-61 and other applicable provisions of the Idaho Business Corporations Act, the undersigneds, being the President and Secretary of Clearwater Landscaping Company, Inc., an Idaho corporation, do hereby certify and adopt, in duplicate, the following Articles of Amendment to its Article of Incorporation:

FIRST

The name of the corporation is Clearwater Landscaping Company, Inc.

SECOND

The following Amendments to the Articles of Incorporation were adopted by the shareholders of the corporation following recommendation for adoption by the members of the Board of Directors of this corporation. The recommendation and adoption occurred in meetings held on March 24, 1987. The following amendments were adopted in the manner prescribed by the Idaho Business Corporations Act.:

Article Fifth of the Articles of Incorporation are hereby amended by the addition of the following paragraphs:

FIFTH

The amount of the authorized common, capital, voting stock of this corporation shall be an additional Nine Hundred Ninety Thousand shares, thereby authorizing this corporation to issue up to one million (1,000,000) shares of such common, capital, voting stock of the par value of \$1.00 per share. The stock shall not be issued until fully paid for and once so issued shall be nonassessable.

In addition, this corporation shall be authorized to issue one million (1,000,000) shares of preferred capital stock of One Dollar par value per share, which stock shall not be issued until fully paid for and once so issued shall be nonassessable. Such stock shall have the following preferences.

A. Dividends. The corporation shall pay a dividend upon such preferred stock prior to dividends on any common stock subject to the following:

(1) The dividend may be paid in cash, property, or its own shares at 6% of the par value of each share; provided, however, that such dividend, and the value thereof, may be in an amount which is less than 6% of the par value of each share by majority vote of the Board of Directors.

(2) The corporation shall be obligated to declare such dividend only as the Board of Directors shall from time to time declare and if it shall then be legally entitled to do so. If the corporation wishes to declare such dividend but not be legally entitled to do so, it shall take every step possible to rearrange its capital structure and/or accounting methods to legally allow for the payment of such dividend.

(3) If any dividend declared as set forth herein is not paid by the end of the corporation's fiscal year in which it is declared, then such dividend shall no longer be payable as rights to such dividends shall be non-cumulative.

B. Liquidation. If the corporation is voluntarily or involuntarily liquidated, the following terms shall apply:

(1) Liquidation value. Certificate holders of each share of preferred stock shall have the right to a sum equal to the par value of each share and such right shall have priority over all common shares of the capital stock of this corporation.

(2) Procedures. The Board of Directors of the corporation, or a committee established by it, shall have the right from time to time to adopt specific rules of procedures to carry out the full intent of this liquidation provision and to do all reasonable acts necessary therefore; provided that such rules and acts shall not violate the specific terms of this preferred stock.

C. Voting. The holders of each share of preferred stock shall be entitled to one vote. Such voting shall be exercised on matters put to stockholders in general for their consideration; provided that such right to vote shall exist and thereafter continue if a dividend has not been declared and paid for a period of two consecutive fiscal years, and

(1) Any shareholder entitled to such dividend on the preferred stock has voted in favor of the declaration of such dividend in cash, property, or its own shares, or any combination thereof, for each of the two consecutive fiscal years; and

(2) In each of the two consecutive fiscal years, the corporation has either (a) been legally entitled to declare and distribute the dividend proposed; or (b) has taken all possible steps to rearrange its capital structure and/or accounting methods to legally entitle it to declare and distribute the proposed dividend.

D. The holders of preferred stock shall have the right to cumulative voting.

E. Redemption. Provided it is legal for the corporation to do so, the preferred stock shall be subject to the right of the corporation to redeem any part or all of such preferred stock at a price of One Dollar per share and for an indefinite period of time so long as there is any preferred stock outstanding in the corporation. Such right of redemption shall be exercised by the majority vote of the Board of Directors of this corporation.

F. Convertibility. Preferred shares of stock shall be convertible into equal shares of the common, voting, capital stock of the corporation. Such convertibility shall be in whole or in part, and at the sole option of the holder of the preferred shares.

THIRD

The number of shares of the corporation outstanding at the time of the adoption of the Articles of Amendment to the Articles of Incorporation was 102 shares of the common, voting, capital stock of the corporation. The number of shares entitled to vote thereon was 102 shares.

The number of shares voting for such amendment was 102 shares. The number of shares voting against such amendment was 0.

FOURTH

This amendment involves no exchange, reclassification or cancellation of any issued shares.

FIFTH

The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital changed by such amendment, are as follows:

	<u>Before</u>	<u>After</u>
Common Stock, \$1 par Value		
Authorized	10,000	1,000,000
Shares Issued	102	102
Issued in Dollars	\$ 102	\$ 102
Treasury	-0-	-0-
Additional Paid in Capital	\$99,878	\$ 99,878
Preferred Stock, \$1 par Value		
Authorized	-0-	1,000,000
Shares Issued	-0-	316,270
Issued in Dollars	-0-	\$ 316,270

An anticipated increase of the corporation's stated capital in the amount of \$316,270.00.

DATED: Nov 20, 1987

By Arthur E. Hall
Arthur E. Hall, President

By Edgar L. Sinnott, Jr.
Edgar L. Sinnott, Jr., Secretary

State of Idaho)
) ss.
County of Blaine)

I, Lo Ann Krueger, a notary public, do hereby certify that on this 20 day of November, 1987, personally appeared before me Arthur E. Hall, who, being by me first duly sworn, declared that he is the President of Clearwater Landscaping Company, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

LO ANN KRUEGER
NOTARY PUBLIC FOR IDAHO
Residing at: Ketchum
My Commission Expires: 3/93