



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

SEE, LIMITED

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 _____

SEE, LIMITED

, 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 July 14, 1980



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION

OF

SECRETARY OF
STATE

SEE, LIMITED

* * * * *

KNOW ALL MEN BY THESE PRESENTS, that we, CHARLES HOLLON,
KAY HOLLON and JOHN ALLRED, all residents of the State of Idaho,
and all being citizens of the United States of America and over
the age of 21 years, do hereby voluntarily associate ourselves
together for the purpose of forming a corporation under the laws of
the State of Idaho, and we do hereby make, sign, acknowledge and
file this certificate for that purpose as follows:

ARTICLE I.

The name of the corporation is and shall be,

SEE, LIMITED

ARTICLE II.

That said corporation is formed for the following
purposes:

(a) To engage in the business of gardening of any and
all kinds, including but not necessarily limited to landscaping;
the installation of automatic sprinkler systems; the laying of
lawns; the general care of lawns, shrubs, trees and plants; the
trimming, cutting, pruning or shaping of lawns, trees, shrubs and
other plants; the planting and caring for all gardens of any nature
whether flower or vegetable.

(b) To purchase, acquire, hold, sell, exchange, raise,
propagate, cultivate or otherwise deal with or dispose of plants,

1 trees, shrubs and other nursery products, and to purchase, acquire,
2 hold, sell or exchange gardening equipment and supplies, including
3 seeds of any and all kinds, fertilizers of any and all kinds,
4 herbicides of any and all kinds, pesticides of any and all kinds,
5 and to sell hand tools and hardware of any and all kinds.

6 (c) To receive, own, acquire, hold, purchase, dispose
7 of, convey, mortgage and/or lease real and personal properties; to
8 receive, own, acquire, hold, purchase, dispose of, sell, lease,
9 sign, transfer, mortgage and/or convey any rights, privileges,
10 franchises, real or personal property of the corporation, other
11 than its franchise of being a corporation, and to acquire, purchase,
12 guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise
13 dispose of and deal in shares, bonds, securities, and debentures
14 and other evidences of indebtedness of its own and of other
15 corporations, domestic or foreign.

16 (d) To conduct business in this state, other states,
17 District of Columbia, territories and colonies of the United States
18 and in foreign countries, and to have one or more offices and
19 places of business out of this state, and to acquire, receive,
20 hold, purchase, lease, mortgage, dispose of, and/or convey real and
21 personal property situate out of this state.

22 (e) To enter into, make, perform and carry out contracts,
23 of every kind and for any lawful purpose, without limit as to
24 amount, with any person, firm, association, corporation,
25 municipality, state or government, or any subdivision, district or
26 department thereof.

27 (f) To carry on any other lawful business whatsoever in
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1 connection with the foregoing or which is calculated directly or
2 indirectly to promote the interest of the corporation or to enhance
3 the value of its properties and to have and exercise all right,
4 powers and privileges which are now or may hereafter be conferred
5 by the State of Idaho upon corporations; to execute from time to
6 time general or special powers of attorney to persons, firms,
7 associations or corporations, and to revoke same when the Board of
8 Directors may determine; and to do any or all of the things herein
9 set forth to the same extent as natural persons might or could do.

10 (g) Any and all of the rights, powers, privileges or
11 restrictions in these Articles of Incorporation granted and
12 contained, conferred or imposed may be enlarged, amended, altered,
13 changed in any manner and to any extent, or repealed by articles of
14 amendment made, executed, authorized by the laws of the State of
15 Idaho.

16 (h) To do any and all such other acts, things, business
17 or businesses in any manner connected with or necessary, incidental,
18 convenient, or auxiliary to any of the objects hereinbefore
19 enumerated, or calculated, directly or indirectly to promote the
20 interest of the corporation and to carry on its purpose, or for the
21 purpose of attaining or furthering in any of its businesses.

22 (i) To generally engage in, do and perform any
23 enterprise, act or vocation that a natural person might, or could
24 do or perform.

25 (j) To lend money and negotiate loans; to draw, accept,
26 endorse, discount, sell and deliver bills of exchange, promissory
27 notes, bonds, obligations, securities of any government or authority

1 or company; to form, promote, subsidize and assist companies,
2 firms, and partnerships of all kinds; to act as surety and
3 guarantor in any and all types of engagements, including the power
4 to execute, endorse and deliver contracts and to guarantee the
5 prompt and faithful performance and payment of debts, notes and
6 agreements, contracts and undertakings of any other person, firm,
7 partnership or corporation; and including also the power to act as
8 accommodation co-maker or guarantor of obligations either as a
9 primary or secondary obliger; to enter into any arrangements with
10 any authorities, municipal, local or otherwise, conducive to the
11 company's objects or any of them, and to obtain from any such
12 government or authority any rights, privileges and concessions
13 which the company may think it desirable to obtain, and to carry
14 out, exercise and comply with any such arrangement, right,
15 privilege, and concession. Generally to carry on and undertake any
16 business, undertaking, transaction, or operation commonly carried
17 on or calculated directly or indirectly to enhance the value of, or
18 render profitable, any of the company's property or rights.

