



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

BONTERRA AMERICA, 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: **March 16, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Eugene D. [Signature]*

ARTICLES OF INCORPORATION

OF

BONTERRA AMERICA, INC.

RECEIVED
SEC. OF STATE

90 MAR 16 AM 8 51

THE UNDERSIGNED, for the purpose of forming a corporation under the Idaho Business Corporation Act (the "Act") hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME

1.1 The name of this corporation shall be BONTERRA AMERICA, INC. and its existence shall be perpetual.

ARTICLE 2. PURPOSE

2.1 The corporation is organized for the following purposes:

2.1.1 To engage in the business of manufacturing and selling products made from organic and synthetic materials for use in erosion control, mulching, landscaping and construction, and other activities incidental thereto.

2.1.2 To engage in any business, trade or activity which may lawfully be conducted by a corporation organized under the Act.

ARTICLE 3. SHARES OF STOCK

3.1 The total number of shares the corporation is authorized to issue is 100,000 shares of common stock without a par value.

3.2 No stock in the corporation shall be issued, transferred or encumbered without compliance with the terms, conditions and procedures set forth in the Bylaws of the corporation.

ARTICLE 4. PREEMPTIVE RIGHTS

4.1 Shareholders of this corporation shall not have preemptive rights to acquire additional shares which may be issued by this corporation.

ARTICLE 5. REGISTERED OFFICE AND AGENT

5.1 The address of the initial registered office of the corporation and the name of the initial registered agent at that address are:

NAME: Arthur A. Driver
ADDRESS: 2322 Concord Avenue
Moscow, ID 83843

ARTICLE 6. DIRECTORS

6.1 The number of directors of the corporation shall be fixed as provided in the Bylaws and may be changed from time to time as therein provided.

6.2 The initial Board of Directors shall consist of two (2) directors and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Arthur A. Driver	2322 Concord Ave., Moscow, ID 83843
Constance Driver	2322 Concord Ave., Moscow, ID 83843

6.3 The term of the initial directors shall be until the first annual meeting of the shareholders of the corporation and until their successors are elected and qualified.

ARTICLE 7. INCORPORATOR

7.1 The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Arthur A. Driver	2322 Concord Ave., Moscow, ID 83843

ARTICLE 8. TRANSACTIONS WITH INTERESTED SHAREHOLDERS

8.1 Any transaction between this corporation and any shareholder or any corporation or partnership in which a shareholder has a beneficial interest may be approved by a majority vote of the Board of Directors of this corporation without action by the shareholders, except mergers, consolidations, reorganizations and the sale, lease, exchange or other disposition of all, or substantially all, the property and assets of the corporation not in the regular course of its business. A director who is the shareholder or has a beneficial interest in the shareholder involved in the transaction with this corporation shall not be disqualified from voting upon the matter by reason of that fact.

ARTICLE 9. INDEMNIFICATION OF OFFICERS AND DIRECTORS

9.1 The corporation may indemnify to the fullest extent permitted by law from time to time any director, officer, employee or agent of the corporation, including the estate and personal representative of a party who may be deceased, as provided in the Bylaws.

9.2 Except in cases where elimination of such liability is not permitted under the Act, no director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director. No amendment to the Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of such amendment.

IN WITNESS WHEREOF, the undersigned, being eighteen years of age or older, as incorporator of this corporation under the Act, execute these Articles of Incorporation this 13th day of March, 1990.


Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, ARTHUR A. DRIVER, hereby consent to serve as the initial Registered Agent, in the State of Idaho, for BONTERRA AMERICA, INC. I understand that as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation, to forward corporate annual report mailings to the corporation, and to immediately notify the Office of the Secretary of State in the event of my resignation or of any change in the Registered Office address.

DATED: March 13, 1990.

