

State of Idaho



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

ROGERS AND GOODMAN, INC.

a corporation duly organized and existing under the laws of **Oregon** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Thirtieth** day of **March** 19 **61**, a properly authenticated copy of its articles of incorporation, and on the **Thirtieth** day of **March** 19 **61**, a designation of **Chas. F. McDevitt** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **30th** day of **March**, A.D. 19 **61**.

Secretary of State.



I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Department of the State of Oregon, DO HEREBY CERTIFY:

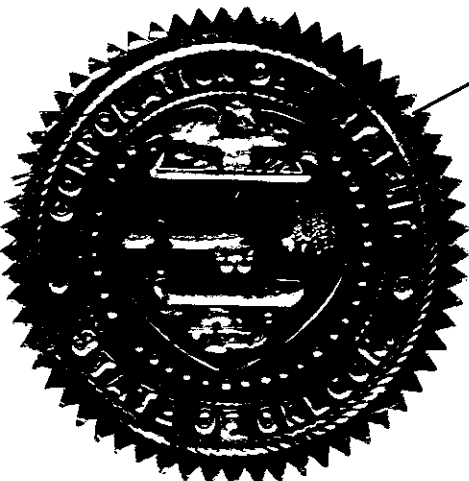
That I have carefully compared the annexed copy of the Articles of Incorporation of

ROGERS AND GOODMAN, INC.

with the original thereof now on file in my office; that the same is a correct transcript therefrom and of the whole thereof; that there are no amendments to said Articles of Incorporation on file in this office; that this authentication is in due form and by the proper officer; and

I FURTHER CERTIFY that ROGERS AND GOODMAN, INC.

is, at the date of this certificate, duly authorized to transact business within this state and is in good standing as a subsisting corporation, having filed all reports and made all payments to this Department that are required by the Laws of this State.



In Testimony Whereof I have hereunto set my hand and affixed hereto the seal of the Corporation Department of the State of Oregon, at Salem, this — 21st — day of — March —, 19 61.

Frank J. Healy

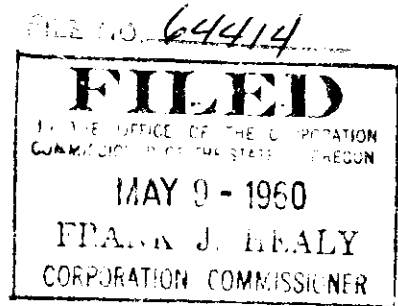
Corporation Commissioner

By

Helene Krugger

Chief Clerk

ARTICLES OF INCORPORATION OF
ROGERS AND GOODMAN, INC.



We, the undersigned, natural persons of the age of twenty-one (21) years or more, acting as incorporators under the Oregon Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation is ROGERS AND GOODMAN, INC., and its duration shall be perpetual.

ARTICLE II.

The purposes for which the corporation is organized are:

To carry on the business of general farming, and to purchase, own, improve, equip, operate and manage farms and engage in any agricultural pursuit or undertaking.

To engage generally in the business of processing, manufacturing, buying, selling, distributing, servicing, and applying agricultural chemicals, insecticides, fertilizers, chemicals of all kinds, and any and all ingredients and compounds thereof, and any and all materials that may be used in or in connection with such manufacture, sale or distribution thereof.

To transact the business of investing on behalf itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein, and sell or otherwise disposing of the same, or any part thereof.

interest therein.

To purchase, own, use and sell patents, patent rights, inventions and processes relating to its business.

ARTICLE III.

The aggregate number of shares which the corporation shall have authority to issue is 2,500. The par value of each of such shares is \$100.00.

ARTICLE IV.

The corporation will not commence business until One Thousand (\$1,000) Dollars has been received by it as consideration for the issuance of its shares.

ARTICLE V.

The address of the initial registered office of the corporation is Athena, Oregon, and the name of its initial registered agent at such address is E. C. Miley.

ARTICLE VI.

The number of directors constituting the initial board of directors of the corporation is four (4).

The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors shall be elected and qualified, are:

E. C. Miley - Athena, Oregon
Mildred H. Miley - Athena, Oregon
M. W. Hansell - Athena, Oregon
B. W. Hansell - Athena, Oregon

ARTICLE VII.

The name and address of each incorporator is:

E. C. Miley - Athena, Oregon
Mildred H. Miley - Athena, Oregon
M. W. Hansell - Athena, Oregon
B. W. Hansell - Athena, Oregon

IN WITNESS WHEREOF, the incorporators have hereunto
set their hands and seals this 4 day of May, 1960.

E. C. Miley
E. C. Miley
Mildred H. Miley
Mildred H. Miley
M. W. Hansell
M. W. Hansell
B. W. Hansell
B. W. Hansell

STATE OF WASHINGTON)
 ss
County of Walla Walla)

I, JOHN C. TUTTLE, a Notary Public for Washington,
hereby certify that on the 4 day of May, 1960, per-
sonally appeared before me E. C. MILEY, MILDRED H. MILEY, M. W.
HANSELL and B. W. HANSELL, who being by me first duly sworn,
severally, declared that they are the persons who signed the
foregoing document as incorporators, and that the statements
therein contained are true.

John C. Tuttle
Notary Public in and for the State of
Washington, residing at Walla Walla

My commission expires: 4/16/62

Notarial
Seal