

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
SNAKE RIVER TURF SPECIALTIES, INC.**

2003 MAR -3 AM 8:52

SECRETARY OF STATE
STATE OF IDAHO

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Idaho, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this Corporation is Snake River Turf Specialties, Inc.

**ARTICLE II
SHARES**

The total number of shares which the corporation shall have authority to issue is 100,000 shares of no par value common stock.

**ARTICLE IV
REGISTERED OFFICE, AGENT and INCORPORATOR**

1. The Registered Agent is: Gene Gibbs
2. The address of the Registered Office is: Snake River Turf Specialties, Inc, 918A North Orchard, Boise, ID 83706
3. The Incorporator is: Gene Gibbs, 918A North Orchard, Boise, ID 83706

**ARTICLE V
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE VI
DURATION**

The Corporation shall have perpetual existence.

IDAHO SECRETARY OF STATE
03/04/2003 05:00
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ARTICLE VII DIRECTORS

The name and address of the person constituting the initial board of directors is:

Gene Gibbs
918A North Orchard
Boise, ID 83706

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be fewer than one (1).

ARTICLE VIII LIABILITY OF DIRECTORS

To the fullest extent permitted by law as provided in Idaho Code Section 30-1-54(2), no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE IX OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of

stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the shareholders of the Corporation.

Bylaws. The power to adopt, alter, amend, or repeal Bylaws not inconsistent with these Articles of Incorporation is vested in the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of March, 2003.

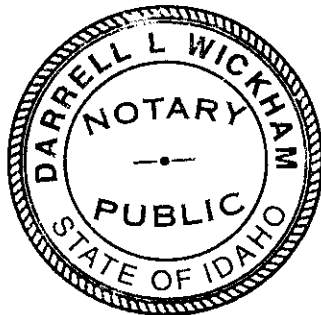



Gene Gibbs, Incorporator
918A North Orchard
Boise, ID 83706

State of Idaho)
) ss.
County of Ada)

BEFORE ME, a Notary Public in and for said county and state, personally appeared Gene Gibbs, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 3rd day of March, 2003.





Notary Public
My Commission
Expires: 12/18/2006