

FILED EFFECTIVE

ARTICLES OF INCORPORATION

07 DEC 31 AM 9:15

SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned incorporator, being of the age of eighteen years or more, desiring to organize a corporation under the laws of the State of Idaho, do hereby make, sign and verify these Articles of Incorporation.

ARTICLE I

The name of the corporation is **M & W Tree Service, Inc.**

ARTICLE II

The purposes for which the corporation is organized are as follows:

- (a) To provide tree trimming, shaping, removal, and ancillary services;
- (b) To undertake all other business activities of any kind or nature for which businesses may be lawfully incorporated under the laws of the State of Idaho;
- (c) To do all other things necessary or incidental to the foregoing business purposes.

ARTICLE III

(a) The corporation is authorized to issue one class of shares, in a total amount of 1,000 shares. The stock shall bear no par value. Shares of stock of this corporation shall not be transferred or sold until the sale shall be approved by the Board of Directors of this corporation, in accordance with the duly adopted By-Laws of this corporation.

(b) The capital stock of this corporation, after the amount of the subscription price value has been paid in, shall not be subject to assessment and no paid up stock and no stock issued as fully paid shall be assessed or be assessable.

ARTICLE IV

The address of the initial registered office of the corporation is 415 South Fillmore Street, Jerome, Idaho 83338. The name of the initial registered agent at such address is MATTHEW W. HOLMAN.

ARTICLE V

IDAHO SECRETARY OF STATE
12/31/2007 05:00
CK: 20281 CT: 1660 BH: 1092183
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The name and address of the person who shall serve as the director of the corporation until the first annual meeting of shareholders is:

MATTHEW W. HOLMAN
415 South Fillmore Street
Jerome, Idaho 83338

ARTICLE VI

The name and address of the incorporator is:

MATTHEW W. HOLMAN
415 South Fillmore Street
Jerome, Idaho 83338

ARTICLE VII

No private property of the stockholders of the corporation shall be subject to or liable for payment of corporation debts.

ARTICLE VIII

By-Laws shall be adopted by the Board of Directors, and when so adopted, may thereafter be repealed, amended or new By-Laws adopted by a two-thirds (2/3) vote of the Directors.

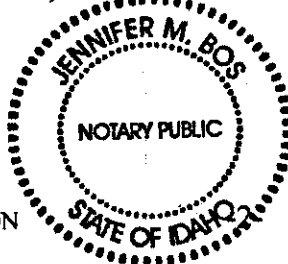
DATED this 26th day of December, 2007.

Matthew W. Holman
MATTHEW W. HOLMAN

STATE OF IDAHO)
 ss:
County of Jerome)

On this 28th day of December, 2007, before me, the undersigned, a Notary Public in and for said County and State, personally appeared MATTHEW W. HOLMAN, known to me to be the person whose name is subscribed to the within and foregoing instrument, and who acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year in this certificate first above written.



Jennifer M. Bos
NOTARY PUBLIC for Idaho
Residing at: Jerome, Idaho
Commission Expires: 5/20/08

ARTICLES OF INCORPORATION

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