

## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

STERLING LANDSCAPE, CO.

was filed in the office of the Secretary of State on the 13th day of February A.D., One Thousand Nine Hundred seventy-three and will be duly recorded on ~~film~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for Perpetual Existence from the date hereof, with its registered office in this State located at Boise, Idaho in the County of Ada

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 13th day of February, A.D., 1973.

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

ARTICLES OF INCORPORATION  
OF  
STERLING LANDSCAPE, CO.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are of full age and citizens of the United States of America, have this day voluntarily associated ourselves together and do hereby and by these Articles of Incorporation, unite and associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho for the purposes hereinafter stated:

I.

The name of this corporation shall be Sterling Landscape, Co.

II.

The term for which this corporation shall exist shall be in perpetuity.

III.

The location of the principal office and post office address of this corporation shall be 9707 Fairview Avenue, Boise, Idaho.

IV.

The objects and purposes of which this corporation is formed shall be and are:

1. To perform professional services such as consultation, investigation, reconnaissance, research, planning, design, supervision, and construction in connection with the development of land and incidental water areas, where the dominant purpose of such services is the preservation, enhancement, and determination of proper land uses,

natural land features, ground cover, vegetation, plants, natural and aesthetic values, approaches to buildings, structures, facilities or other improvements, natural drainage and the consideration and the determination of inherent problems of land relating to erosion, wear and tear, light or other hazards.

2. To locate, design, arrange and construct such tangible objects as pools, walls, patios, steps, trellises, canopies, sprinklers and features ~~that~~ are incidental and necessary for the purposes of professional landscaping.
3. To arrange land forms and develop outdoor space including but not limited to the design of public parks, playgrounds, cemeteries, home and school grounds, and the development of industrial and recreational cites.
4. To purchase, acquire, hold and sell cut and plant Christmas trees, Christmas decorations, and all other incidental and related items customarily sold during the Christmas season.
5. To propagate, grow, sell, deal in or import into this state for sale or distribution, any nursery or florist's stock, or to engage in landscape gardening, or to act as agent, salesman or solicitor for any nurseryman, florist, landscape gardener or dealer in nursery and/or florist's stock, or to solicit orders for the sale of nursery and/or florist's stock.
6. To buy, hold, sell, deal and traffic in garden and agricultural supplies, utensils, machines, seeds, and all other types of utensils and supplies utilized in or incidental to agriculture, gardening, and landscaping.
7. To deal and traffic in real estate and all estates and interests therein, whether owned by it or otherwise; to buy, take, lease, rent, option, or in any other manner acquire, own, hold, possess, sell, exchange, lease, convey, transfer, rent, mortgage, give liens, against, or in any other manner dispose of or encumber real estate, and any and all interests or estates therein, whether within or without the State of Idaho, including water and irrigation rights and irrigation and/or drain ditches, whether classified as real or personal property.

8. To lay out, subdivide and/or plat real estate in lots, blocks, subdivisions, townsites, or otherwise to dedicate and establish streets, alleys, parks and public grounds, and to build, repair, remodel, construct, acquire, hold and equip houses, buildings, roads, streets, sidewalks, fences, pavements, sewers and ditches, conduits, reservoirs, waterworks, irrigation systems and in any other manner improve, use, maintain, operate and/or develop real estate for any purpose or use, whether owned by it or otherwise; and to contract to do any of said acts for others.
9. To purchase, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every kind and description, including but not limited to shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contracts or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part in cash or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts or obligations to receive, collect, and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers and privileges or ownership, including all voting powers on any stocks so owned.
10. To purchase or otherwise acquire, hold, sell, assign, endorse, transfer, mortgage, pledge, hypothecate, or otherwise dispose of and to deal generally in notes, bonds, contracts, stocks, warrants, bills, open accounts, and other evidences of indebtedness or individuals, firms, partnerships and corporation, municipal, public and private, except as limited by law; to loan its funds, with or without security, on notes, open accounts or otherwise.
11. In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow, and secure the payment of money in any lawful manner, including the issue and sale or

other disposition of bonds, debentures, obligations, negotiable and transferable instruments and evidences or indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

