

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

U.S.A. AG-PRO, INC.

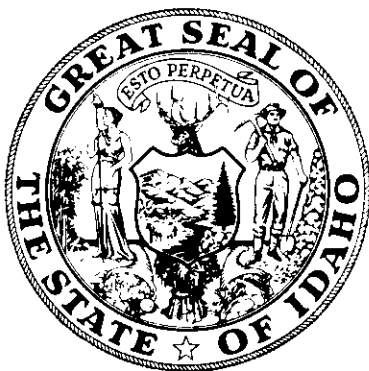
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

U.S.A. AG-PRO, INC.

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: **February 10, 1983**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

1 ARTICLES OF INCORPORATION

2 OF

3 U.S.A. AG-PRO, INC.

4
5 KNOW ALL MEN BY THESE PRESENTS: That the undersigned, in
6 order to form a corporation for the purposes hereinafter stated,
7 under and pursuant to the provisions of the general corporation
8 laws of the State of Idaho, and the Acts amendatory thereof and
9 supplemental thereto, hereby certify as follows:

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11 FIRST

12 The name of the corporation is U.S.A. AG-PRO, INC.

13
14 SECOND

15 The purposes and objects for which the corporation is formed
16 are:

17 (a) To manufacture, produce, blend, market, distribute and
18 sell farm chemicals and fertilizers at both the retail and whole-
19 sale market levels;

20 (b) The remaining purposes for which the corporation is
21 organized are the transaction of any and/or all business for which
22 corporations may be incorporated under the Idaho Business Corpora-
23 tions Act.

24
25 THIRD

26 The corporation is to have perpetual existence.

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28 FOURTH

29 The name of the registered agent and the location and post
30 office address of the registered office of the corporation is
31 STUART W. CARTY, 200 North 3rd Street, Suite 1, Boise, Idaho 83702.

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SECRETARY OF STATE

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FIFTH

The amount of capital stock of this corporation shall be and is 100,000 shares of stock of the par value of \$1.00 each, making an aggregate stock of \$100,000.00, which stock shall not be issued until fully paid for and once so issued shall be nonassessable.

SIXTH

The names and post office addresses of the incorporators and the number of shares subscribed for by each, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
BILL FIELD	908 Stillwell Drive Eagle, Idaho 83616	
STUART W. CARTY	2630 Starcrest Drive Boise, Idaho 83702	

SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or paying debts of the corporation.

EIGHTH

The numbers of directors of the corporation shall be as specified in the Bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws, and in accordance with Idaho Code. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the shareholders and until their successors are elected and qualified. The initial Board of Directors shall be in number and their names and addresses

1 are as follows:

2 BILL FIELD 903 Stillwell Drive
Eagle, Idaho 83616

3 STUART W. CARTY 2630 Starcrest Drive
4 Boise, Idaho 83702

5

6 NINTH

7 Stockholders of the corporation shall have preemptive and
8 preferential rights of subscription to any shares of stock of the
9 corporation, whether now or hereafter authorized, or to any obli-
10 gations convertible into stock of the corporation, or to obliga-
11 tions of the corporation convertible into stock. Any stock or
12 obligations issued by the corporation shall first be offered to the
13 stockholders of the corporation.

14

15 TENTH

16 A voluntary sale, lease or exchange of all of the property
17 and assets of the corporation, including it's good will and it's
18 corporate franchises, may be made by the Board of Directors upon
19 such terms and conditions as it may deem expedient for the best
20 interests of the corporation, but only when such act is authorized
21 by the vote of holders of two-thirds (2/3) of the voting power of
22 all shareholders.

23

24 ELEVENTH

25 No contract or other transaction between the corporation and
26 any other corporation and no act of the corporation shall in any
27 way be affected or invalidated by the fact that any of the direc-
28 tors of the corporation are pecuniarily, or otherwise interested
29 in, or are directors or officers of, such other corporation, any
30 director individually, or any firm of which any director may be a
31 member, may be a party to, or may be pecuniarily or otherwise in-
32 terested in, any contract or transaction of the corporation, pro-

1 vided that the fact that he or such firm is so interested shall be
2 disclosed or shall have been known to the Board of Directors or a
3 majority thereof, and any director of the corporation who is also
4 a director or officer of such other corporation, or who is so in-
5 terested, may be counted in determining the existence of a quorum
6 at any meeting of the Board of Directors of the corporation which
7 shall authorize any such contract or any such transaction with
8 like force and effect as if he were not such director or officer
9 of such other corporation or not so interested.

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TWELFTH

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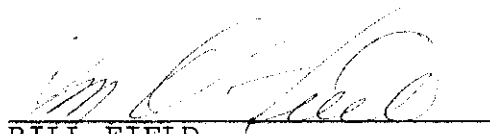
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The Board of Directors is expressly authorized to repeal and amend the Bylaws of the corporation and to adopt new Bylaws, and the corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the statutes of the State of Idaho, the undersigned, constituting the incorporators of this Corporation, have executed these Articles of Incorporation the 10th day of February, 1983.


BILL FIELD


STUART W. CARTY

