

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION**

**OF**

**GRASS ROOTS LANDSCAPING COMPANY**

We, the undersigned incorporators, being persons legally competent to enter into contracts, for the purpose of forming a corporation under the laws of the State of Idaho, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is: GRASS ROOTS LANDSCAPING COMPANY, and is organized at Franklin County, Idaho.

**ARTICLE II**

**DURATION**

The time of duration of this corporation is perpetual, subject to dissolution as authorized by law.

**ARTICLE III**

**PURPOSE**

The purposes of this corporation are as follows:

- a. To maintain, own and operate a landscaping business.

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b. To lease, buy, sell, use, mortgage, improve and otherwise handle, deal in, and dispose of all such property, real and personal, as may be necessary or convenient in connection with the aforesaid business of the corporation.

c. To engage in any business whatsoever, either as principal or as agent, or both, which the corporation may determine convenient or proper in furtherance of any of the purposes hereinabove mentioned or any other lawful purpose; and to have and acquire all the powers authorized by the laws of the State of Idaho under which the corporation is formed, whether expressly set forth in this article or not, as such laws are now in effect or may at any time hereafter be amended or enacted.

#### **ARTICLE IV**

##### **REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the corporation shall be: 1205 West Hwy 36, Preston, Idaho 83263, and the initial registered agent shall be: Patricia Miller.

A place of business and branch offices for the conducting or carrying on of any portion of the business may be established in any state, territory, or possession of the United States of America in which a corporation having the above powers can legally function, and the corporation may have one office or more than one office and keep the books of the corporation outside the State of Idaho.

#### **ARTICLE V**

##### **AUTHORIZED SHARES**

The capital stock of the corporation shall be divided into ten thousand (10,000) shares of Common Stock at no par value. At such time as the Board of Directors may by

resolution direct, said capital stock shall be paid into the corporation either in cash or by the sale and transfer to it of real or personal property and any other valuable right or thing for the use and purpose of the said corporation, in payment for which shares of the capital stock of the corporation will be issued and the capital stock so issued shall thereupon and thereby become and be fully paid-up and nonassessable forever, and in the absence of actual fraud in the transactions, the judgment of the Board of Directors as to the value of the property purchased shall be conclusive. The corporation by the action of its shareholders, is authorized to increase, decrease or reclassify its stock, or to recall the same. In addition to its capital stock, the corporation may accept additional cash or property as paid-in surplus.

#### **ARTICLE VI**

#### **INCORPORATORS**

The name and post office address of each of the incorporators and the number of shares for which each subscribe are as follows:

<b><u>NAME AND ADDRESS</u></b>	<b><u>NUMBER OF SHARES</u></b>
KURTIS J. RASHALL 317 WEST 280 NORTH PROVIDENCE, UT 84332	5,000
DEBORAH A. RASHALL 317 WEST 280 NORTH PROVIDENCE, UT 84332	5,000

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

The name and post office address of each of the proposed members of the initial Board of Directors are as follows:

#### **NAME AND ADDRESS**

KURTIS J. RASHALL  
317 WEST 280 NORTH  
PROVIDENCE, UT 84332

DEBORAH A. RASHALL  
317 WEST 280 NORTH  
PROVIDENCE, UT 84332

## **ARTICLE VIII**

### **CORPORATE AFFAIRS**

The method and manner of holding director's meetings and stockholder's meetings, 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 By-Laws of the corporation and by the laws of the State of Idaho.

## **ARTICLE IX**

### **AMENDMENTS TO ARTICLES**

These articles may be amended in any respect conformable to the laws of the State of Idaho and by a vote of the required percentage of stockholders as required by the laws

of the State of Idaho in a meeting of stockholders called for that purpose as prescribed by law.

**ARTICLE X**

**AMENDMENTS TO BY-LAWS**

The Board of Directors may repeal and amend the By-Laws of the corporation and adopt new By-Laws.

IN WITNESS WHEREOF, we hereunto set our hands and seals this 24th day of February, 2004.

K. Rashell

Deborah Rashell