



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

VALLEY LAWN CARE, 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: January 28, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth M. Basala

ARTICLES OF INCORPORATION
of
VALLEY LAWN CARE, INC.

RECEIVED
SEC. OF STATE

'91 JAN 28 PM 12 03
The undersigned, being citizens of the United States, for the purpose of forming a corporation pursuant to Chapter 1 of Title 30, Idaho Code, and all acts supplemental thereto and amendatory thereof, do hereby adopt and certify the following Articles of Incorporation, to wit:

ARTICLE I
(Name)

The name of the corporation shall be "VALLEY LAWN CARE, INC."

ARTICLE II
(Duration)

The term of existence of this corporation shall be perpetual.

ARTICLE III
(Purpose)

The corporation's purposes are:

- A. Lawn care and maintenance, landscaping, and pest control.
- B. To engage in any business related or unrelated to that described in Clause A of this Article and from time to time authorized and approved by the Board of Directors of this corporation.
- C. To act as a partner or joint venturer in any transaction.
- D. To acquire, by purchase or otherwise, the stock of this corporation.
- E. To have and exercise all rights and powers from time to time granted to a corporation by law, including the transacting of any or all business for which corporations may be incorporated under the laws of the State of Idaho.

ARTICLE IV
(Capital Stock)

The total authorized capital stock of this corporation is the sum of Fifty Thousand Dollars (\$50,000.00), divided into Fifty Thousand (50,000) shares of the par value of One Dollar (\$1.00) each. Such capital stock may be issued by the corporation from time to time for such consideration as labor, service, money or property, real or personal, as may be fixed from time to time by the Board of Directors. The stock of this corporation shall be nonassessable.

Any restrictions as to the transfer and/or alienation of the issued stock of issued stock of the corporation shall be set forth in the bylaws of the corporation or in an agreement between the stockholders and the corporation.

ARTICLE V
(Registered Office)

The registered office of the corporation is 1828 Alder Avenue, Lewiston, Idaho 83501, and the name of the registered agent at that address is NORMAN D. GRAHAM.

ARTICLE VI
(Incorporators)

The names and post office addresses of the incorporators, (qualified under the laws of Idaho to be an incorporator) are as follows:

NAME	ADDRESS
NORMAN D. GRAHAM	1828 Alder Av., Lewiston, ID. 83501
DEL W. FOX	1416 Warner Av., Lewiston, ID. 83501
LESLIE E. FOX	1102 Webster, Clarkston, WA. 99403

ARTICLE VII
(Initial Directors)

There shall be three directors to serve as the initial directors and they shall manage and control the affairs of the corporation until the first annual meeting of shareholders


or until their successors are elected and qualify. The name and address of such initial directors are as follows:

NAME	ADDRESS
NORMAN D. GRAHAM	1828 Alder Av., Lewiston, ID. 83501
DEL W. FOX	1416 Warner Av., Lewiston, ID. 83501
LESLIE E. FOX	1102 Webster, Clarkston, WA. 99403

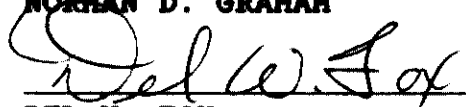
ARTICLE VIII
(Officers)

The officers of this corporation shall consist of a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors of the corporation shall deem necessary (or such lesser number of officers or combined offices as may be allowed by law), and the said officers shall be elected by the Board of Directors and hold office during the pleasure of the Board. Each of the officers shall have such powers as may be conferred upon him by the bylaws of the corporation.


IN WITNESS WHEREOF, we have each hereunto set our hand and seal this 24 day of January, 1991.



NORMAN D. GRAHAM



DEL W. FOX



LESLIE E. FOX

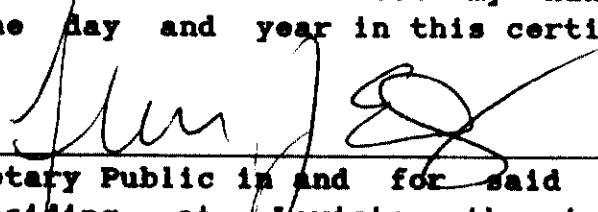
STATE OF IDAHO

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) ss.
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County of Nez Perce

On this 24th day of January, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared NORMAN D. GRAHAM, known or identified to me to be the person whose name is subscribed to the within Articles of Incorporation and acknowledged to me that he executed the same.

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



Notary Public in and for said State,
residing at Lewiston therein. My
commission expires: 10/8/91
SEAL

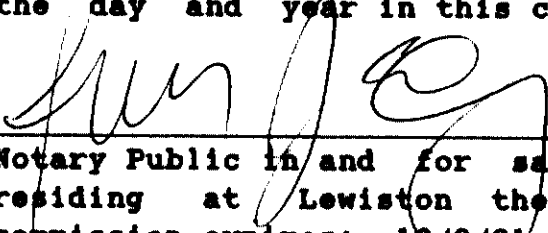
STATE OF IDAHO

)
) ss.
)

County of Nez Perce

On this 24th day of January, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared DEL W. FOX, known or identified to me to be the person whose name is subscribed to the within Articles of Incorporation and acknowledged to me that he executed the same.

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



Notary Public in and for said State,
residing at Lewiston therein. My
commission expires: 10/8/91
SEAL

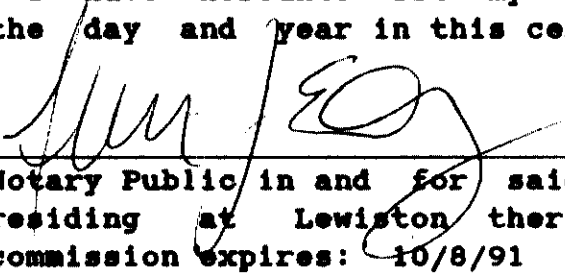
STATE OF IDAHO

)
) ss.
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County of Nez Perce

On this 24th day of January, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared LESLIE E. FOX, known or identified to me to be the person whose name is subscribed to the within Articles of Incorporation and acknowledged to me that he executed the same.

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



Notary Public in and for said State,
residing at Lewiston therein. My
commission expires: 10/8/91

SEAL