

State of Idaho

Department of State

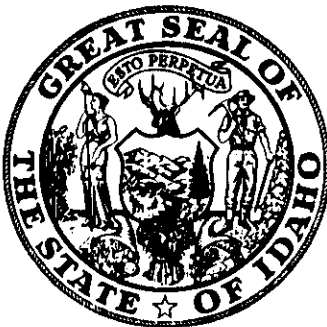
CERTIFICATE OF INCORPORATION OF

COMMERICAL GROUNDS MANAGEMENT, 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: September 1, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Lynette Dumont*

ARTICLES OF INCORPORATION

OF

COMMERCIAL GROUNDS MANAGEMENT, INC.

1 10 29 AM '92
CLERK OF STATE

The undersigned, natural persons acting as incorporators in order to form a corporation under the provisions of the Idaho Business Corporation Act (I.C. 30-1-1 et seq.), adopt the following Articles of Incorporation:

ARTICLE I.

Name. The name of the corporation is Commercial Grounds Management, Inc.

ARTICLE II.

Purposes. The purposes and objects for which this corporation is formed are:

- (a) Full service commercial landscaping, and
- (b) The transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE III.

Duration. The corporation is to have perpetual existence.

ARTICLE IV.

Registered Office and Agent. The address of the initial registered office of the corporation is 1111 South Orchard, Suite 114, Boise, Idaho 83705. The initial registered agent of the corporation is Julia A. Wade.

ARTICLE V.

Incorporators. The names and addresses of the incorporators are as follows:

| <u>Name</u> | <u>Address</u> |
|---------------------------|--|
| Julia A. Wade | 5873 Warm Springs Avenue Boise, Idaho 83712 |
| Vernon P. ("Bud") Calkins | 823 Lafayette Boise, Idaho 83706 |

ARTICLE VI.

Aggregate Shares. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of \$1.00 par value.

ARTICLE VII.

Stockholder Management of the Corporation. Pursuant to the authority granted in Section 30-1-35, Idaho Code, the business and affairs of the corporation shall be managed and directed by all the stockholders of the corporation, acting as a governing board, and having and exercising in the manner set forth in the By-laws, all those powers and duties conferred or imposed by law upon a board of directors.

All meetings of stockholders of the corporation shall be considered not only as a meeting of stockholders, as provided under the laws of the State of Idaho, but also as a meeting of the governing board of stockholders, and such body may be referred to herein as the "Governing Board."

ARTICLE VIII.

Initial Members of the Governing Board. The number of stockholders constituting the initial Governing Board shall be and is two (2), and thereafter the number of members of the Governing Board shall be the same as the number of stockholders of the corporation. The names and addresses of the members of the initial Governing Board who are to serve as the Governing Board until the first annual meeting of the Governing Board or until their successors be elected and qualify is as follows:

| <u>Name</u> | <u>Address</u> |
|---------------------------|--|
| Julia A. Wade | 5873 Warm Springs Avenue Boise, Idaho 83712 |
| Vernon P. ("Bud") Calkins | 823 Lafayette Boise, Idaho 83706 |

ARTICLE IX.

Preemptive Rights. The stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation whether now or hereafter authorized or to any obligations convertible to stock of the corporation, and such stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

ARTICLE X.

Amendment of Articles and By-laws. The initial By-laws of the corporation shall be adopted by a majority of the Governing Board. A majority of the Governing Board shall have the power to alter, amend or repeal the By-laws or adopt new By-laws. The corporation reserves the right to amend, alter or repeal these Articles of Incorporation in the manner prescribed by law, by a majority vote of the stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 1st day of SEPTEMBER 1992.

INCORPORATORS:

Julia A. Wade
JULIA A. WADE

Vernon P. Calkins
VERNON P. CALKINS

State of Idaho)
) ss.
County of Ada)

On this 1st day of SEPTEMBER, 1992, before me the undersigned notary public in and for the State of Idaho, personally appeared JULIA A. WADE, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me under oath that he/she executed the same.

In witness whereof, I have hereunto set my hand and affixed my seal, the day and year above written herein.

Cheri Harren
Notary Public for State of Idaho
Residing at Boise
My Commission expires on 11/7/94

State of Idaho)
) ss.
County of Ada)

On this 1ST day of SEPTEMBER, 1992, before me the undersigned notary public in and for the State of Idaho, personally appeared VERNON P. CALKINS, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me under oath that he/she executed the same.

In witness whereof, I have hereunto set my hand and affixed my seal, the day and year above written herein.

Cheri Harren
Notary Public for State of Idaho
Residing at Boise
My Commission expires on 11/7/94