12. To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association, or corporation, municipality, body politic, country, territory, district, states and government.
13. To institute, enter into, carry on, assist, promote or participate in financial, commercial, mercantile, industrial and other businesses, works, enterprises, undertakings and operations.
14. To carry on any other business, which may seem to the corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's property or rights.
15. To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.
16. The said corporation may perform any part of its business outside the State of Idaho, in the other states, in the District of Columbia, territories or possessions, or any dependencies of the United States.
17. To do each and everything necessary, suitable, useful or advisable for the accomplishment of any one or more of said objects, or which shall at any time appear to be conducive to or expedient for the benefit of said corporation in connection therewith.
18. To do each and all things set forth herein to the same extent and as fully as natural persons might or could do in the State of Idaho, and in any other state, country or place.
19. To have one or more offices to carry on all or any of its operations and business and without restriction or limit as to amount, to purchase, or otherwise acquire, to hold, own, to mortgage,

sell, convey, or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories, dependencies, possessions, or colonies of the United States.

20. In general, to carry on any business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of the State of Idaho upon corporations.
21. It is the intention of the incorporators of this corporation that the foregoing clauses shall be construed both as objects and powers and that the foregoing and numerated powers of this corporation and the purposes thereof shall not be construed to limit or restrict in any manner the powers of this corporation, but this corporation shall have the power to anything suitable, necessary, convenient or proper for the accomplishment of and of its purposes of the attaining of any one or more of the objects herein numerated or incidental to the powers herein named or which at any time appear conductive or expedient for their protection or benefit of the corporation and this to the same extent and as fully as a natural person might or could do.

V.

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make and to alter By-Laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

If the By-Laws so provided, to designate two or more of its members to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the By-Laws of this corporation, have and exercise any or all of the powers of the Board of

Directors in the management of the business and affairs of the corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of at least a majority of the holders of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good will and its corporate franchises, upon such terms and conditions as its Board of Directors deem expedient and for the best interest of the corporation.

This corporation may in its By-Laws confer powers upon its Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute.

#### VI.

The capital stock of this corporation shall be \$5,000.00, divided into 5,000 shares of the par value of \$1.00 each. No distinctions shall exist between the shares of this corporation, and all such shares shall have the same rights in the corporation.

VII.

All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services, or any other right or thing of value, for the uses and purposes of the corporation, and when so issued shall become and be fully paid, the same as though paid for in cash at par; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock.

VIII.

From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law.

IX.

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

X.

The business of the corporation shall be managed and conducted by a Board of Directors of not less than three members, nor more than five. The first Board shall be elected at the first meeting of the stockholders of this corporation and the entire Board to be elected annually thereafter at the annual meeting of the stockholders of the corporation. The Board of Directors may meet and transact the business of the corporation whether at its principal place of business herein designated or at such other place within or without the State of Idaho as may be designated by resolution of the Board.



XI.

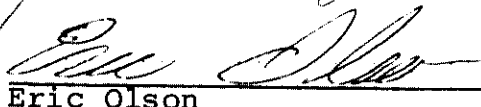
The name and post office address of each of the incorporators and a statement of the number of shares subscribed for by each is as follows:

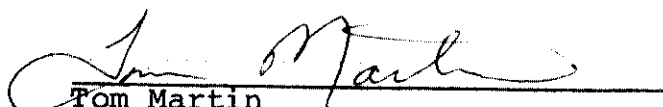
		<u>No. of Shares</u>	<u>Par Value</u>
John H. Sterling	2130 Middlefield Rd. Boise, Idaho 83704	51	\$1.00
Eric Olson	301 South Roosevelt Boise, Idaho 83705	24-1/2	\$1.00
Tom Martin	301 South Roosevelt Boise, Idaho 83705	24-1/2	\$1.00

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted, subject to this reservation.

We, the undersigned, being each one of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and we respectively agree to take the number of shares of stock hereinbefore set opposite our names and accordingly have hereunto set our hands and seals this 12th day of February, 1973.

  
John H. Sterling


  
Eric Olson

  
Tom Martin

STATE OF IDAHO )  
                              : ss.  
County of Ada )

On this 12<sup>th</sup> day of February, 1973, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared JOHN H. STERLING, ERIC OLSON and TOM MARTIN, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above-written.

  
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NOTARY PUBLIC FOR IDAHO  
Residing at Boise, Idaho