

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION**  
**CHAPIN LANDSCAPING SERVICES, INC.**

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SECRETARY OF STATE  
STATE OF IDAHO

The undersigned natural person being of legal age, acting as incorporator under the provisions of the Idaho Business Corporations Act, Title 30, Idaho Code, hereby adopts following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the corporation is Chapin Landscaping Services, Inc.

**ARTICLE II**

**Period of Duration**

The duration of this corporation is to be perpetual.

**ARTICLE III**

**Purposes and Powers**

The purposes and the powers for which this corporation is organized are the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including but not limited to, the following: Import and export business, and to carry on all other business incident, thereto or connected therewith.

To carry on any activity or activities that might be related to any of the above described powers of the said corporation.

To borrow money and to issue bonds, debentures and other obligations of the Corporation and to mortgage or pledge its property to secure such borrowed money or

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**Other obligations;**

**To acquire, by purchase, exchange, or otherwise, all or any part of, or any interest in, the stock, properties, assets and goodwill of any other business, firm, corporation, or partnership; to pay for same in cash, property, securities or notes; to hold, reorganize, or sell same; and in connection therewith to guarantee performance of any liabilities, obligations, or contracts of such business, firm corporation or partnership, and to conduct the whole or any part of any business thus acquired;**

**To receive, acquire, own, hold, purchase, dispose of, convey, mortgage, pledge, and/or lease real and personal property of every kind, nature and description whether or not the same is used in connection with any of the purposes of said corporation; to subdivide real property and to sell and deal in subdivisions and lots, to dispose of, sell lease, assign, transfer, mortgage, pledge, and/or convey any rights, privileges, franchise, real or personal property of the corporation; and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, assign, pledge, and/or otherwise dispose of and deal in shares, bonds, securities and debenture and other evidence of indebtedness of other corporations, domestic or foreign; to acquire, invest in, own and dispose of the capital stock of the corporation; and also to have all of the powers and authority authorized or provided for by the Idaho Business Corporation Act, as amended; and**

**To exercise and perform any and all of the hereinbefore mentioned and described powers, objects and matters, within and/or without the State of Idaho.**

## **ARTICLE IV**

### **Capital Stock**

The total authorized capital stock of the corporation shall be divided into 10,000 shares of no par value stock and all of such capital stock shall be common stock. Each share shall have equal voting power with each share entitling the holder to one vote. Said shares of stock shall be fully paid up before being issued and after issuance shall be non-assessable.

## **ARTICLE V**

### **Pre-emptive Rights**

After the first offering of shares of this corporation's authorized capital stock have once been issued, each holder of shares in this corporation shall have the first right to purchase shares (or securities convertible to shares) of this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of the treasury stock. This preemptive right shall not apply to shares to be issued for either cash or consideration other than cash issued pursuant to a plan or agreement with employees approved by the affirmative vote of the holders of sixty-six and two-thirds (66 2/3%) of the shares outstanding.

## **ARTICLE VI**

### **Special Provisions for Regulation of Corporate Affairs**

#### **By-Laws**

The initial code of by-laws of this corporation shall be adopted by the directors. The power to amend or repeal the by-laws or to adopt a new code of by-laws shall be in the shareholders, but the affirmative vote of the holders of sixty-six and two-thirds percent (66 2/3%) of the shares outstanding shall be necessary to exercise the power. The by-laws may contain any provisions of the regulation of the management of the corporation which are consistent with the Idaho Business Corporations Act and these Articles of Incorporation.

## **ARTICLE VII**

### **Initial Registered Office and Agent**

The initial registered office of the corporation is 314 E. Screech Owl Kuna, Idaho, 83634. The name of the initial registered agent at that office is Manuel. A. Ramos-Palencia.

## **ARTICLE VIII**

### **Board of Directors**

The number of directors shall be fixed by the By-Laws of the Corporation. The initial board of directors shall consist of the following director who shall serve as the director of the corporation until the organizational meeting of the shareholders or until the successor or successors are elected and shall qualify: Manuel A. Ramos-Palencia, 314 E. Screech Owl Kuna, Idaho 83634.

## **ARTICLE IX**

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors or Officers of such other corporation; any Directors individually may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, any may vote thereon to authorize such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation and not so interested.

## **ARTICLE X**

The corporation may enter into voting trusts as allowed by applicable statutes, and may also enter into restrictive agreements with its Shareholders for the repurchase of its corporate stock in the event of death, permanent disability, retirement, sale, bankruptcy or seizure by process of law; further, said corporation may enter into deferred compensation plans to include profits sharing plans with its employees, and may further exercise its right to qualify as a small business corporation (sub chapter S corporation) under the applicable sections of the Internal Revenue Code of the United States.

## ARTICLE XI

The Shareholders of the corporation shall have the right to amend these Articles of Incorporation in any manner now or hereafter permitted by law by a sixty-six and two-thirds percent (66 2/3%) majority of shares entitled to vote at any meeting called for such purpose.

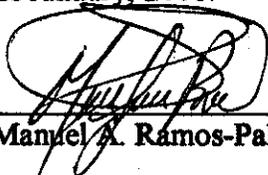
## ARTICLE XII

### Incorporators

The name and address of the sole incorporator of the corporation is:

Manuel A. Ramos-Palencia, 314 E. Screech Owl, Kuna, Idaho, 83634.

IN WITNESS WHEREOF, the undersigned being the sole incorporator of this corporation, executes these Articles of Incorporation in triplicate and certifies the truth of the facts therein stated this 27<sup>th</sup> day of January, 2008.

  
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Manuel A. Ramos-Palencia