

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SIMMONS SANITATION SERVICE, INC.

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: September 13, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION
OF
SIMMONS SANITATION SERVICE, INC.

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The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation as follows:

ARTICLE I

The name of the corporation is SIMMONS SANITATION SERVICE, INC.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The purposes and objects for which this corporation is formed are as follows:

To transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including, but not limited to sanitation services, pickup and collection of refuse, operation of garbage dumps, sanitary land fills, transfer station and all other types of recepticals and disposal of garbage and refuse and the operation of recycling facilities.

ARTICLE IV

The Corporation shall have authority to issue Two Thousand Five Hundred (2,500) shares of capital stock, consisting of one class and one series, being Class A stock. All shares shall have Ten Dollar (\$10.00) par value.

ARTICLE V

The address of the initial registered office of the corporation is 710 Idaho Street, Kamiah, Idaho 83536, and the name of its initial registered agent at such address is Donald O. Simmons.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is two (2) or such other number as shall be established by the Bylaws of this corporation, and the name and address of the persons who are to serve as directors until the next annual meeting of shareholders or until his/her successor is elected and shall qualify are:

NAME	ADDRESS
DONALD O. SIMMONS	Box 415 Kamiah, ID 83536
BARBARA J. SIMMONS	Box 415 Kamiah, ID 83536

ARTICLE VII

The name and address of the incorporator is:

NAME	ADDRESS
DONALD O. SIMMONS	Box 415 Kamiah, ID 83536

ARTICLE VIII

No common stock of this corporation shall be transferred on the books of the corporation to anyone not a stockholder or an heir of a stockholder, without the written consent of all common stockholders, unless the common stock shall first be offered for sale to the corporation and secondly to each of the other common stockholders of this corporation at a price and by

ARTICLES OF INCORPORATION -2-

a method to be determined by the rules and procedures outlined in the Bylaws of this corporation or, if not so outlined, for the fair market value of such stock. The Bylaws of this corporation shall further prescribe the rules and regulations as to the formalities and procedures to be followed in effecting the transfer of common stock to anyone other than a common stockholder. On the face of each and every certificate of stock issued by this corporation shall be printed a notice as follows: "The transferability of this stock is limited and subject to specific provisions in the Articles of Incorporation of this Corporation."

ARTICLE IX

The directors shall have the power to make and to alter or amend the Bylaws, to fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens without limit as to the amount upon the property and franchise of this corporation.

ARTICLE X

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE XI

The method and manner of holding directors' meetings and stockholders' meetings, and the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation shall be determined by the Bylaws of this corporation and by the Laws of the State of Idaho.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record this certificate and do hereby certify that the facts herein stated are true; and I have accordingly hereunto set my hand hereto.

DATED at Lewiston, Idaho, on this 9th day of September, 1993.

INCORPORATOR:

Donald O. Simmons
DONALD O. SIMMONS

STATE OF I D A H O)

County of Nez Perce) ss.

I, Paul C. Keeton, a notary public, do hereby certify that on this 9th day of September, 1993, personally appeared before me DONALD O. SIMMONS, who being by me first duly sworn, declared that he is the Incorporator of Simmons Sanitation Service, Inc., that he signed the foregoing document as Incorporator of the corporation, and that the statements therein contained are true.

(SEAL)

Paul C. Keeton
Notary Public in and for the
State of Idaho, residing at
Lewiston, therein.
My Commission Expires: 7-11-97