



**CERTIFICATE OF INCORPORATION
OF**

ALL AMERICAN SOIL COMPANY, 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 1, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra Matthews*

**ARTICLES OF INCORPORATION
OF THE
ALL AMERICAN SOIL COMPANY, INC.**

RECORDED
SEC. 57
37 AUG 28 1942

The undersigned acting as the incorporators of a corporation under the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation:

FIRST

The name of the corporation is: ALL AMERICAN SOIL COMPANY, INC.

SECOND

The corporation is a perpetual entity.

THIRD

The corporation is formed and organized to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and as the board of directors may from time to time determine.

FOURTH

The aggregate number of shares which the corporation has the authority to issue is 30,000,000 shares of common stock, all of one class, at no par value.

FIFTH

The number of directors of the corporation shall be as specified in the bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the bylaws, provided the number of directors of the corporation shall not be fewer than the number required by law. The initial board of directors shall number three. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified. A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

SIXTH

The location and post office address of the initial registered office of the corporation is; 3511 1/2 Eight, Lewiston, Idaho 83501, and the name of the initial registered agent of the corporation who may be found at that address is Mr. Mike Antell.

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SEVENTH

The names and addresses of the initial directors of the corporation, and incorporators are :

| <u>Name</u> | <u>Address</u> |
|---------------|---------------------------------------|
| Randy Koivu | P. O. Box 1305 Lewiston, Idaho |
| Mack Blakeley | 1880 Allmon Lewiston, Idaho 83501 |
| Mike Antell | 3511 1/2 8th Lewiston, Idaho 83501 |

IN WITNESS WHEREOF, the President, Vice President and Secretary of the corporation, as aforesaid, have hereunto executed this instrument the 27th day of August, 1987.

By: 
Mack Blakeley, President

By: 
Mike Antell, Vice President

ATTEST:

By: 
Randy Koivu, Secretary