19 (k) The several clauses contained in this statement of
20 purposes shall be construed, as both purposes and powers, and the
21 statements contained in each clause shall not, except where
22 otherwise expressed, be in any way limited or restricted by
23 reference to or inference from the terms of any other clause, but
24 shall be regarded as independent purposes and powers.

25 ARTICLE III.

26 The name of the corporation's registered agent and his
27 post office address in the State of Idaho is as follows: CHARLES
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1 HOLLON, Route 1, Buhl, Idaho 83316. The corporation's address in
2 the State of Idaho is Route 1, Buhl, Idaho 83316.

3 ARTICLE IV.

4 That, subject to dissolution in the manner provided by
5 law, the duration of this corporation shall be perpetual.

6 ARTICLE V.

7 That the amount of the corporation shall be \$10,000.00
8 divided into 1,000 shares of common stock with the par value of
9 \$10.00 per share.

10 ARTICLE VI.

11 That the names and post office addresses of (1) each of
12 the incorporators, (2) each of the initial directors who shall
13 serve the corporation until the first election of directors, and
14 (3) the number of shares subscribed by each, is as follows:

15	<u>NAME</u>	<u>INCORPORATOR</u>	<u>DIRECTOR</u>	<u>ADDRESS</u>	<u>SHARES</u>
16	Charles Hollon	X	X	Route 1 Buhl, ID 83316	1
17	Kay Hollon	X	X	Route 1 Buhl, ID 83316	1
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19	John Allred	X	X	Route 1 Buhl, ID 83316	1

20 ARTICLE VII.

21 The private property of stockholders of the corporation
22 shall not be subject to the payment of corporate debts to any
23 extent whatever, and the shares of the corporation shall not be
24 subject to assessment for the purpose of paying taxes, conducting
25 business, or paying debts of the corporation.

26 ARTICLE VIII.

27 The number of directors of the corporation shall be as
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1 specified in the Bylaws, provided the number of directors of the
2 corporation shall not be less than allowed by law. In case of any
3 increase in the number of directors, the additional directors may
4 be elected by the directors then in office, and the directors so
5 elected shall hold office until the next annual meeting of the
6 stockholders and until their successors are elected and qualified.

7 Officers of the corporation need not be stockholders.
8 Any two or more offices may be held by the same one person. The
9 term of office of the officers, except as in these articles
10 otherwise expressly provided, shall be for one year and until their
11 successors shall be elected and qualified, unless sooner removed or
12 resigned, as herein provided.

13 ARTICLE IX.

14 A majority of the Board of Directors shall constitute a
15 quorum and shall have power to transact the business and exercise
16 the corporate powers of the corporation, and, except as otherwise
17 provided herein, may mortgage, pledge, sell or otherwise dispose of
18 real or personal property of the corporation for the purpose of
19 carrying on the business of the corporation. The Board of
20 Directors shall have power to appoint agents and servants of the
21 corporation, prescribe their duties, and remove them at pleasure,
22 and may fix the compensation of the officers, agents and servants
23 of the corporation, and shall have power to vote and grant to
24 themselves (and any officer or director may join in granting to
25 himself such salary), commission or compensation for their services
26 as officer or directors, or both as they may determine. The Board
27 of Directors or the stockholders may, by a majority vote, adopt

1 bylaws for the regulation of the affairs of the corporation, and by
2 a majority vote amend or repeal the same, provided that such bylaws
3 shall not conflict with these Articles of Incorporation. The
4 bylaws adopted by the directors shall provide the time and place of
5 directors' meeting and the manner of calling the same, which
6 meeting may be held within or without the State of Idaho.

7 ARTICLE X.

8 Provisions denying preemptive rights are: None.

9 ARTICLE XI.

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

12 IN WITNESS WHEREOF, the parties hereto have hereunto set
13 their hands this 9th day of July, 1980.

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Charles D. Hollon
CHARLES HOLLON

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Kay Hollon
KAY HOLLON

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John W. Allred
JOHN ALLRED

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1 STATE OF IDAHO)
2 County of Twin Falls) ss.

3 On this 9th day of July, 1980, before
4 me, the undersigned, a Notary Public in and for said County and
5 State, personally appeared CHARLES HOLLON, KAY HOLLON and JOHN
6 ALLRED, known to me to be the persons whose names are subscribed to
7 the foregoing instrument, and acknowledged to me that they executed
8 the same.

9 IN WITNESS WHEREOF, I have hereunto set my hand and
10 affixed my official seal the day and year last above written.

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12 Allen Lannon
13 Notary Public for Idaho
14 Residing at Buhl
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