

FEB 8 11 10 AM '00

Articles of Incorporation

The following requirements are to proceed as follows:  
GET TO KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, are of natural persons of full age and citizens of the United States. In order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho; the Acts amendatory thereof and supplemental thereto, do hereby certify as follows:

\*FIRST-

The name of the corporation is: A & B Landscaping INC.

\*SECOND-

The purposes and objects for which the corporation is formed are:

(a) Perform and sell all landscaping services,  
ie. Grass, Sprinklers, Blocking, Trees, Shrubby

(b) To purchase for investment or resale. To deal in land and other property of any tenure and any interest therein. To create, sell, or deal in any freehold, leasehold, ground rents, and to make advances upon the securing of the land, houses and other property, or any interest therein. To generally deal in, by way of sale, lease, exchange (or otherwise) land and house property and any other property stated herein.

(c) Make any improvements upon any property(s) stated herein, including (but not limited to) the subdivision thereof; installation of water systems and sewer systems. The building of structures for rent, sale or lease. The general improving of sites; building of roads, fences, and all other improvements which are deemed necessary and advisable by the Board of Directors of the corporation.

(d) To buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, lease, assign, transfer, trade, and/or deal in any way with all types of property stated herein; franchises, privileges, rights, goods, wares, and merchandise of every kind, nature and description.

(e) Buy, sell, convey, lease, mortgage, exchange or otherwise acquire and dispose of lands, lots, houses and buildings; as well as any other property, hereditaments and appurtenances of all kinds wheresoever situated; also of any interest and rights therein, to the same extent as natural persons might or could do without limit as to the amount.

IDAH0 SECRETARY OF STATE

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(f) To acquire by purchase, subscription, or otherwise. To own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of any shares of capitol stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association (public, private or by whomsoever issued) while the holder or owner thereof possesses and exercises the respect thereof in any and all rights, powers and privileges of ownership. Including the right to vote thereon.

(g) Make perform and carry out contracts of every kind and description made for any lawful purpose. Without limit as to the amount with any person, firm, association or corporation (either public or private) or with any territory, government or agency thereof.

(h) To borrow money, draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness; for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets (real or personal) at any time owned or held by this corporation; upon such terms and conditions as the Board of Directors shall authorize. And as permitted by law.

(i) Acquire, hold, sell, reissue or cancel any shares of its own capitol stock. Provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock, when such use would cause any impairment of the capitol of this corporation. Provided, further, that the shares of its own capitol stock, belonging to this corporation, shall not be voted either directly nor indirectly.

(j) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired and exercise all of the powers necessary or convenient in and about the conduct, management and carrying on of such said business.

(k) Organize, promote, incorporate and reorganize subsidiary corporations, joint stock companies and associations for any purpose permitted by law.

(l) To have one or more offices to carry on all or any part of its operations and business. To do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named or which shall appear conducive or expedient for the protection and benefit of the corporation; which now or hereafter may be authorized by law. This to the same extent, as fully as natural persons, principals, agents, contractors, trustee, or otherwise could do. Either alone or in connection with any person, firm, association(s), or

corporation.

(m) To have and to exercise any powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporations laws of said state, or under an Act amendatory thereof, supplemental thereto or substituted therefor.

\*The foregoing clauses are to be construed both as objects and powers. It is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner of that of the general powers of the corporation. Provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business, exercise any power, do any act which a corporation formed under the Act hereinbefore, referred to, or any amendment thereof, supplement thereto, substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a through m) are inclusive of paragraph Second of these Articles of Incorporation shall, except as otherwise expressly provided in no way be limited or restricted by reference to or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.\*

\*THIRD-

The corporation is to have perpetual existence.

\*FOURTH-

The name of the registered agent is: Bryon Devore  
This corporations office is located: 200 E. Carlton St. 203  
Meridian, Idaho 83642

\*FIFTH-

The amount of the capitol stock of this corporation shall be and is 1000 shares of stock of the par value of \$ 1.00 ea., making an aggregate stock of \$ 1,000 ; which stock shall not be issued until fully paid for; once so issued shall be nonassessable.

\*SIXTH-

The names and post office addresses of the incorporators, and the number of shares subscribed for by each, are as follows:

*NAME:	*POST OFFICE ADDRESS	*# OF SHARES
<u>Bryon E. Devore</u>	<u>12221 Lunk Tree Gulch St. 20</u>	<u>500</u>
<u>Agustin Ortiz A</u>	<u>4789N Cengco Lane Boise Id 83703</u>	<u>500</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\*SEVENTH-

The private property of the stockholders for the corporation shall not be subject to the payment of corporate debts to any extent whatsoever. The shares of the corporation, also, shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

\*EIGHT-

The number of directors for the corporation shall be specified in the by-laws. Such number may, from time to time, be increased or decreased in such a manner as may be prescribed in the by-laws, and in accordance with Section 30-1-36 of the Idaho Code; provided that the first Board of Directors shall be \_\_\_\_\_ in number. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. In case of any increase in the number of directors, the additional directors may be elected by a majority of the remaining directors; though less than quorum of the Board of Directors. The directors so elected shall hold office until the next annual meeting, or at any special meeting duly called for that specific purpose until their successors are elected and qualified.

\*NINTH-

The names and addresses of the members for the first Board of Directors of the Corporation are as follows:

*NAME:	*ADDRESS:
Bryan E Devore	12221 Linktree Gulch Star, ID 83669
Augustine A. Ortiz	4789 Alpengolita Ave Boise Id 83703
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Such persons shall hold office until the first annual meeting of the shareholders, and until the successors have been elected and qualified.

\*TENTH-

Stockholders of the corporation shall have pre-emptive and preferential rights of the subscription to any shares of stock with the corporation; whether authorized now or hereafter, or to any obligations of the convertible into the stock of the corporation. Any stock or obligations issued by the corporation, shall first be offered to the stockholders of the corporation.

\*ELEVENTH-

A voluntary sale, lease, or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient for the best interests of the corporation. This is only when such an act is authorized with a vote that holds 2/3 of the voting power of all shareholders.

**\*TWELFTH-**

No contract or other transaction between the corporation and any other corporation; and no act of the corporation, shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or firm of which any director may be a member or party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation provided that the fact that he or such firm is so interested, shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other corporation or so not interested.

**\*THIRTEENTH-**

The Board of Directors is expressly authorized to repeal and amend the by-laws of the corporation and to adopt new by-laws. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now, or hereafter, prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders. Or, at any meeting duly called for that purpose; except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands seals on this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Rayn S. Dewe  
Austin Ortiz D  
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