

State of Idaho

Department of State

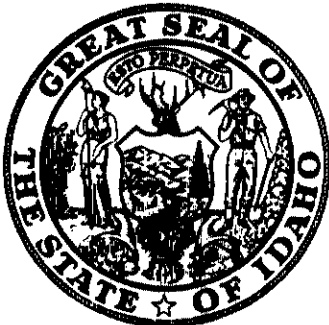
CERTIFICATE OF INCORPORATION OF

ALLRED GEMCO, 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: February 28, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

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SEC. OF STATE

ARTICLES OF INCORPORATION

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I, THE UNDERSIGNED, being a natural person of the age of eight years or more and acting as the incorporator of a for profit corporation to be organized pursuant to the provisions of the Idaho Business Corporations Act, Title 30, Chapter 1, of the Idaho Code, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Allred Gemco, Inc.

ARTICLE II

The duration of the corporation is to be perpetual.

ARTICLE III

The corporation is formed for the following purposes:

1. To provide lawn and tree services.
2. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is ten thousand (10,000), all of such shares shall have one dollars (\$1.00) par value, and all of such shares are of one class and are designated as Common Stock.

ARTICLE V

The address of the initial registered office of the corporation in the State of Idaho is 2013 East 200 North, Rexburg, Idaho 83440.

The initial registered agent of the corporation at said address is Morry Allred.

ARTICLE VI

The number of directors to constitute the initial Board of Directors of the corporation is one (1). Thereafter, the number of directors of the corporation shall be fixed by, or in the manner provided in, its Bylaws. Any changes in the number of the Board of Directors shall be reported to the Secretary of State of the State of Idaho within thirty calendar days of such change.

The person constituting the initial Board of Directors, until the first annual meeting of shareholders, or until their successors be elected and qualify, is:

Morry Allred, 2013 East 200 North
Rexburg, Idaho 83440

ARTICLE VII

The Board of Director may make, alter, and repeal the Bylaws of the corporation except any by-law the control over which is vested in the share holders entitled to vote under the provisions of the Idaho Business Corporation Act.

ARTICLE VIII

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent.

ARTICLE IX

The private property of the shareholders or this corporation shall not be subject to the payment of corporate debts.

No director or shareholder shall have personal liability for money damages for breach of a fiduciary duty except for the following acts:

1. Any breach of a director's duty of loyalty to the corporation or its stockholders.
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
3. Those liabilities of directors in certain cases as set forth in § 30-1-48, Idaho Code.
4. Any transaction from which the director derived an improper personal benefit.

ARTICLE X

The name and street address of the incorporator is as follows:

Morry Allred

**2013 East 400 North
Rexburg, Idaho 83440**

IN WITNESS WHEREOF, I have subscribed my signature this 24 day of February, 1994.

Morry Alfred
Morry Alfred

STATE OF IDAHO,)
 ss.
County of Madison)

On this 24th day of February, 1994, before me, the undersigned a Notary Public in and for said State, personally appeared Morry Allred, known to me to be the person whose name is subscribed to the within instrument and acknowledge to me that he executed the same.

Jane L. Lee
Notary Public for Idaho
Residing at:
Commission Expires: