

CERTIFICATE OF INCORPORATION
OF

ST. MARIES LAND FILL, 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: May 6, 1985



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
ST. MARIES LAND FILL, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is ST. MARIES LAND FILL, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is Fifty Thousand (50,000), all of one class, One Dollar (\$1.00) par value.

FIFTH: Provisions denying preemptive rights are:
None.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: None.

SEVENTH: The address of the initial registered office of the corporation is 2002 Jefferson Avenue, St. Maries, Idaho 83861, and the name of its registered agent at such address is Larry L. Linnemeyer.

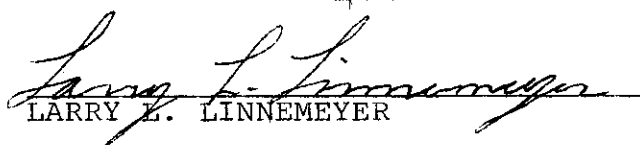
EIGHTH: The number of directors constituting the initial board of directors of the corporation is four (4), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

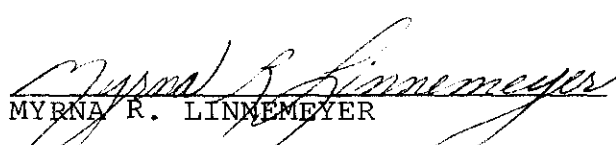
<u>NAME</u>	<u>ADDRESS</u>
LARRY L. LINNEMEYER	2002 Jefferson Avenue St. Maries, ID 83861
MYRNA R. LINNEMEYER	2002 Jefferson Avenue St. Maries, ID 83861
RONALD P. LINNEMEYER	Route 4, Box 41 St. Maries, ID 83861
LYNNE K. LINNEMEYER	Route 4, Box 41 St. Maries, ID 83861

NINTH: The names and addresses of each incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
LARRY L. LINNEMEYER	2002 Jefferson Avenue St. Maries, ID 83861
MYRNA R. LINNEMEYER	2002 Jefferson Avenue St. Maries, ID 83861

DATED this 26th day of April, 1985.

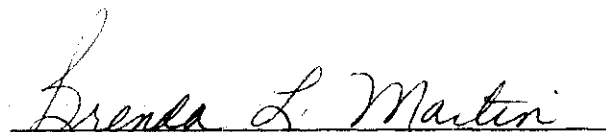

LARRY L. LINNEMEYER


MYRNA R. LINNEMEYER

STATE OF IDAHO)
) ss.
County of Benewah)

On this 26th day of April, 1985, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared LARRY L. LINNEMEYER and MYRNA R. LINNEMEYER, husband and wife, known or identified 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 in this certificate first above written.


Notary Public in and for Idaho
Residing at: St. Maries, Idaho
Commission expires: 6/27/87